

**Dated: 21.02.2022**

**The General Manager  
BSE Limited,  
P.J.Towers, Dalal Street,  
Mumbai – 400 001**

Dear Sirs,

**SUBJECT: NOTICE OF EXTRAORDINARY GENERAL MEETING**

This is to bring to your notice that:

1. An Extra-ordinary General Meeting (“EGM”) of the company will be held on Thursday, the 16th March 2023 at 1100 A.M. IST (Indian Standard Time) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the business as set out in the Notice of the EGM. The window for joining the meeting would be available from 10:45 A.M. on the day of EGM.
2. In terms of circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (SEBI), the EGM of the members will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, members can attend and participate in the EGM through VC/OAVM only.
3. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice has been uploaded on the website of the Company at [www.bluecloudsoftech.com](http://www.bluecloudsoftech.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. The instruction for joining the EGM are provided in the Notice.
5. Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 9th March 2023, may cast their vote electronically from a place other than venue of EGM (remote e-voting), through the e-voting services provided by CDSL, on all resolutions set out in the Notice of the EGM. All the members are informed that: (a) All the business as set out in the Notice of EGM may be transacted through voting by electronic means. (b) The remote e-voting shall commence on 13th March 2023 (9.00 a.m. IST) and shall end on 15th March 2023 (5.00 p.m. IST) and the remote e-voting module shall be disabled by CDSL for voting thereafter. (c) Once a member casts vote on a resolution, he/she will not be allowed to modify his/her vote. (d) The facility for voting, through electronic voting system shall also be made available at the EGM and members attending the EGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the EGM. (e) The Members who have cast their vote by remote e-voting may also attend the EGM but shall not be entitled to cast their vote again. (f) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (i.e.9<sup>th</sup> March 2023) only shall be entitled to avail the facility of remote e-voting, or voting at the EGM. (g) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of Notice of EGM and holding shares as of the cut-off date, may obtain the login and password details (sequence number) from the Registrar and Transfer Agents (“RTA”) of the Company by sending a request at

# ***BLUE CLOUD SOFTECH SOLUTIONS LIMITED***

**CIN: L72200TG1991PLC013135**

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info@aarthiconsultants.com. However, if the person is already registered with CDSL for e-voting, the person can use the existing login details for casting the votes. (h) In case of queries or issues regarding e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Notice of the EGM is attached herewith.

Please take the aforementioned information on your record.

Yours faithfully,

**For Blue Cloud Softech Solutions Limited**

**Bogha Ravi Kumar**  
**Managing Director**  
**DIN: 01395934**

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

Regd. Office: -: 1-2-286, Domalguda, Hyderabad,  
Telanagana– 500029, INDIA  
CIN: - L72200TG1991PLC013135

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Phone: +91-9848819242

email: [csbluecloudsoft@gmail.com](mailto:csbluecloudsoft@gmail.com)

website- [www.bluecloudsofttech.com](http://www.bluecloudsofttech.com)

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**NOTICE**

**NOTICE** is hereby given that the **Extra Ordinary General Meeting (EGM)** of the members of **Blue Cloud Softech Solutions Limited (CIN: L72200TG1991PLC013135)** will be held on **Thursday, 16<sup>th</sup> March, 2023** at 11.00 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business

**SPECIAL BUSINESS:**

**1. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 12,50,00,000/- divided into 6,25,00,000 Number of equity shares of Rs. 2/- each to Rs. 50,00,00,000/- divided into 25,00,00,000 Number of Equity Shares of Face Value Rs. 2/- each ranking pari-passu with the existing shares in all respects and the Clause V of the Memorandum of Association and Article of Association of the Company be altered accordingly.”

**“RESOLVED FURTHER THAT** pursuant to provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions, and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to sharing capital by deletion of existing clause and by substituting in its place the following new clause V:

“The Authorized Share Capital of the Company Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Number of Equity Shares of Face Value Rs. 2/- (Rupees Two only) each, all of which share capital shall be capable of being increased or reduced in accordance with Company’s regulations and legislative provisions for the time being in force in that behalf, with power to divide the shares in the capital for the time being into Equity share capital and preference share capital, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary, modify or abrogate any rights, privileges or conditions.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be authorized to take all necessary steps for giving effect to the above resolution.”

**2. ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 13, Section 61 and other applicable provisions, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s), amendments or re-enactment(s) thereof) the existing clause V i.e., Capital Clause of the Company be substituted with the following new clause to be read as under:

“The Authorized Share Capital of the Company Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Number of Equity Shares of Face Value Rs. 2/- (Rupees Two only) each, all of which share capital shall be capable of being increased or reduced in accordance with Company’s regulations and legislative provisions for the time being in force in that behalf, with power to divide the shares in the capital for the time being into Equity share capital and preference share capital, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary, modify or abrogate any rights, privileges or conditions.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be authorized to take all necessary steps for giving effect to the above resolution.”

### **3. TO APPROVE INVESTMENT, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 IN INDIA ENTITIES OR/AND OVERSEAS ENTITIES**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act,2013 and Companies (Meeting of Board and its Powers) Rules,2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the provisions of the Company’s Memorandum and Articles of Association, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof) to make an investment in Indian entities and/ or overseas entities up to an amount of Rs. 500 Crore (Rupees Five Hundred Crore Only) over and above the limits available to the Company i.e., 60% (Sixty Percent) of its paid-up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more. The resolution was passed unanimously by the Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be authorized to take all necessary steps for giving effect to the above resolution.”

### **4. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS**

To consider and if thought fit, to pass with or without modification (s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, the Foreign Exchange Management Act,1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the BSE Limited, stock exchange where the shares of the Company are listed (“BSE”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to issue, create, offer and allot on preferential basis not more than 16,00,40,000 (Sixteen Crore Forty Thousand only) equity shares of face value of Rs.2/- each (Rupees Two Only) fully paid-up by way of share swap to Mrs. Janaki Yarlagadda, Yas Takaful P.J.S.C. and BlueSky Capital Fund SPC (“Proposed Allottees”) in lieu of purchase of 4,00,10,000 Common Stock of IT Copz INC held by them in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 as on the Relevant Date on such terms and conditions as may be approved by the Board.

**“RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of the issue price of the equity shares is 14<sup>th</sup> February 2023 i.e., 30 days prior to the date of Extra-Ordinary General Meeting (EGM).”

**“RESOLVED FURTHER THAT** the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The allotment of Equity Shares by The Company to Mrs. Janaki Yarlagadda and others is in consideration for the purchase of Common Stock of IT Corpz INC held by them in the ratio of 4:1 (i.e., 4 Equity shares of Blue Cloud Softech Solutions Limited for every 1 share of IT Corpz INC), so 16,00,40,000 equity shares of Blue Cloud Softech Solutions Ltd will be issued at Rs. 3/- per equity share for purchase of 4,00,10,000 Common Stock of IT Corpz INC valued at Rs.12/- per common stock;
- b) The equity shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- d) The equity shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission and
- f) Allotment shall only be made in dematerialized form.
- g) The new equity shares issued shall rank pari-passu in all respects with the existing equity shares of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principal approval from the BSE as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

**“RESOLVED FURTHER THAT** the equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of Rs. 2/- (Rupees Two only) each of the Company.”

**“RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the BSE, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to BSE for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchange and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors,

By Order of the Board  
For **BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

Date: 17.02.2023  
Place: Hyderabad

Sd/-  
Sriveena Vadlamudi  
Whole Time Director/Chairperson  
DIN: 07721150

**NOTES:**

The Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted Companies to conduct Extraordinary General Meeting ("EGM/Meeting") through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") without the physical presence of Members at a Common Venue. The deemed venue of the EGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the EGM of the Members is being convened through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.

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2. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE EGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting on first-come first-served basis by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the Central Depository Services (India) Limited (CDSL) e-Voting website at [www.evotingindia.com](http://www.evotingindia.com). The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.bluecloudsofttech.com](http://www.bluecloudsofttech.com). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
8. Mrs. Putcha Sarada (Membership No. 21717, CP No 8735), Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the remote e-voting process at the EGM in a fair and transparent manner.
9. Notice convening EGM of the Company is sent to all the members of the Company whose email addresses are registered with the Depository Participants or with the Registrar & Share Transfer Agent of the Company (“R&T Agent”) or with the Company whose names appear in the Register of Members as on Friday, the 10<sup>th</sup> February, 2023, the cut off date fixed in this regard. Further, the shareholders whose email addresses are not registered with the Depository Participants or with the Registrar & Share Transfer Agent of the Company (“R&T Agent”) or with the Company notice is sent by courier.
10. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the EGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorised representatives to attend and participate at the EGM, are requested to send to the Company, a certified copy (in PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Company and Scrutinizer at [csbluecloudsoft@gmail.com](mailto:csbluecloudsoft@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
11. The Statement pursuant to Section 102 of the Act read with applicable Rules thereto and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 relating to the Special Businesses to be transacted at this EGM is annexed hereto and form part of this notice.
12. The Board of Directors have considered and decided to include the Item no. 1 ,2 ,3 & 4 given above as Special Business in the forthcoming EGM, as they are unavoidable in nature.
13. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant and to the members whose email id is not registered via- courier. Members may note that the Notice will also be available on the Company’s website [www.bluecloudsofttech.com](http://www.bluecloudsofttech.com), website of BSE at <http://www.bseindia.com> and on the website of the Central Depository Services (India) Limited (CDSL) a service provider for voting through remote e-Voting, for participation in the forthcoming EGM through VC/OAVM facility and e-Voting during the EGM at <https://www.evotingindia.com>.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., Friday, February 10, 2023. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to vote. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, February 10, 2023, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) with a copy to

[csbluecloudsoft@gmail.com](mailto:csbluecloudsoft@gmail.com). However, if you are already registered with CDSL for e-voting, you can use your existing User ID and password for casting your vote.

15. The Scrutinizer, after scrutinizing the votes cast at the time of the meeting and through e-voting, will, within stipulated time, make a consolidated scrutinizer's report and submit the same to the Chairman not later than 48 hours from the conclusion of the EGM. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. [www.bluecloudsofttech.com](http://www.bluecloudsofttech.com) and on the website of CDSL i.e., <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
16. The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1, 2, 3 & 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and corresponding rules of the Companies Act, 2013 also annexed herewith.
17. Members who have not registered their e-mail id so far are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
18. CDSL will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM.
19. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by CDSL at <https://www.evotingindia.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's EGM.
20. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
21. Members who need assistance before or during the EGM, can contact CDSL on Mr. Rakesh Dalvi -Sr. Manager (CDSL) or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43
22. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at [csbluecloudsoft@gmail.com](mailto:csbluecloudsoft@gmail.com). Questions/queries received by the Company till 5:00 p.m. Monday, 13<sup>th</sup> March 2023 shall only be considered and responded during the EGM.
23. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.
24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Regulations (as amended), and the MCA Circulars, the Company is providing facility to the Members to cast their vote on the matters set forth in EGM Notice, either by way of "remote e-voting" facility, prior to the EGM or by way of electronic voting system during the EGM. For this purpose, the Company has appointed CDSL for facilitating voting through electronic means, as the authorized agency.

The e-voting facility will be available during the following period:

Commencement of e-voting: From 9.00 a.m. (IST) on Monday, 13<sup>th</sup> March 2023.

End of e-voting: Up to 5.00 p.m. (IST) on Wednesday, 15<sup>th</sup> March 2023.

25. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

#### **E-VOTING**



**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (ii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider</li> </ol>

	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders
3. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, `
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.
DOB	Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant "BLUE CLOUD SOFTECH SOLUTIONS LIMITED" on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

16. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [csbluecloudsoft@gmail.com](mailto:csbluecloudsoft@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 6 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance up to 5 p.m.13<sup>th</sup> March 2023 prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [csbluecloudsoft@gmail.com](mailto:csbluecloudsoft@gmail.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

**1. For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [csbluecloudsoft@gmail.com](mailto:csbluecloudsoft@gmail.com)

**2. For Demat shareholders -**, Please update your email id & mobile no. with your respective Depository Participant (DP)

**3. For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

18. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions(“FAQS”) and e-voting manual available at <https://www.evotingindia.com> under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## **EXPLANATORY STATEMENT**

### **[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]**

#### **ITEM NOS. 1 & 2**

Presently the Authorised Share Capital of the Company stands at Rs. 12,50,00,000/- divided into 6,25,00,000 (Six Crore Twenty-Five Lakhs) Number of equity shares of Rs. 2/- each.

The Board of Directors of the Company at its meeting held on 17<sup>th</sup> February, 2023 decided to increase the Authorized Capital of the Company from 12,50,00,000/- divided into 6,25,00,000 Number of equity shares of Rs. 2/- each to Rs. 50,00,00,000/- divided into 25,00,00,000 Number of Equity Shares of Face Value Rs. 2/- each.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item no.1 & 2 for increase in Authorized Share Capital of the Company and for amendment in Clause V of the Memorandum of Association of the Company.

The Directors of the Company and their relatives are deemed to be concerned or interested in Items No. 1 & 2 only to the extent of shares held by them, if any, in the Company.

#### **ITEM NO.3**

As per the provisions of section 186 of the Companies Act, 2013 the Board of Directors of the company can give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise from any person or body corporate to the extent of sixty percent of Paid Up Share Capital, free reserve and securities premium or one hundred percent of its free reserve and securities premium account whichever is more and for giving any loan or providing guarantee and security in excess of limit specified above, the approval of members of the company in General Meeting by way of Special resolution has to be obtained.

In the interest of the Company and all the Stakeholders, Company may give loan, guarantee or provide security in connection with the loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise from any person or body corporate from time to time. So, it is proposed to increase the limit of giving any loan or guarantee or providing security to body corporate or any other person and to invest funds by acquiring securities by way of purchase or subscription or otherwise from time to time. up to Rs. 500 Crore and recommend passing of this resolution by way of a Special resolution.

None of the directors, key managerial personnel and relatives of the directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of the business and extent of their shareholding.

#### **ITEM NOS. 4**

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

##### **A. Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors at its meeting held on 17<sup>th</sup> February 2023 has subject to the approval of Members and such other approval as may be required, approved the issuance 16,00,40,000 (Sixteen Crore Forty Thousand only) equity shares of face value of Rs.2/- each (Rupees Two Only) fully paid-up by way of share swap to Mrs. Janaki Yarlagadda, Yas Takaful P.J.S.C. and BlueSky Capital Fund SPC ("Proposed Allottees") in lieu of purchase of 4,00,10,000 Common Stock of IT Copz INC held

by them in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 as on the Relevant Date on such terms and conditions as may be approved by the Board by way of preferential issue.

**B. Objects of the Preferential Issue:**

- (i) The Company is issuing Equity shares on Preferential Basis for Acquisition of 100% Control Over IT Corpz INC. A Company incorporated under State of Georgia (USA) having its registered office at 260 MIDDLESEX TURNPIKE, ISELIN, NJ 08330, USA by way of purchasing all the existing 4,00,10,000 common stock from Mrs. Janaki Yarlagadda, Yas Takaful P.J.S.C. and BlueSky Capital Fund SPC. In view of the proposed acquisition Mrs. Janaki Yarlagadda to whom Equity Shares of BLUE CLOUD SOFTECH SOLUTIONS LIMITED are issued on a preferential basis will become the Shareholder constituting 27.51% of Expanded, Issued, Subscribed and Voting Capital of the Company. resulting in triggering of the open offer as per SEBI SAST Regulations.

The said acquisition will result in economies of scale and synergy benefits.

**C. The total number of shares or other securities to be issued**

The resolution set out in the accompanying notice authorizes the Board to issue up to 16,00,40,000 (Sixteen Crore Forty Thousand Only) Equity Shares having face value of Rs. 2/- each at a price of Rs. 3/- per share to Mrs. Janaki Yarlagadda (Acquirer 2) (6,00,15,000 Equity Shares), Yas Takaful P.J.S.C. (5,00,12,500 Equity Shares) and BlueSky Capital Fund SPC (5,00,12,500 Equity Shares) in lieu of Purchase of 4,00,10,000 Common Stock valued at Rs. 12/- of IT Coprz INC held by them on preferential basis.

**D. Issue Price, Relevant Date and the Basis on which the price has been arrived at**

The price of equity shares to be issued is fixed at Rs. 3/-per equity share of Face Value of Rs.2/- each in accordance with the price determined in terms of Regulation 164/165 of the SEBI ICDR Regulations (as applicable).

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 14<sup>th</sup> February, 2023 ("Relevant Date") (i.e., 30 days prior to the date of proposed Extra Ordinary General Meeting).

The Company is listed on BSE, and the equity shares of the Company are infrequently traded in accordance with Regulation 164 of ICDR Regulations. The price determined shall be the minimum price at which the allotment is to be made.

The value per share arrived is Rs. 3.00/- as determined by the Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 valuation report dated 17<sup>th</sup> February, 2023 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004.

The price per common stock of IT Corpz INC whose shares are purchased by The Company is determined as per Internationally accepted valuation on arm's length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 12 per common Stock as per the valuation Report dated 17<sup>th</sup> February, 2023.

**E. Intention of promoters / directors / key managerial personnel to subscribe to the offer:**

The acquirer Mrs. Janaki Yarlagadda will subscribe to the preferential issue of Equity shares to acquire 27.51% (on the basis of expanded capital) stake in the company and will be the Promoter of the Company.

The preferential issue made to Yas Takaful P.J.S.C and BlueSky Capital Fund SPC will be in the capacity of public shareholders of The Company.



None of the promoters / directors / key managerial personnel will subscribe to the offer

**F. Principal terms of the assets charged as securities:**

Not Applicable

**G. Proposed time within which the allotment shall be completed:**

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission, as the case may be.

**H. The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:**

The details of the Proposed Allottees are as per the following table:

Proposed Allottees	Category	Natural person who is the UBO/ who control the proposed allottee	Pre-Issue		Post Issue of Equity Shares #1		PAN/Registration Number
			No of Shares	%	Shares	%	
Mrs Janaki Yarlagadda	Promoter	Mrs. Janaki Yarlagadda	-	-	6,00,15,000	27.51	ABRPY5961E
Yas Takaful P.J.S.C.	Public	NA	-	-	5,00,12,500	22.92	INUEFP017522
Bluesky Capital Fund SPC	Public	1. Piyush munot 2. Piyush bhandari 3. Charudutta Joshi	-	-	5,00,12,500	22.92	1986482

#1 The percentage is calculated on Total no. of Equity Shares – 21,81,40,800 (Comprising of 5,81,00,800 existing Equity Share and Preferential issue of 16,00,40,000 Equity Shares)

**I. PRE & POST SHAREHOLDING**

Particulars	Pre issue Shareholding		No of Equity Shares to be allotted in the Preferential Issue which triggered the Open Offer	Post Issue Shareholding	
	No. of Shares	Percentage %		No. of Shares	Percentage %
<b>(A) Promoter &amp; Promoter Group</b>					
<b>A1) Indian</b>					
(a) Individuals	7,800	0.01	-	7,800	0.00
(b) Individuals	-	-		-	-

(i) Mrs. Janaki Yarlagadda (Acquirer #2)	-	-	6,00,15,000	6,00,15,000	27.51
(c) Bodies Corporates	2,29,92,400	39.58	-	2,29,92,400	10.54
<b>A2) Foreign</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total shareholding of Promoter &amp; Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>2,30,00,200</b>	<b>39.59</b>	<b>6,00,15,000</b>	<b>8,30,15,200</b>	<b>38.05</b>
<b>(B) Public</b>	<b>3,51,00,600</b>	<b>60.41</b>	<b>10,00,25,000</b>	<b>13,51,25,600*</b>	<b>61.95</b>
<b>B1) Institutions</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>B2) Central Government/ State Government(s)/ President of India</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>B3) Non-Institutions</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Individual Shareholding	3,51,00,600	60.41	-	3,51,00,600	16.09
Body Corporate	-	-	5,00,12,500	5,00,12,500	22.93
QIBs	-	-	5,00,12,500	5,00,12,500	22.93
HUF	-	-	-	-	-
<b>Any Other (Including NRI and Body Corporates)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>3,51,00,600</b>	<b>60.41</b>	<b>10,00,25,000</b>	<b>13,51,25,600*</b>	<b>61.95</b>
<b>C) Non Promoter - Non Public</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>TOTAL (A+B+C)</b>	<b>5,81,00,800</b>	<b>100.00</b>	<b>16,00,40,000</b>	<b>21,81,40,800</b>	<b>100</b>

**Note:** Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 31st December, 2022

**# Acquirer 2-Mrs. Janaki Yarlagadda is Non-Resident Indian**

\* The acquirers have given an open offer to acquire upto 3,51,00,600 shares. So as per Regulation 38 of SEBI LODR Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this Open Offer, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with BSE and read with Rule 19A of the SCRR, the Acquirers hereby undertake that their shareholding in the Target Company will be reduced, within the time period specified in the SCRR, such that the Target Company complies with the required minimum level of public shareholding.

**J. Consequential Changes in the Voting Rights**

Voting rights will change in tandem with the shareholding pattern on exercise of Warrants.

**K. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There will be change in the control of the Company, since post preferential allotment of Equity Shares, Mrs. Janaki Yarlagadda shall acquire and exercise 27.51% of Expanded, Issued, Subscribed and Voting Capital of the Company and will be in the capacity of Promoters. The preferential issue made to Yas Takafal P.J.S.C and BlueSky Capital Fund SPC will be in the capacity of public shareholders of The Company. Further, in terms of SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, Mrs. Janaki Yarlagadda along with ITTB Software Private Limited and Mr. Janardhana

Doranala Sarma, have made Public Announcement, dated 17<sup>th</sup> February 2023 for acquisition of 3,51,00,600 (100% of the Public Shareholders) Equity Shares from the existing public shareholders of "BLUE CLOUD SOFTECH SOLUTIONS LIMITED" in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.

**L. Requirement as to re-computation of price**

As per Regulation 164(2), since the Equity shares of the company have been listed on BSE for a period of more than 26 (Twenty-Six) weeks prior to the relevant date, the company is not required to recompute the price per equity share.

**M. Basis of justification for price (including premium) at which the offer is made**

The value of preferential issue of Equity Share of BLUE CLOUD SOFTECH SOLUTIONS LIMITED has been derived as per Valuation Report being prepared by A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations. The Value of IT Corpz INC is derived as per Valuation Report of A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746, the same will be placed before the members at the Extra Ordinary General Meeting and will be kept open at the registered office of the Company between 10:00 A.M. and 1:00 P.M on all working days between Monday and Friday of every week up to the date of this EGM.

**N. Lock in period:**

The equity shares proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulation 167 and 168 of the SEBI (ICDR) Regulations, 2018.

**O. Terms of Issue of the Equity Shares, if any.**

• **Issue of Equity Shares -**

- a) The allotment of Equity Shares by The Company is in consideration for purchase of Common Stock of IT Corpz INC held by Them in the ratio of 1:4 (i.e.,4 Equity share of BLUE CLOUD SOFTECH SOLUTIONS LIMITED for every 1 share of IT Corpz INC), so 16,00,40,000 equity shares of BLUE CLOUD SOFTECH SOLUTIONS LIMITED will be issued at Rs.3/- per equity share for purchase of 4,00,10,000 Common Stock of IT Corpz INC valued at Rs. 12/- per common stock;
- b) The equity shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- d) The equity shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;
- e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission
- f) Allotment shall only be made in dematerialized form.
- g) The new equity shares issued shall rank pari-passu in all respects with the existing equity shares of the Company.

**P. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the independent valuer:**

The Preferential Issue of 16,00,40,000 Equity Shares of Blue Cloud Softech Solutions Limited to be made to Mrs. Janaki Yarlagadda, Yas Takaful P.J.S.C. and BlueSky Capital Fund SPC will be made for Consideration other than cash amounting to Rs. 48,01,20,000 (Forty-Eight Crores One Lakh Twenty-Thousand) at the Issue Price of Rs. 3 per Equity Share in lieu of purchase of 4,00,10,000 Common Stock of IT Corpz INC held by them. The value per common stock of IT Corpz INC has been arrived at Rs.12 per Share as per the valuation report of A. N Gawade, Registered Valuer having Registration No.

IBBI/RV/05/2019/10746 vide valuation report dated 17<sup>th</sup> February 2023 resulting in the total valuation of Rs. 48,01,20,000 (Forty-Eight Crores One Lakh Twenty-Thousand) (i.e., 4,00,10,000 Common Stock @Rs. 12 per share)

**Q. Statutory Auditor's Certificate**

A certificate from M/s. PCN & Associates Chartered Accountants, Hyderabad, Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations and relevant provisions of the Companies Act, 2013, shall be open for inspection at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. on any working day up to the date of the meeting.

**R. Recommendation of Independent Directors**

As per Regulation 166A of SEBI ICDR Regulations, the Committee of Independent Directors has reviewed the Valuation Report, other documents and other relevant information provided by Blue Cloud Softech Solutions Limited. All the members of independent directors have voted in favor of preferential issue of Equity Shares by the Company.

**S. Principal terms of the assets charged as securities:**

Not Applicable

**T. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of Number of securities as well as price**

The Company has not made any preferential issue of shares during the year.

**U. Other Disclosures –**

- a) As per Regulation 163 of SEBI (ICDR) Regulations, it would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- b) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottee.
- c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- d) Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter.
- e) None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 4 in the accompanying notice for your approval.

None of the Directors/KMP and their relatives (if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By Order of the Board**  
For **BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

**Date: 17.02.2023**

**Place: HYDERABAD**

Sd/-  
**Sriveena Vadlamudi**  
**Whole Time Director/ Chairperson**  
**DIN: 07721150**