

# **BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

**Regd. Office: 1-2-286, Domalguda Hyderabad, Telangana – 500029**

**CIN: L72200TG1991PLC013135**

**Ph: No: 8019658999 Email ID: csbluecloudsoft@gmail.com**

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## **POSTAL BALLOT NOTICE**

### **[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]**

**Dear Members,**

NOTICE is hereby given that pursuant to the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, if any, to seek the approval of the shareholders in respect of the resolutions contained in Special Businesses as set out in this notice to be passed by way of Postal Ballot including Electronic Voting (e-voting). An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended along with the Postal Ballot Form.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on 23<sup>rd</sup> March, 2021, has appointed G. Vinay Babu, Practicing Company Secretary, having membership no. A20592 and CP No. 20707 as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

In view of the pandemic situation of Covid-19 and in light of MCA Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020, the following Resolutions are proposed for obtaining Shareholders approval through Postal Ballot (Remote E-Voting only). The explanatory statement setting out material facts pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is also annexed herewith. The Postal Ballot Notice will be sent by E-mail to all the Members whose E-mail ID are registered with the Company/Depository Participant/Registrar and Share Transfer Agents. The Members assent/dissent will be received only through Remote E-voting System. This Postal Ballot is accordingly initiated in compliance of above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and prepaid business envelope will not be sent to the Members for this Postal Ballot.

In compliance with the provision of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed in the Postal Ballot Form for casting of votes by e-voting.

## **SPECIAL BUSINESS**

### **RESOLUTION NO. 1:**

**To increase the Authorized Share Capital of the Company pursuant to Section 13, 61, 64 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and consequent changes in the Memorandum of Association.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and any other applicable provisions of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs only) divided into 6,25,00,000 (Six Crores Twenty Five Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each by creation of further 25,00,000 (Twenty Five Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each ranking pari passu with the existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new clause V as under:

- V. The Authorised Share Capital of the Company is Rs.12,50,00,000/- (Rupees Twelve Crores fifty lakhs only) divided into 6,25,00,000 (Six crores twenty five lakhs Only) Equity Shares of 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** any of the Directors of the Company be and is hereby jointly and/or severally authorised to do all such acts, deeds, matters and things including but not limited to filling of necessary forms/documents with the appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution.”

### **RESOLUTION NO. 2:**

**Preferential Issue and Allotment of 3,80,69,200 Convertible Warrants in to Equity Shares of Face Value of Rs 2/- each to promoter and non-promoter(s):**

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

**“RESOLVED THAT** pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of

appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 3,80,69,200 (Three Crores Eighty Lakhs Sixty Nine Thousand and Two Hundred only) convertible warrants ("Warrants") at a price of Rs. 2/- (Rupees Two Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 2/- (Rupees Two Only) each for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 7,61,38,400/- (Rupees Seven Crores Sixty One Lacs Thirty Eight Thousand and Four Hundred only) to the following persons / entities forming part of the Promoters / promoter group ("proposed allottees") and non-promoter of the Company for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S.No.	Name of Proposed Allottee	No. of Warrants Proposed to be issued	Proposed Issue Price Per warrant Rs.	Amount in Rs.
<b>PROMOTER &amp; PROMOTER GROUP</b>				
1.	Duranta Power Projects Pvt Ltd	50,00,000	2/-	1,00,00,000
2.	Newton Power Pvt Ltd	50,00,000	2/-	1,00,00,000
<b>Sub Total</b>		<b>1,00,00,000</b>	<b>2/-</b>	<b>2,00,00,000</b>
<b>NON-PROMOTER / PUBLIC</b>				
3.	Sai Sankalp Management Solutions Private Limited	1,40,34,600	2/-	2,80,69,200
4.	Supraja Business Consultants Private Limited	1,40,34,600	2/-	2,80,69,200
<b>Sub Total</b>		<b>2,80,69,200</b>	<b>2/-</b>	<b>5,61,38,400</b>
<b>Grand Total</b>		<b>3,80,69,200</b>	<b>2/-</b>	<b>7,61,38,400</b>

**RESOLVED FURTHER THAT** the "Relevant Date" for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be 31<sup>st</sup> March, 2021, being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 2/- (Rupees Two Only) each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- (iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.

- (v) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (vi) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- (vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

**By order of the Board of Directors  
For Blue Cloud Softech Solutions Limited**

**Date: 23.03.2021  
Place: Hyderabad**

**Sd/-  
B Ravi Kumar  
Managing Director  
DIN: 01395934**

**NOTES:**

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the proposed resolutions is annexed hereto.
2. The Board of Directors of the Company at its meeting held on 23<sup>rd</sup> March, 2021 appointed Mr. G. Vinay Babu, Practicing Company Secretary having membership no. A20592 and CP No. 20707 as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners received from the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday 26<sup>th</sup> March 2021 i.e. Cut-off date. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) /the Company's Registrar and Share Transfer Agent (in case of physical shareholding).

4. Members whose names appear on the Register of Members/ List of Beneficial Owners as on 26<sup>th</sup> March, 2021 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
5. The Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. In Compliance with Section 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The members desiring to opt for e-voting are requested to read the instructions in the Notes under the section 'Voting through Electronic Means' to this Notice.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 26<sup>th</sup> March, 2021. The postal ballot period commences on Start from Thursday, 01<sup>st</sup> April, 2021, 10.00 AM and end on Friday, 30<sup>th</sup> April, 2021, at 5.00 PM
8. A Member cannot exercise his vote by proxy on postal ballot.
9. All documents referred to in the Notice and explanatory statement are available for inspection at the Registered Office of the Company on all working days (except Sundays and public holidays) between 11:00 A.M. to 1:00 P.M. upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms i.e. 30<sup>th</sup> April, 2021.

**Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 and Section 110 of the Companies Act, 2013 read with the related rules and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015. The Company has engaged the service of CDSL for the purpose of providing e-voting facility to all its Members.

**The instructions for shareholders voting electronically are as under:**

1. The voting period begins on Thursday, 01<sup>st</sup> April, 2021, (10:00 A.M. IST) and ends on Friday, 30<sup>th</sup> April, 2021, (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 26<sup>th</sup> March, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
3. Click on Shareholders.
4. Now Enter your User ID **a.** For CDSL: 16 digits beneficiary ID, **b.** For NSDL: 8 Character DPID followed by 8 Digits Client ID, **c.** Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. 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) <ul style="list-style-type: none"> <li>• 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 which is mentioned in the Postal Ballot for Serial number in the PAN field.</li> <li>• 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. Eg. If</li> </ul>

	your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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).</li> </ul>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant Company (resolution) on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. If a 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.
18. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. [evoting@cdslindia.com](mailto: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.

**FOR MEMBERS HOLDING PHYSICAL SECURITIES:**

- (A) Please follow all steps above to cast vote.
- (B) The voting period begins on Thursday, 01<sup>st</sup> April, 2021, 10.00 A.M. and ends on Friday, 30<sup>th</sup> April, 2021, at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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 [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

20. 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 [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [Helpdesk.evoting@Cdslindia.com](mailto:Helpdesk.evoting@Cdslindia.com)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

Upon completion of the scrutiny of and considering the e-voting, the Scrutinizer will submit his/ her report to the Chairman of the Company or any other person authorized by the Board. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The aforesaid result would be displayed at the Registered Office of the Company, be intimated to the Stock Exchanges where shares of the Company are listed, published in the Newspapers and displayed along with the Scrutinizer's report on the Company's website [www.bluecloudsoft.com](http://www.bluecloudsoft.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com)

In the event, the Special Resolutions, as set out herein above, is assented to by the requisite majority of Members by means of Postal Ballot (e-voting), the date of announcement of the results of the Postal Ballot shall be considered to be the date of passing of the said Special Resolutions.

**By order of the Board of Directors  
For Blue Cloud Softech Solutions Limited**

**Date: 23.03.2021  
Place: Hyderabad**

**Sd/-  
B Ravi Kumar  
Managing Director  
DIN: 01395934**

**ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SEBI ICDR REGULATIONS"), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**ITEM NO. 1:**

Presently, the Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 6,00,00,000 (six crores )equity shares of Rs. 2/- (Rupees Two Only)each.

It is proposed to increase the Authorized Share Capital of the Company to be able to accommodate the allotment of shares upon conversions of the proposed issue of Equity warrants.

In accordance with Section 13 read with Section 61 and 64 of the Companies Act, 2013, approval of members is required for any change in the Share Capital of the Company and for changing the Capital Clause of the Memorandum of Association of the Company.

None of the Directors are in any way concerned or interested in the above resolution except in their capacity as shareholders of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

**ITEM NO. 2:**

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws, the Board of Directors of the Company in its meeting held on 23<sup>rd</sup> March, 2021 accorded its approval for raising funds through issuance of upto 3,80,69,200 (three crores eighty lakhs sixty nine thousand and two hundred only) Convertible Warrants ("Warrants") into Equity Shares to the proposed allottees as set out below, being promoters / members of the promoter group and non-promoters of the Company ("proposed allottees") on a preferential basis by way of private placement subject to approval of the members of the Company.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company at their meeting held on Tuesday, 23<sup>rd</sup> March, 2021 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate and upto 3,80,69,200 (three crores eighty lakhs sixty nine thousand and two hundred only) Convertible Warrants ("Warrants") each convertible into or exchangeable for One (1) Equity Share of face value of Rs. 2/- (Rupees Two Only) each ("the Equity Shares") at a price (including the warrant subscription price and the warrant exercise price) of Rs. 2/- each aggregating to 7,61,38,400/- (Rupees Seven Crores Sixty One Lacs Thirty Eight Thousand and Four Hundred only) to the following allottees forming part of the Company's promoters / promoter group and non-promoters:

S.No.	Name of Proposed Allottee	No. of Warrants Proposed to be issued	Proposed Issue Price Per warrant Rs.	Amount in Rs.
<b>PROMOTER &amp; PROMOTER GROUP</b>				
1.	Duranta Power Projects Pvt Ltd	50,00,000	2/-	1,00,00,000
2.	Newton Power Pvt Ltd	50,00,000	2/-	1,00,00,000
<b>Sub Total</b>		<b>1,00,00,000</b>	<b>2/-</b>	<b>2,00,00,000</b>
<b>NON-PROMOTER / PUBLIC</b>				
3.	Sai Sankalp Management Solutions Private Limited	1,40,34,600	2/-	2,80,69,200
4.	Supraja Business Consultants Private Limited	1,40,34,600	2/-	2,80,69,200
<b>Sub Total</b>		<b>2,80,69,200</b>	<b>2/-</b>	<b>5,61,38,400</b>
<b>Grand Total</b>		<b>3,80,69,200</b>	<b>2/-</b>	<b>7,61,38,400</b>

Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Warrants, as the case may be, on such terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, issue, offer and allot, warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottees. The Warrants issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 and other applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares arising out of the conversion of the warrants shall rank paripassu inter se and with the then existing equity shares of the Company in all respects, including in relation to dividend.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 2 are as follows:



**a) The objects of the preferential issue:**

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws.

**b) Type and number of securities to be issued:**

It is proposed to issue and allot in aggregate and upto 3,80,69,200 (three crores eighty lakhs sixty nine thousand and two hundred only) Convertible Warrants at a price of Rs. 2/-(Rupees Two Only)- per warrant, each warrant convertible into or exchangeable for One (1) Equity Share of the face value of Rs. 2/- (Rupees Two Only)per share aggregating to Rs.7,61,38,400/- (Rupees Seven Crores Sixty One Lacs Thirty Eight Thousand and Four Hundred only) to the proposed allottees.

**c) Basis on which the price has been arrived at:**

The equity shares of Company are listed at BSE Limited and are infrequently traded in accordance with SEBI (ICDR) Regulations. The Valuation is Rs. 2/- (Rupees Two Only)as per regulation 165 of the ICDR Regulation, 2018.

**d) Relevant Date:**

The "Relevant Date" in accordance with SEBI ICDR Regulations would be 31<sup>st</sup> March, 2021 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

**e) Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

Of the proposed allottees above S.No 1 and 2 i.e Duranta Power Projects Pvt Ltd and Newton Power Pvt Ltd belongs to promoters / members of the promoter group of the Company. The proposed allottees are intending to participate / subscribe to the proposed issue of warrants. No other Promoter /Director(s) or Key Managerial Personnel(s) or their respective relatives are subscribing to this offer.

**f) Equity Shareholding Pattern of the Company before and after the Preferential Issue:**

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares upon conversion of the Warrants as per resolutions at Item No. 1 to this notice and assuming conversion of all the Warrants (Convertible within a period of 18 (eighteen) months from the date of allotment) proposed to be allotted to the promoters / members of the promoter group of the Company as per the resolution:

Sl. No.	Category of Shareholder	Pre-issue		Issue of warrants	Post-issue#	
		Total number of shares held	% of share equity holding		Total number of shares held	% of share equity holding
I	<b>PROMOTER</b>					
A	INDIAN					
i	Individuals / HUF	7600	0.04	0	7600	0.01
ii	Body Corporate	13292400	55.61	10000000	23292400	37.58
	<b>SUB – TOTAL</b>	<b>13300000</b>	<b>55.65</b>	<b>10000000</b>	<b>23300000</b>	<b>37.59</b>
B	FOREIGN	0	0	0	0	0
	<b>Total</b>	<b>13300000</b>	<b>55.65</b>	<b>10000000</b>	<b>23300000</b>	<b>37.60</b>

<b>II</b>	<b>PUBLIC</b>					
A	Institutions	0	0		0	0
B	Non-Institutions	1638570	6.85	0	1638570	2.65
	Corporate Bodies	8962200	37.50	28069200	37031400	59.76
	Others	30	0.00	0	30	0.00
	<b>SUB – TOTAL</b>	10600800	44.35	28069200	3,86,70,000	62.41
	<b>GRAND TOTAL</b>	<b>2,39,00,800</b>	<b>100.00</b>	<b>38069200</b>	<b>6,19,70,000</b>	<b>100.00</b>

# assuming full conversion of the warrants

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 19.03.2021
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre-issue shareholding pattern was prepared

**g) Proposed time frame within which the preferential warrant issue shall be completed:**

As required under the SEBI ICDR Regulations, Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

**h) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees**

The warrants are proposed to be allotted to persons belonging to the promoters / promoter group of the Company and non – promoters. The details of the proposed allottees are as per the following table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under :

Identity of Proposed allottee	Ultimate Beneficial Owner (being the Shareholders)	Category	Pre-Issue Holding	% Pre-issue holding	No of warrants to be allotted	Issue Price (INR) of warrants (Rs.)	Post-issue holding#	% Post-issue holding#
Duranta Power Projects Pvt Ltd	1. Bogha Ravi Kumar 2. Ganapati Varaha Lakshmi Narasimha Raju	Promoter & Promoter Group	42,00,200	17.57	50,00,000	2/-	92,00,200	14.84
Newton Power Pvt Ltd	1. B Sudhakar Raju 2. Ganapati Raju Varaha Lakshmi Narasimha Raju	Promoter & Promoter Group	2,92,000	1.22	50,00,000	2/-	52,92,000	8.53
Sai Sankalp Management Solutions Private Limited	1. Ramana Kumar Ramavarapu 2. Purushotham Vodela	Non-Promoter /Public	---	---	1,40,34,600	2/-	1,40,34,600	22.65

Supraja Business Consultants Private Limited	1. Sai Ram Vedula 2. Shravan Kumar Chintalpuri	Non-Promoter /Public	---	---	1,40,34,600	2/-	1,40,34,600	22.65
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# assuming full conversion of the warrants

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 19.03.2021
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre-issue shareholding pattern was prepared

**h. The name, Address, Category and PAN no of the allottees are :**

S.No.	Name	Category	PAN	Address
1	Duranta Power Projects Pvt Ltd	Promoter & Promoter Group	AADCD7294H	H.No: 6-3-655/4, Near Civil Supplies Bhavan, Somajiguda, Hyderabad, Telangana - 500082
2	Newton Power Pvt Ltd	Promoter & Promoter Group	AADCN5326Q	Plot-No.27, Flat No.303, Dhanunjaya Residency, Rajeev Nagar, Yousufguda Post, Hyderabad, Telangana - 500045
3	Sai Sankalp Management Solutions Private Limited	Non- Promoter /Public	AAFNC1125P	Survey No.175(PART),Flat No.3108, Panchavati Compl Pragathi Nagar, OPP: J N T U C, Hyderabad TG 500090 IN
4	Supraja Business Consultants Private Limited	Non- Promoter /Public	ABACS0549J	Flat No.229, 2nd Floor, Karkambadi Road, Sri radheshyam residency, Thimminaidupalem, Tirupati Chittoor AP 517501 IN

**i. Consequential changes in the Management pursuant to the issue:**

There is no management change due to the proposed issue.

**j. Auditor's certificate:**

A certificate as required under 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, certifying that the proposed issues is in accordance with the Chapter V of SEBI (ICDR) Regulations has been obtained from the Auditors of the company and the same will be available for inspection at the registered office of the company during the business hours till the date of the declaration of the result of the postal ballot between 11 A.M. to 1 P.M and the copy of the same made available to any member free of cost.

Also, the Statutory Auditor's certificate, as required under Regulation 163(2) & pricing Certificate as per Regulation 165 of the ICDR Regulations, 2018 will be made available for inspection at the Registered Office of the Company between 10 A.M. and 1 P.M. on all working days (excluding Sundays) upto the date of the meeting.

**k. Lock in:**

Equity Shares to be allotted to the proposed allottees upon conversion of the Warrants, including the prepreferential allotment shareholding of the proposed allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 and other applicable regulations of the SEBI ICDR Regulations 2018.

**l. Securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee up to **3,80,69,200 (Three Crores Eighty Lakhs Sixty Nine Thousand and Two Hundred only), warrants** of face value of Re. 2/- (Rupees Two Only)each, convertible in to be equity shares in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of the Regulations.

**m. Undertakings:**

The Company hereby undertakes that:

- (i) 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;
- (ii) 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 allottees.

**n. Other disclosures:**

The issuer or any of its promoters or directors is not a willful defaulter.

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

The Company or any of its Promoters or Directors is/are not a willful defaulter. The proposed allottees is/are also not a willful defaulter. None of the allottees are prohibited to participate in this issue or willful defaulter.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement. As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 42, 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and Chapter V of the ICDR Regulations, 2018.

The Board of Directors believes that the proposed preferential issue and allotment of convertible warrants into Equity Shares is in the best interest of the Company and its members.

The Board of Directors recommends the resolution for your approval. The Promoter(s) and promoter designate Director of the Company are interested in the resolution to the extent of their shareholding.

**Date: 23.03.2021**  
**Place: Hyderabad**

**By order of the Board of Directors**  
**For Blue Cloud Softech Solutions Limited**

**Sd/-**  
**B Ravi Kumar**  
**Managing Director**  
**DIN: 01395934**