

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

27<sup>th</sup> Annual Report

2017-18

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED****BOARD OF DIRECTORS**

Mr. B Ravi	Managing Director	-	(01395934)
Mrs. G MANI	Non Executive – Independent Director	-	(07263648)
Mr. G N Sharma	Non Executive – Independent Director	-	(07238879)

**COMMITTEES OF THE BOARD OF DIRECTORS****Audit Committee**

Mrs. G MANI	Non Executive – Independent Director	-	(07263648)	- Chairman
Mr. B Ravi	Executive Director	-	(01395934)	- Member
Mr. G N Sharma	Non Executive – Independent Director	-	(07238879)	- Member

**Remuneration Committee**

Mrs. G MANI	Non Executive – Independent Director	-	(07263648)	- Chairman
Mr. B Ravi	Executive Director	-	(01395934)	- Member
Mr. G N Sharma	Non Executive – Independent Director	-	(07238879)	- Member

**Stake Holders And Investor's Grievance Committee**

Mrs. G MANI	Non Executive – Independent Director	-	(07263648)	- Chairman
Mr. B Ravi	Executive Director	-	(01395934)	- Member
Mr. G N Sharma	Non Executive – Independent Director	-	(07238879)	- Member

**AUDITORS**

M/s. P C N & Associates., (FRN: 016016S),  
(formerly M/s. Chandra Babu Naidu & Co.),  
Chartered Accountants  
Plot No. 12, "N" Heights,  
Ground Floor, Software Layout Unit,  
Cyberabad, Hyderabad - 500 081.

**REGISTERED OFFICE:-**

Plot No. 41, Vasanth Valley, kondapur Village  
Serilingampally Mandal,  
Hyderabad - 500084

**SHARE TRANSFER AGENT**

AARTHI CONSULTANTS PVT. LTD.  
1-2-285, DOMALAGUDA,  
HYDERABAD – 500 029

**LISTING**

BSE Ltd (SCRIP CODE – 539607)  
ISIN - INE373T01021  
CIN : L72200TG1991PLC013135

## NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of M/s BLUE CLOUD SOFTECH SOLUTIONS LIMITED will be held on Saturday the 29<sup>th</sup> day of September, 2018 at 11.30 A.M. at Regd. Office of the Company to transact the following business.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements including Balance Sheet as at 31<sup>st</sup> March, 2018 and Profit & Loss Account as on that date, and the Reports of the Directors and the Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

#### **To ratify the appointment of Statutory Auditors**

RESOLVED THAT pursuant to Section 139(2) of the Companies Act 2013 & subject to Companies (Audit & Auditors) Rules 2014, the re-appointment of M/s. P C N & Associates., (FRN: 016016S), (formerly M/s. Chandrababu Naidu & Co.,) Chartered Accountants, Hyderabad as Statutory Auditors of the Company from the Conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting be and is hereby ratified at remuneration as may be decided by the Board of Directors of the Company

### **SPECIAL BUSINESS:**

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

#### **Appointment of Mr. B Ravi Kumar, as Managing Director of the Company**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) re-enactments thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and subject to approval of the Central Government or other Government authority, if any and subject to such other approvals, and pursuant to the approval of Board of Directors of the Company held on 11th August 2015, approval of the members be and is hereby accorded to appoint Mr. B Ravi Kumar, as Managing Director of the Company for the period of three years with effect from 11<sup>th</sup> August, 2018 on the terms and conditions as recommended by the Nomination and Remuneration Committee and which is laid before the Board.

RESOLVED FURTHER THAT the Remuneration committee be and is hereby authorized to review and also to determine performance linked incentives including commission, either on quarterly, half yearly basis, considering the maximum remuneration payable under sections 196, 197 and 203 and schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By the Order of the Board  
For Blue Cloud Softech Solutions Limited

Place: Hyderabad  
Date: 01.09.2018

Sd/-  
Managing Director

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE 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.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The relevant details of Directors seeking re-appointment under item no. 3 of this Notice are provided in the Annual Report.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday 23<sup>rd</sup> September, 2018 to Saturday 29<sup>th</sup> September, 2018 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Share Transfer Agent of the Company [www.aarthiconsultants.com](http://www.aarthiconsultants.com), to M/s. Aarthi Consultancy Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
6. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 1<sup>st</sup> September 2018 are eligible

to receive Annual Report and as on 22<sup>nd</sup> September 2018, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Share Transfer Agent of the Company for exercising their right to vote. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Share Transfer Agent of the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Wednesday, 26<sup>th</sup> September 2018 and will end at 5.00 p.m. on Friday, 28<sup>th</sup> September 2018. The Company has appointed Mr. Vinay Babu Gade, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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

- (i) The voting period begins on Wednesday, 26<sup>th</sup> September 2018 and will end at 5.00 p.m. on Friday, 28<sup>th</sup> September 2018. 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 22<sup>nd</sup> September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 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 your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for BLUE CLOUD SOFTECH SOLUTIONS LTD on which you choose to vote.
  - (xii) 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.
  - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (xiv) 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.
  - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xviii) Note for Non – Individual Shareholders and Custodians
  - (xix) 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: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 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.
  - (xx) 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).
  - (xxi) The e-voting module shall be disabled by CDSL after 5.00 p.m. on 28<sup>th</sup> September 2018.
  - (xxii) The results shall be declared on or before 3<sup>rd</sup> October 2018. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Aarathi Consultants Private Limited / Investor Service Department of the Company immediately.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Aarathi Consultants Private Limited / Investor Service Department of the Company.
10. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
11. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**Explanatory Statement**

[Pursuant to Section 102 of the Companies Act, 2013]

**Item No. 3:****Appointment of Sri. B Ravi as Managing Director of the Company**

Sri. B Ravi Kumar was appointed by the Board of Directors in their meeting held on 11<sup>th</sup> August 2015 as Managing Directors for a period of three years and the term of his office expires on 10<sup>th</sup> August 2018. Now, it is proposed to appoint him as the Managing Director for a further period of three years w.e.f 11<sup>th</sup> August 2018. As per the provisions of Schedule V of the Companies Act, 2013, it requires the approval of the members in the General meeting. Hence, the above resolution at item no.3 is submitted to the meeting for ratification by the members of the Company.

The Board of Directors re-commends the above resolution at item no.3 for the members' approval in the Annual General Meeting. None of the Directors and Key Managerial Persons of the Company is concerned or interested in this resolution.

## DIRECTORS' REPORT

Dear Members,

Yours Director hereby present the 26<sup>th</sup> Annual Report of the Company for the financial year ended 31<sup>st</sup> March 2018.

### **OPERATIONS & FINANCIAL PERFORMANCE OF THE COMPANY**

Detailed information on the development of the Company's activities and the total revenue of the Company for the financial year ended 31<sup>st</sup> March, 2018 is mentioned in its financial statements attached to this Annual Report.

### **DIVIDEND**

The Directors regret their inability to recommend dividend for the year under review due to insufficient profit.

### **BUSINESS RISK MANAGEMENT**

The Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks. The threats to the segments in which the company operates are volatility in Exchange rate & Metal Prices. The company is concerned about the wide Fluctuations in Copper prices globally and locally and increase in foreign exchange value.

### **DEPOSITS**

The Company has not accepted deposits covered under Chapter V of the Companies Act, 2013 and accordingly, the disclosure requirements stipulated under the said Chapter are not applicable.

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

During the year under review, the company has not given any loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013

### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, except the remuneration to managerial personnel, there is no other related party transactions to be disclosed.



**E-VOTING SERVICES**

Your Company is pleased to provide the facility to Members to exercise their right to vote by electronic means and had opt for e-voting through CDSL platform.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith elsewhere in the Annual Report.

**DEMAT SUSPENSE ACCOUNT UNCLAIMED SHARES**

As on 31<sup>st</sup> March 2018, there were no Equity Shares of Shareholders were lying in the Escrow Account due to non-availability of the correct particulars.

**REDUCTION OF CAPTIAL**

During the period under review, the Company has reduced the share capital of the Company by reducing the face value of each share from Rs. 5/- to Rs. 2/-. The Company has got the No observation letter from BSE Limited, & SEBI on 23<sup>rd</sup> July 2018, and the Company is in the process of floating an application to NCLT for its approval.

**CORPORATE GOVERNANCE**

Your Directors are happy to report that your Company is compliant with the Corporate Governance requirements as per the provision of SEBI (LODR) Regulations 2015. A separate section on Corporate Governance together with a certificate from the Statutory Auditor's confirming compliance is set out in the Annexure forming part of this report.

**MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

A Management Discussion and Analysis Report, has been attached and forms part of the Annual Report.

**ADDITIONAL INFORMATION AS REQUIRED U/ S 134(3)(m) OF THE COMPANIES ACT, 2013****(a) Conservation of Energy:**

The Company is monitoring the consumption of energy and is identifying measures for conservation of energy.

(i) the steps taken by the company for utilizing alternate sources of energy - Nil

(ii) the capital investment on energy conservation equipments - Nil

(b) (i) Technology Absorption, adaptation and innovation:- Indigenous Technology is involved for the manufacturing the products of the Company.

(ii) Research and Development (R & D): No research and Development has been carried out.

- (c) Foreign exchange earnings: As per the notes to accounts
- (d) Foreign exchange out go: As per the notes to accounts

### **PARTICULARS OF EMPLOYEES**

The Directors are to report that none of the employee was in receipt of remuneration exceeding the limit prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

### **STATUTORY AUDITORS**

The provisions of Section 139(2) of the Companies Act 2013 and the Rules made there-under, mandated the Company to rotate its Statutory Auditors and Board of Directors of the Company (on recommendation of Audit Committee) in its meeting held on 1<sup>st</sup> September 2017, has, (which was ratified by the shareholders in the Annual General meeting to be held on 28<sup>th</sup> September 2017), approved the appointment of M/s. P C N & Associates., (FRN: 016016S), (formerly M/s. Chandra Babu Naidu & Co.), Chartered Accountants, as the Statutory Auditors of the Company subject to ratification at every Annual General Meeting.

In this regard, Board of Directors of the Company (on recommendation of Audit Committee) in its meeting held on 1<sup>st</sup> September 2018, has, proposed to ratify the re-appointment of the said Statutory Auditors from the conclusion from this AGM till the conclusion of next AGM.

### **BOARD AND COMMITTEES PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the Board has carried out an annual performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees.

### **NUMBER OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR AND THE DATES OF THE BOARD MEETINGS:**

The dates on which the above Board meetings were held are mentioned else-where in t his Annual Report

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors responsibilities Statement it is hereby confirmed:

- a. That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- b. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2018 and of the profit and loss of the company for that period;

- c. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. That the directors have prepared the annual accounts on a going concern basis.
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## **POLICIES**

### **Material Subsidiary**

During the year ended March 31, 2018, the Company does not have any material listed/unlisted subsidiary companies as defined in the Companies Act 2013 & SEBI (LODR) Regulations 2015. The policy on determining material unlisted subsidiary of the Company is approved by the Board of Directors of the company.

### **Vigil Mechanism**

The Board of Directors of the company are committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal. As a public company the integrity of the financial matters of the Company and the accuracy of financial information is paramount. The stakeholders of the Company and the financial markets rely on this information to make decisions. For these reasons, the Company must maintain workplace where it can retain and treat all complaints concerning questionable accounting practices, internal accounting controls or auditing matters or concerning the reporting of fraudulent financial information to our shareholders, the Government or the financial markets. The employees should be able to raise these free of any discrimination, retaliation or harassment. Pursuant to the policy, employees are encouraged to report questionable accounting practices to Mrs. G Mani, Chairman of Audit Committee through email or by correspondence through post.

### **Familiarisation programme for Independent Directors**

Pursuant to the provisions of SEBI (LODR) Regulations 2015, the Company has formulated a programme for familiarising the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc through various initiatives.

### **Key Managerial Personnel**

The company has appointed Mr. B Ravi Kumar, Managing Director of the Company as Chief Executive Officer of the Company and Mr. J Nagendra Prasad as Chief Financial Officer of the Company to comply with the provisions of Section 203 of the Companies Act, 2013. The Company is in the process of intimating the same to BSE Limited & ROC in the prescribed manner.

### **Related Party Transaction**

Policy on dealing with Related Party Transactions is approved by the Board

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons (except remuneration) which may have a potential conflict with the interest of the Company at large. The same was discussed by the Audit Committee as also the Board. The policy on Related Party Transactions as approved by the Board. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

**Internal Financial Controls**

The Company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

**Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report is obtained by the company and forms part of this Annual report.

**Disclosures pursuant to The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. The Disclosures pursuant to sub-rule (1) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forms part of the Board's Report.
2. The Disclosures pursuant to sub-rule (2) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company forms part of the Board's Report.

**Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details pertaining to criteria for determining qualifications, positive attributes and independence of a Director and remuneration policy have been provided in Section of the attached Corporate Governance Report.

**Significant and Material Orders Passed by the Regulators or Courts**

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations

**Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

**Personnel**

The relationship between the management and the staff was very cordial throughout the year under review. Your Directors take this opportunity to record their appreciation for the cooperation and loyal services rendered by the employees.

**Acknowledgements**

Your Directors place on record their appreciation of the continuous assistance and co-operation extended to your Company by the valued customers, bankers, Reserve Bank India, SEBI, Bombay Stock Exchange Limited and all other regulatory Authorities. The Directors also sincerely acknowledge the significant contributions made by all the employees for their dedicated services to the Company.

For and On Behalf of the Board  
BLUE CLOUD SOFTECH SOLUTIONS LIMITED.,

Place: Hyderabad

Date : 01.09.2018

Sd/-  
Managing Director

Sd/-  
Director

**REPORT ON CORPORATE GOVERNANCE  
(Pursuant to SEBI (LODR) Regulations 2015)**

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Company believes that a strong Corporate Governance policy is indispensable to healthy growth of business and resilient and vibrant capital markets, besides being an important instrument of investor protection. In this direction, the company endeavors in true spirit, to adopt the best global practices in Corporate Governance.

**2. BOARD OF DIRECTORS**

- a) The Board of Directors of the Company comprises of 3 (Three) Directors – 2 (Two) Non- Executive Independent Directors, and 1 (one) is Executive Director.
- b) The composition of the Board is in conformity with the provisions of SEBI (LODR) Regulations 2015 and meets the stipulated requirements.
- c) None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he is a Director. The Directors have made necessary disclosures regarding Committee positions in other public companies as on March 31, 2018.
- d) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

Name of the Director	Category (Promoter/ Executive/ Non- Executive)	Designation	Relationship with other Directors	Number of memberships in Board of other Public Limited Company	+ Associated with other committees of Public Limited Company	
					Member	Chairman
Mrs. G Mani	Independent Non-Executive	Director	Nil	Nil	Nil	Nil
Mr. B Ravi	Executive Director	Executive Director	Nil	Nil	Nil	Nil
Mr. GN Sharma	Independent Non-Executive	Director	Nil	Nil	Nil	Nil

The Last Annual General Meeting was held on 28<sup>th</sup> September 2017.

e) The attendance of each Director in the Board Meetings and AGM is as under:

The details of Attendance of Directors was held are mentioned elsewhere in this Annual Report.

f) None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company

g) During the year, information has been placed before the Board for its consideration, as required under the provisions of SEBI (LODR) Regulations 2015

### 3. AUDIT COMMITTEE:

I) During the period under review, the constitution of the Audit Committee of the Company was in line with the provisions of SEBI (LODR) Regulations 2015 read with the provisions of the Companies Act, 2013. Details of which are mentioned below.

II) The terms of reference of the Audit Committee include a review of;

- a. Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- c. Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- d. Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- e. Reviewing with management the annual financial statements before submission to the Board, focusing on:
  - i. Any changes in accounting policies and practices;
  - ii. Qualification in draft audit report;
  - iii. Significant adjustments arising out of audit;
  - iv. The going concern concept;
  - v. Compliance with accounting standards;
  - vi. Compliance with stock exchange and legal requirements concerning financial statements;
  - vii. Any related party transactions
- f. Reviewing the company's financial and risk management's policies.
- g. Disclosure of contingent liabilities.
- h. Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- i. Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- j. Discussion with internal auditors of any significant findings and follow-up thereon.
- k. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- l. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

m. Reviewing compliances as regards the Company's Whistle Blower Policy.

III) The previous Annual General Meeting of the Company was held on 28<sup>th</sup> September 2017 and Mrs. G Mani, Chairman of the Audit Committee, attended previous AGM.

IV) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

Name of the Director
Mrs. G Mani
Mr. GN Sharma
Mr. B Ravi

V) During the financial year, Audit Committee meetings were held and the details are mentioned elsewhere in this Annual Report.

The necessary quorum was present at all the meetings.

#### 4. SHARE HOLDERS /INVESTORS GRIEVANCE COMMITTEE:

The Committee oversees share transfers and monitors investor grievances. To look into the redressal of shareholders and investors complaints like – transfer of shares, non – receipt of balance Sheet, non-receipt of declared dividends etc.,

The Committee consists of the following Directors:

Name of the Director	Chairman/Member
Mrs. G Mani	Chairman
Mr. GN Sharma	Member
Mr. B Ravi	Member

Details of Complaints received/resolved:

During the period under review, three complaints were received from the shareholders, all of them have been resolved and there are no pending Complaints as on date of this report.

The Complaints had been attended to within seven days from the date of receipt of the complaint, as communicated by our Registers and Share Transfer Agents M/s. Aarthi Consultants Pvt. Ltd. The outstanding complaints as on 31<sup>st</sup> March, 2018 were: NIL.

#### 3. DETAILS OF ANNUAL GENERAL MEETINGS: LOCATION AND TIME OF THE LAST THREE AGMS.

AGM	YEAR	VENUE	DATE	TIME
26 <sup>th</sup>	2016-17	Registered Office of the Company	28.09.2017	11.30 A.M.
25 <sup>th</sup>	2015-16	Registered Office of the Company	30.09.2016	10.00 A.M.
24 <sup>th</sup>	2014-15	Registered Office of the Company	30.09.2015	10.00 A.M.

**DETAILS OF COMPLAINTS RECEIVED/RESOLVED**

All the complaints received during the period under review was resolved, and no compliant is pending as on the date of this report

The outstanding complaints as on 31<sup>st</sup> March 2018 were: NIL

**6. DISCLOSURES**

- i. There were no materially significant related party transactions that may have potential conflict with the interest of the Company at large.
- ii. There was no incidence of non-compliance during the last three years by the Company on any matter related top Capital markets. There were no penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority.
- iii. The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations 2015.

**7. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:**

Relevant details forms part of the explanatory statement to the notice of the Annual General Meeting/Director's Report.

**8. MEANS OF COMMUNICATIONS:**

As per the listing requirements, the company publishes periodical financial results in leading English and regional news papers information. The Management Discussion and Analysis (MD& A) forms part of the annual report.

**9. GENERAL SHAREHOLDER INFORMATION:****(I) Annual General Meeting**

Date	:	29 <sup>th</sup> September, 2018
Time	:	11.30 A.M.
Venue	:	Registered Office of the Company

**(II) Financial Calendar 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019 (Tentative Schedule)**

Quarter ending June, 30 2018	Approved in the Board Meeting held on 13 <sup>th</sup> August 2018 and intimated the same to Stock Exchange
Quarter ending September 30, 2018	On or before 14 <sup>th</sup> December 2018
Quarter ending December 31, 2018	On or before 14 <sup>th</sup> February 2019
Quarter ending March 31, 2019	On or before 30 <sup>th</sup> May 2019
Annual General Meeting (for FY ended 31 <sup>st</sup> March, 2019)	Before end of September, 2019

**(III) Date of Book Closure**

23<sup>rd</sup> September 2018 to 29<sup>th</sup> September 2018

**(IV) Listing on Stock Exchanges :**

BSE Limited



The listing fee has been paid to all the Stock Exchanges where the Company's shares are listed.

(V) Stock Code : 539607

(VI) Market Price Data: High, Low during each Month in last Financial Year

During the financial year the shares of the company were not traded actively

(VII) Transfer Agents

M/s. Aarathi Consultants Private Limited  
1-2-285, Domalguda, Hyderabad – 500 029.  
Ph: 040-2763 8111; 040-2763 4445, Fax: 040-2763 2184  
Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)  
Email: [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com)

(VIII) Share Transfer System  
Documents will be accepted at

M/s. Aarathi Consultants Private Limited  
1-2-285, Domalguda, Hyderabad – 500 029.  
Ph: 040-2763 8111; 040-2763 4445, Fax: 040-2763 2184  
Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)  
Email: [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com)

The Shares of the Company are in physical form and electronic form. The transfer of shares in demat form is done through the Depositories without involvement of the Company. As regards, transfer of shares held in physical form, the transfer documents can be lodged with Company as well as Registrars M/s. Aarathi Consultants Private Limited at above-mentioned address.

The Transfer of shares in physical form is normally processed within 10-15 days from the date of receipt if the documents are complete in all respects. The Share Transfer Committee severally empowers to approve the transfers.

**Shareholding pattern of the Company as on 31<sup>st</sup> March 2018**

Category code	Category of Shareholder	Total number of shares	percentage of total number of shares
(A)	Shareholding of Promoter and Promoter Group	13300000	55.65
(B)	PUBLIC	10600800	44.35
	<b>GRAND TOTAL (A)+(B)</b>	<b>23900800</b>	<b>100.00</b>

**10. OTHER DISCLOSURES****i. Code of Conduct**

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

**ii. Certificate of Code of Conduct for the year 2017-18**

Your company is committed for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted "Code of Conduct" which is applicable to all director, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Conduct, under a certificate of Code of Conduct for the year 2017-18.

Hyderabad  
01.09.2018

(Sd/-)  
Managing Director

**iii. Disclosure of Accounting Treatment**

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under the provisions of Companies Act, 2013.

**iv. Non executive directors' compensation and disclosures**

None of the Independent / Non-executive Directors has any pecuniary relationship or transactions with the Company which in the judgment of the Board may affect the independence of the Directors.

**v. CEO/CFO Certification**

The CEO and CFO certification of the financial statements for the year 2017-18 is provided elsewhere in this Annual Report.

BY ORDER OF THE BOARD OF DIRECTORS  
For BLUE CLOUD SOFTECH SOLUTIONS LIMITED

PLACE : HYDERABAD  
DATE : 01-09-2018

SD/-  
Managing Director

SD/-  
Director

**CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER (CEO) AND THE CHIEF FINANCIAL OFFICER (CFO)**

I, Ravi Kumar Bogha, Managing Director of M/s. Blue Cloud Softech Solutions Limited certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2018 and to the best of our knowledge and belief;
  - These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
  - These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
4. That we have informed the auditors and the audit committee of:
  - a) Significant changes in the internal control during the year;
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) There is no Instances of significant fraud of which we have become aware and the involvement of an employee having a significant role in the company's internal control system.

Place: HYDERABAD

Sd/-

Sd/-

Date: 01.09.2018

Managing Director

Chief Financial Officer

**Certificate on compliance of Corporate Governance**

To

The Members,  
**Blue Cloud Softech Solutions Limited**  
Hyderabad

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s Blue Cloud Softech Solutions Limited (“the company”) for the year ended 31<sup>st</sup> March, 2018.

The compliance of the conditions of the Corporate Governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance note on Certification of Corporate governance” issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of Corporate Governance as stipulated.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**FOR P C N & Associates .,**  
CHARTERED ACCOUNTANTS

PLACE : HYDERABAD  
DATE : 01.09.2018

PARTNER

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
BLUE CLOUD SOFTECH SOLUTIONS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Blue Cloud Softech Solutions Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2018 according to the applicable provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
- v. Other laws applicable to the Company as per the representations made by the Management.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings are yet to be specified under the Act by the Institute.
- ii. The provisions of Companies Act 2013 and Provisions of SEBI (LODR) Regulations 2015.

During the period under review and as per the explanations and clarifications given to us in writing by the Company and the representations made by the Management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The company could not constitute the Nomination & Remuneration Committees as per the Companies Act 2013 and Provisions of SEBI (LODR) Regulations 2015, and we were informed that the Management is in the process of appointing the independent Director to comply with the said provisions.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously. We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of Amalgamation or arrangements.

Sd/-  
Vinay Babu Gade  
Company Secretary in Practice

Hyderabad  
September 01, 2018

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**‘Annexure A’**

To,  
The Members,  
Blue Cloud Softech Solutions Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts and Income Tax Details & FEMA compliance if any of the Company.
4. During the period under review, the Company has not appointed the Whole-time Company Secretary as required under the provisions of the Companies Act 2013, and the company has appointed Mr. B Ravi Kumar, Managing Director of the Company as Chief Executive Officer of the Company and Mr. J Nagendra Prasad as Chief Financial Officer of the Company to comply with the provisions of Section 203 of the Companies Act, 2013. The Company is in the process of intimating the same to BSE Limited & ROC in the prescribed manner.
5. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-  
Vinay Babu Gade  
Company Secretary in Practice

Hyderabad  
September 01, 2018

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on  
31<sup>ST</sup> March 2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	:	L05005TG1991PLC013135
ii.	Registration Date	:	28 <sup>th</sup> August 1991
iii.	Name of the Company	:	Blue Cloud Softech Solutions Limited
iv.	Category / Sub-Category of the Company	:	Indian - Non- Govt. Company
v.	Address of the Registered office and contact details	:	405, Tulips Apartment, Somajguda, Hyderabad - 500082 Telangana
vi.	Whether listed company Yes / No	:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/S. Aarathi Consultants Pvt. Ltd., 1-2-285, Domalguda, Hyderabad - 500 029 Tel. No.: 040-2763 8111, 2763 4445 Fax :0091-40-2763 2184

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Software Related Activities		100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -  
NIL**

S. NO	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate
1	NA		

ii) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	M/s. Duranta Infrastructure Pvt Ltd	5000200	23.81	0	5000200	20.92	0	0
2.	M/s. Duranta Powerprojects Pvt Ltd	4200200	20.00	0	4200200	17.57	0	0
3.	M/s. Newton Energy Pvt Ltd	3800000	18.09	0	3800000	15.90	0	0
4.	M/s. Newton Power Pvt Ltd	1612000	12.44	0	1422000	5.95	0	0
5.	Mr. B Ravi Kumar	2000	0.01	0	2000	0.01	0	0
6.	Mr. Chinna Rao	2000	0.01	0	2000	0.01	0	0
7.	Mr. BV RamaRao	1600	0.01	0	1600	0.01	0	0
8.	Mr. Sambasiva Rao	2000	0.01	0	2000	0.01	0	0

iii) Change in Promoters' Shareholding (please specify, if there is no change): **NO CHANGE**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	14620000	61.16	0	0
		14430000	60.37	0	0



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

**V. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
* Addition	0	0	0	0
* Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

<b>SN.</b>	<b>Particulars of Remuneration</b>	<b>Name of MD/WTD/ Manager</b>			<b>Total Amount (Rs.)</b>
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	---	---		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	----	----		
2	Stock Option	---	---		
3	Sweat Equity	---	---		
4	Commission - as % of profit - others, specify...	---	---		
5	Others, please specify	----	----		
	Total (A)				
	Ceiling as per the Act	--	--	--	--

B. Remuneration to other directors: **NIL**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors	----	----	----	----	----
	Fee for attending board committee meetings	----	----	----	----	----
	Commission	----	----	----	----	----
	Others, please specify	----	----	----	----	----
	Total (1)	----	----	----	----	----
2	Other Non-Executive Directors	----	----	----	----	----
	Fee for attending board committee meetings	----	----	----	----	----
	Commission	----	----	----	----	----
	Others, please specify	----	----	----	----	----
	Total (2)	----	----	----	----	----
	Total (B)=(1+2)	----	----	----	----	----
	Total Managerial Remuneration	----	----	----	----	----
	Overall Ceiling as per the Act	----	----	----	----	----

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	----	----	----	----
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	----
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----	----
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	----	----	----	----
2	Stock Option	----	----	----	----
3	Sweat Equity	----	----	----	----
4	Commission	----	----	----	----
	- as % of profit	----	----	----	----
	others, specify...	----	----	----	----
5	Others, please specify	----	----	----	----
	Total	----	----	----	----

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

# INDEPENDENT AUDITOR'S REPORT

**To the Members of  
Blue Cloud Softech Solutions Limited**

## **Report on Standalone Ind AS Financial Statements**

We have audited the accompanying financial statements of M/s **Blue Cloud Softech Solutions Limited** ('the Company'), which comprise of the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including other Comprehensive income) the statement of Cash Flows and the statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (herein after referred as ('Standalone Ind As Financial statements'))

## **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these Standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind As financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of Standalone Ind As financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its **Loss** for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss dealt with by this report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rules issued there under.
- e. All the directors are disqualified as on March 31, 2018 from being appointed as director in terms of Section 164(2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For P C N & Associates,  
(Formerly Known as Chandra Babu Naidu & Co)  
Chartered Accountants,  
Firm Registration no: 016016S**

**SD/-  
Lakshmi Prasanthi.S  
Partner  
M.No:236578**

**Place: Hyderabad  
Date: 30-05-2018.**



## **Annexure A to the Auditors Report**

**Annexure referred to in Independent Auditors Report to the Members of M/s Blue Cloud Softech Solutions Limited on the standalone financial statements for the year ended 31<sup>st</sup> March 2018, we report that:**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.  
  
(c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The Company does not have any inventory and as such the physical verification and maintenance of proper records of the same does not arise.
- iii. The company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the companies Act 2013. Consequently, the provisions of clauses iii(a) and iii(b) are not applicable to the company.
- iv. The company has not given loans under Sec.185 of The companies Act 2013. The Company has made investments in compliance with the provisions of sec.185 and 186 of The Companies Act 2013.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. Maintenance of cost records have not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act 2013 for the services, rendered by the company.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Income-tax and other material statutory dues, as applicable, with the appropriate authorities in India.  
  
(b) There were no undisputed amounts payable in respect of, Income-tax, and other material statutory dues in arrears as at 31<sup>st</sup> March 2018 for a period of more than 6 months for the date they became payable.

(c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax or any other material statutory dues, which have not been deposited on account of any disputes.

- viii. According to the information and explanations given to us, the company has not taken any loans or borrowings from banks or financial institutions nor issued any debentures during the year under consideration or outstanding, accordingly this clause is not applicable as such.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of this clause are not applicable to the Company.
- x. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our Audit.
- xi. The company has not paid managerial remuneration during the year under consideration. Accordingly the provisions of Sec.197 of The Companies Act 2013 is not applicable as such.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the Provisions of clause 3(xii) of the order are not applicable to the company.
- xiii. The Company has not entered transactions with related parties during the year. Accordingly, the provisions of clause 3(xiii) of the Order are not applicable to the Company.
- xiv. The Company has not made any preferential allotment of private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934.

**For P C N & Associates,  
(Formerly Known as Chandra Babu Naidu & Co)  
Chartered Accountants,  
Firm Registration no: 016016S**

**SD/-  
Lakshmi Prasanthi.S  
Partner  
M.No:236578**

**Place: Hyderabad  
Date:30/05/2018.**

## **Annexure B to the Independent Auditor's Report**

### **Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')**

We have audited the internal financial controls over financial reporting of M/s Blue Cloud Softech Solutions Limited ('the company') as on 31<sup>st</sup> march 2018 in conjunction with our audit of standalone Ind AS financial statements of the company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility:**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our Audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the standards on Auditing deed to be prescribed under section 143(10) of the Act to the extent applicable to an Audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. These standards and guidance note require that we comply with ethical requirements and plan and performed the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion and the company's internal financial control system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitation of Internal Financial Controls over Financial Reporting**

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31<sup>st</sup>, 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P C N & Associates,  
(Formerly Known as Chandra Babu Naidu & Co)  
Chartered Accountants,  
Firm Registration no: 016016S**

**SD/-  
Lakshmi Prasanthi.S  
Partner  
M.No:236578**

**Place: Hyderabad  
Date: 30.05.2018.**

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

( Formerly Known as Adithya Aquaculture Limited)

**BALANCE SHEET AS AT MARCH 31, 2018 (Ind AS)**

(In Rupees)

Particulars	Notes	As At 31 March,18	As At 31 March,17	As At 1st April,16
<b>I. ASSETS:</b>				
<b>1. Non Current Assets:</b>				
a) Property, Plant and Equipment	1	1,83,79,511	1,85,40,993	1,87,02,475
b) Capital Work in Progress		-	-	-
b) Financial Assets				
i) Non Current Investments		-	-	-
ii) Loans		-	-	-
iii) Other Non Current Financial Assets		-	-	-
c) Deferred Tax Asset	2	1,52,219	1,43,429	1,52,951
d) Other Non Current Assets		-	-	-
<b>Total Non-Current Assets</b>		<b>1,85,31,730</b>	<b>1,86,84,422</b>	<b>1,88,55,426</b>
<b>2. Current Assets:</b>				
a) Inventories		-	-	-
b) Financial Assets				
i) Investments		-	-	-
ii) Trade Receivables	3	85,91,770	80,05,288	66,07,037
iii) Cash and Cash Equivalents	4	33,032	55,365	47,236
iv) Other Balances with Bank		-	-	-
v) Loans		-	-	-
vi) Other Financial Assets		-	-	-
c) Other Current Assets	5	2,10,71,390	2,09,89,515	64,89,515
<b>Total Current Assets</b>		<b>2,96,96,192</b>	<b>2,90,50,168</b>	<b>1,31,43,788</b>
<b>TOTAL ASSETS</b>		<b>4,82,27,922</b>	<b>4,77,34,590</b>	<b>3,19,99,214</b>
<b>II. EQUITY AND LIABILITIES:</b>				
<b>Equity</b>				
a) Equity Share Capital	6	11,95,04,000	11,95,04,000	10,50,04,000
b) Other Equity	7	(7,27,04,718)	(7,32,35,792)	(7,36,60,093)
<b>Total Equity</b>		<b>4,67,99,282</b>	<b>4,62,68,208</b>	<b>3,13,43,907</b>
<b>Liabilities</b>				
<b>1. Non Current Liabilities:</b>				
a) Financial Liabilities				
i) Borrowings		-	-	-
ii) Other Financial Liabilities		-	-	-
b) Provisions		-	-	-
c) Deferred Tax Liabilities (Net)		-	-	-
d) Other Non Current Liabilities		-	-	-
<b>Total Non-Current Liabilities</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Current Liabilities:</b>				
a) Financial Liabilities				
i) Borrowings		-	-	-
ii) Trade Payables	8	10,57,590	8,87,019	1,11,204
iii) Other Financial Liabilities		-	-	-
b) Provisions	9	2,37,219	4,54,196	4,25,696
c) Other Current Liabilities		-	-	-
d) Current Tax Liability (Net)	10	1,33,830	1,25,167	1,18,407
<b>Total Current Liabilities</b>		<b>14,28,639</b>	<b>14,66,382</b>	<b>6,55,307</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>4,82,27,922</b>	<b>4,77,34,590</b>	<b>3,19,99,214</b>

**Summary of Significant Accounting Policies**

The accompanying Notes are an Integral Part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

FOR. BLUE CLOUD SOFTECH SOLUTIONS LIMITED

For P C N & Associates

(Formerly Known as Chandra Babu Naidu & Co)

Chartered Accountants

Firm Registration No 016016S

SD/-

Lakshmi Prasanthi.S

Partner

M.No. 236578

SD/-

DIRECTOR

SD/-

DIRECTOR

PLACE: HYDERABAD

DATE : 30.05.2018

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

(Formerly Known as Adithya Aquaculture Limited)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**

(In Rupees)

Particulars	Notes	As At 31 March,18	As At 31 March,17
<b>INCOME</b>			
Revenue from Operations	11	1,25,01,500	1,44,32,115
Other income		-	-
<b>TOTAL INCOME</b>		1,25,01,500	1,44,32,115
<b>EXPENSES</b>			
Cost of materials consumed		-	-
Purchases of Stock -in -Trade	12	87,95,520	1,08,49,921
Employees benefit Expenses and payment to contractors	13	10,65,172	6,78,614
Finance Costs	14	2,624	2,568
Depreciation and Amortisation Expenses	1	1,61,482	1,61,482
Other Operating and General Expenses	15	18,20,588	21,94,548
<b>TOTAL EXPENSES</b>		1,18,45,386	1,38,87,133
<b>Profit/(Loss) before exceptional items and tax</b>		6,56,114	5,44,982
Exceptional Items			
<b>Profit/(Loss) before tax</b>		6,56,114	5,44,982
Tax Expenses:			
(1) Current Tax		133830	111160
(2) Deferred Tax		(8,790)	9,522
<b>Total</b>			
<b>Profit (Loss) after Tax for the period</b>		5,31,074	4,24,300
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified subsequently to Profit or Loss			
(ii) Income Tax relating to items that will not be reclassified to profit or loss			
B. (i) Items that will be reclassified subsequently to Profit or Loss			
(ii) Income Tax relating to items that will be reclassified to profit or loss			
<b>Total (Net of Tax)</b>		-	-
<b>Total Comprehensive Income for the year</b>		5,31,074	4,24,300
<b>Earnings Per Share:</b>			
a) Basic (Rs.)		0.02	0.02
b) Diluted (Rs.)		0.02	0.02
Face Value per Equity Share			

**Summary of Significant Accounting Policies**

The accompanying Notes are an Integral Part of the Financial Statements

**AS PER OUR REPORT OF EVEN DATE**

**FOR. BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

**For P C N & Associates**

**(Formerly Known as Chandra Babu Naidu & Co)**

**Chartered Accountants**

**Firm Registration No 016016S**

**SD/-**

**Lakshmi Prasanthi.S**

**Partner**

**M.No. 236578**

**SD/-**

**DIRECTOR**

**SD/-**

**DIRECTOR**

**PLACE: HYDERABAD**

**DATE : 30.05.2018**

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**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018**

Particulars	For the Year Ended 31st March 2018	For the Year Ended 31st March 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax and exceptional items	6,56,114	5,44,982
<b>Adjustments for:</b>		
Depreciation and Amortization Expenses	1,61,482	1,61,482
Profit/Loss on sale of Fixed Assets (Net)		
Finance Costs	2,624	2,568
Interest Income		
Interest Expenses		
<b>Cash Operating Profit before working capital changes</b>	<b>8,20,220</b>	<b>7,09,032</b>
<b>Adjustments for (increase)/decrease in operating assets</b>		
Trade receivables	(5,86,482)	(13,98,250)
Inventories		
Other Current Assets	(81,875)	(1,45,00,000)
Short Term Loans & Advances		
Other Financial Assets		
Other Non Current Assets		
<b>Adjustments for increase/(decrease) in operating liabilities</b>	<b>1,51,863</b>	<b>(1,51,89,218)</b>
Borrowings		
Short Term Provisions	(2,16,977)	35,260
Trade Payables	1,70,571	7,75,815
Other Financial Liabilities		
Other Non Current Liabilities		
Other short term Liabilities		
<b>Cash Generated from Operations</b>	<b>1,05,457</b>	<b>(1,43,78,143)</b>
Direct Taxes - Refund / (paid)	1,25,167	1,11,160
<b>Net Cash Generated From Operating Activities (A)</b>	<b>(19,710)</b>	<b>(1,44,89,303)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of fixed assets (net)		
Sale of Fixed Assets		
Dividend Income		
Interest Income		
<b>Net Cash Generated/Used In Investing Activities (B)</b>		-
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Financing Charges	(2,624)	(2,568)
Proceeds from Share Capital		1,45,00,000
Proceeds/ (Repayment) from Long Term Borrowings		
Proceeds/ (Repayment) from Short Term Borrowings		
<b>Net Cash Generated/Used In Financing Activities (C)</b>	<b>(2,624)</b>	<b>1,44,97,432</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(22,334)</b>	<b>8,129</b>
Opening Cash and Cash Equivalents as at 31st March,2017	55,365	47,236
Closing Cash and Cash Equivalents as at 31st March 2018	33,031	55,365

For and on behalf of the Board  
For BLUE CLOUD SOFTECH SOLUTIONS LIMITED

SD/-  
DIRECTOR

SD/-  
DIRECTOR

Place : Hyderabad  
Date : 30.05.2018

cash flow statement has been prepared in accordance with IND As-7 using Indirect method.

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**
**Note No 1 : Property, Plant & Equipment**

Particulars	Land	Computers	Furnitures and Fixtures	Office Equipment	Total
<b>Cost at</b>					
As at 1st April 2016	1,81,27,331	4,12,456	76,450	1,24,250	1,87,40,487
Additions During the Year	-	-	-	-	-
Disposals During the Year	-	-	-	-	-
As at 31st March 2017	1,81,27,331	4,12,456	76,450	1,24,250	1,87,40,487
Additions During the Year	-	-	-	-	-
Disposals During the Year	-	-	-	-	-
As at 31st March 2018	1,81,27,331	4,12,456	76,450	1,24,250	1,87,40,487
<b>Depreciation / Amortization</b>					0
As at 1st April 2016	-	30,746	5,556	1,710	38,012
Provided for the year	-	1,30,611	7,263	23,608	1,61,482
Deductions During the Year	-	-	-	-	-
As at 31st March 2017	-	1,61,357	12,819	25,318	1,99,494
Provided for the year	-	1,30,611	7,263	23,608	1,61,482
Deductions During the Year	-	-	-	-	-
As at 31st March 2018	-	2,91,968	20,082	48,926	3,60,976
<b>Net Carrying Value</b>					0
As at 1st April 2016	1,81,27,331	3,81,710	70,894	1,22,540	1,87,02,475
As at 31st March 2017	1,81,27,331	2,51,099	63,631	98,932	1,85,40,993
As at 31st March 2018	1,81,27,331	1,20,488	56,368	75,324	1,83,79,511

**Note No 2 : Deferred Tax Asset (Net)**

Particulars	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Opening Balance	1,43,429	1,52,951	182,541
Add/(Less): Provision of Deferred Tax	8,790.46	(9,522.00)	(29,590.00)
<b>Closing Balance</b>	1,52,219	1,43,429	1,52,951

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**
**Note No 3 : Trade Receivables**

Particulars	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
<b>Current - Unsecured</b>			
Considered Good	85,91,770	80,05,288	66,07,037
Considered Doubtful	-	-	-
<b>Total</b>			
Less: Allowance for Bad and Doubtful Debts	-	-	-
<b>Total Trade Receivables</b>	85,91,770	80,05,288	66,07,037

**Note No 4 : Cash and Cash Equivalents**

Particulars	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Balances with Banks :			
On Current Accounts	10,192	10,427	14,652
Cheques, drafts on hand	-	-	-
Cash on Hand	22,840	44,938	32,584
<b>Total Cash and Cash Equivalents</b>	33,032	55,365	47,236

**Note No 5 : Other Current Assets**

Particulars	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Advance to Employees			
Prepaid Expenses			
Advances to Related Parties			
Other Advances	2,10,71,390	2,09,89,515	64,89,515
<b>Total Other Current Assets</b>	2,10,71,390	2,09,89,515	64,89,515

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**
**Note No 6 : Share Capital**

Particulars	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
<b>Authorised Share Capital</b>			
2,40,00,000 Equity Shares of Rs.5/- each (31st March, 2017: 2,40,00,000 Equity Shares of Rs.5/- each) (1st April, 2016: 2,40,00,000 Equity Shares of Rs.5/- each)	12,00,00,000	12,00,00,000	12,00,00,000
<b>Issued Share Capital</b>			
2,39,00,800 Equity Shares of Rs.5/- each (31st March, 2017: 2,39,00,800 Equity Shares of Rs.5/- each) (1st April, 2016: 2,10,00,800 Equity Shares of Rs.5/- each)	11,95,04,000	11,95,04,000	10,50,04,000
<b>Subscribed and Paid up</b>			
2,39,00,800 Equity Shares of Rs.5/- each (31st March, 2017: 2,39,00,800 Equity Shares of Rs.5/- each) (1st April, 2016: 2,10,00,800 Equity Shares of Rs.5/- each)	11,95,04,000	11,95,04,000	10,50,04,000

**Note No 7 : Other Equity**

Other Equity				
Particulars	Equity Component of Other Financial Instruments	Reserves & Surplus		Total
		Reserves & Surplus	Other Comprehensive Income	
		Retained Earnings	Instruments through other comprehensive income	
<b>Balance as at 1st April 2016</b>		(7,36,60,093)		(7,36,60,093)
Total Of Other Comprehensive Income (Net of Tax)				
Dividend (Including Dividend Distribution Tax)				
Profit For The Year		4,24,301		
<b>Balance as at 31st March,2017</b>		(7,32,35,792)		(7,32,35,792)
Total Of Other Comprehensive Income (Net of Tax)				
Dividend (Including Dividend Distribution Tax)				
Profit For The Year		5,31,074		
<b>Balance as at 31st March,2018</b>		(7,27,04,718)		(7,27,04,718)

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**
**Note No 8 : Trade Payables**

Particulars	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Suppliers	10,57,590	8,87,019	1,11,204
<b>Total Trade Payables</b>	10,57,590	8,87,019	1,11,204

**Note No 9 : Provisions**

Particulars	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
<b>Provision for Employee Benefits</b>			
PF Payable			
ESI Payable			
Salaries Payable			
<b>Others</b>			
Statutory Liabilities			
Outstanding Expenses	2,37,219	4,54,196	4,25,696
<b>Total Provisions</b>	2,37,219	4,54,196	4,25,696

**Note No 10 : Current Tax Liability**

Particulars	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Current Income Tax (Net)	1,33,830	1,25,167	1,18,407
<b>Total</b>	1,33,830	1,25,167	1,18,407

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED****Note No 11: Revenue From Operations**

<b>Particulars</b>	<b>As At 31.03.2018</b>	<b>As At 31.03.2017</b>
<b>Revenue From Operations:</b>		
(A) Revenue From Operations in respect of a non- -finance Company	1,25,01,500	1,44,32,115
(B) Other Operating Income	-	-
<b>Total</b>	1,25,01,500	1,44,32,115

**Note No 12: Purchases of Stock -in -Trade**

<b>Particulars</b>	<b>As At 31.03.2018</b>	<b>As At 31.03.2017</b>
Purchases & Packing Materials	87,95,520	1,08,49,921
<b>Total</b>	87,95,520	1,08,49,921

**Note No 13: Employee Benefit Expenses and payments to contractors**

<b>Particulars</b>	<b>As At 31.03.2018</b>	<b>As At 31.03.2017</b>
Salaries,Wages and bonus	10,65,172	6,78,614
Payment to contractors		
Staff welfare expenses		
<b>Total</b>	10,65,172	6,78,614

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED****Note No 14: Finance Costs**

<b>Particulars</b>	<b>As At 31.03.2018</b>	<b>As At 31.03.2017</b>
Bank Charges	2,624	2,568
<b>Total</b>	2,624	2,568

**Note No 15: Other Operating and General expenses**

<b>Particulars</b>	<b>As At 31.03.2018</b>	<b>As At 31.03.2017</b>
<b>(i) Operating expenses consist of the following :</b>		
Packing, consumables & stores	2,17,361	2,73,700
Repairs & Maintenance	1,22,114	45,370
Other Operating Expenses	4,01,922	5,07,577
<b>(ii) General expenses consist of the following :</b>		
Printing and Stationery	16,929	25,621
Office Maintenance	68,190	83,225
Postage & Telephones	32,176	29,611
Listing and other fees	5,95,740	3,13,180
Payment made to Statutory Auditors	28,500	28,500
Other Expenses	3,37,656	8,87,764
<b>Total</b>	18,20,588	21,94,548

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

**Statement Of Changes In Equity For The Year Ended 31st March,2018**

Particulars	Equity share capital	Other Equity			Total Equity
	Equity share capital Subscribed	Reserves & Surplus		Equity Instruments through other comprehensive income	
		Equity Component of Other Financial Instruments	Reserves & Surplus		
			Retained Earnings		
<b>Balance as at 1st April 2016</b>	10,50,04,000		(7,36,60,093)		3,13,43,907
Total Of Other Comprehensive Income (Net of Tax)					
Dividend (Including Dividend Distribution Tax)					
Profit For The Year			4,24,301		
<b>Balance as at 31st March,2017</b>	11,95,04,000		(7,32,35,792)		4,62,68,208
Total Of Other Comprehensive Income (Net of Tax)					
Dividend (Including Dividend Distribution Tax)					
Profit For The Year			5,31,074		
<b>Balance as at 31st March,2018</b>	11,95,04,000		(7,27,04,718)		4,67,99,282

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

**NOTE NO 7 : TANGIBLE & INTANGIBLE ASSETS AS AT 31.03.2018**

Sl. No.	PARTICULARS	Rate of Dep	Gross Block as on 01.04.2017	Additions during the year		Sale / Deletions during the year	Gross Block As on 31.03.2018	Depreciation for the Year	Net Block as on 31.03.2018
				Morethan 182 Days	Lessthan 182 Days				
1	Land & land development		1,81,27,331	-	-	-	1,81,27,331	-	1,81,27,331
2	Computers	40%	1,15,488	-	-	-	1,15,488	46,195	69,293
3	Furniture & Fixtures	10%	65,365	-	-	-	65,365	6,537	58,829
4	Office equipment	10%	1,06,234	-	-	-	1,06,234	10,623	95,611
	<b>TOTAL</b>		<b>1,84,14,418</b>	-	-	-	<b>1,84,14,418</b>	<b>63,355</b>	<b>1,83,51,063</b>

**16. Reconciliation of Net worth as previously reported under Indian GAAP Vs IND AS**

	<b>March 31,2018</b>	<b>March 31,2017</b>
<b>Net worth as per I GAAP financials</b>	4,67,99,282	4,62,68,208
Ind AS: Adjustments increase / (decrease):	-	-
<b>Net worth as reported under IND AS</b>	4,67,99,282	4,62,68,208

**Reconciliation of PAT as previously reported under Indian GAAP Vs IND AS**

	<b>March 31,2018</b>	<b>March 31,2017</b>
<b>Net Profit/ (Loss) after Tax as per Previous Indian GAAP</b>	5,31,074	4,24,300
Ind AS: Adjustments Profit increase / (decrease):	-	-
<b>Net Profit/ (Loss) after Tax before OCI as per the IND AS</b>	5,31,074	4,24,300

**17. REMUNERATION TO AUDITORS:****(Rs)**

<b>Particulars</b>	<b>As at 31/03/2018</b>	<b>As at 31/03/2017</b>
Audit Fees	28,500	28,500

**18. EARNING PER SHARE:**

The Earning considered in ascertaining the companies Earning Per Share comprise Net Profit After Tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
Profit available for the equity Share Holders (Rs)	6,56,114	5,44,982
No. of equity shares outstanding for EPS-Basic	2,40,00,000	2,40,00,000
No. of equity shares outstanding of EPS-Diluted	2,40,00,000	2,40,00,000
Basic	0.02	0.02
Diluted	0.02	0.02

**19. Taxes of Income:**

Deferred Tax Asset amounting to Rs. 8,790 has been recognized due to the differences arising on account of Depreciation, Amortized of Expenses and losses on sale of Assets.

20. Balances of Sundry Debtors, Loans and Advances are Subject to Confirmation.



21. The company has made the payments to units covered Micro, small and Medium Enterprises Development act, 2006 in due time. There are no outstanding balances due to these units at the closure of the accounting year.

22. Previous year figures have been regrouped and rearranged wherever found necessary, to be in confirmative with current year classification.

23. Figures are rounded off to the nearest rupee

**For P C N & Associates,  
(Formerly Known as Chandra Babu Naidu & Co)  
Chartered Accountants,  
Firm Registration no: 016016S**

**SD/-  
Lakshmi Prasanthi.S  
Partner  
M.No:236578**

**Place: Hyderabad  
Date : 30.05.2018**

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**  
( Formerly Known as Adithya Aquaculture Limited)

**1. Corporate information**

Blue cloud softech Solutions limited (hereinafter referred as the company) is domiciled and incorporated in INDIA and its shares are publicly traded on the Bombay Stock Exchange (BSE) in India. The company's registered office is located at 405, Tulips Apartment, Somajiguda, Hyderabad-500082, India.

The company is carrying on the business of Designing, developing, computer software and marketing in India or abroad and providing data processing services of all kinds including computer consultancy, systems analysis, and programming and computer maintenance in India or abroad.

The separate financial statements ( Herein after referred as Financial statements) of the company for the year ended 31<sup>st</sup> march 2018 were authorised for issue by the Board of Directors at their meeting held on 30<sup>th</sup> may 2018.

**2. Basis of preparation**

For all periods, up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under the Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

These financial statements for the year ended 31 March 2018 have been prepared in accordance with Indian Accounting Standards ("Ind-AS") consequent to the notification of The Companies (Indian Accounting Standards) Rules, 2015 (the Rules) issued by the MCA. These are the first Ind-AS financial statements of the Company, wherein the Company has restated its Balance Sheet as at 1 April 2016 and financial statements for the year ended and as at 31 March 2017 also as per Ind-AS.

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. The Company considers 12 months to be its normal operating cycle.

**i. Significant accounting policies**

**a. Revenue recognition**

Revenue is recognized, net of sales related taxes, when persuasive evidence of an arrangement exists, the fees are fixed or determinable, the product is delivered or services have been rendered and collectability is reasonably assured. The Company considers the terms of each arrangement to determine the appropriate accounting treatment.

**The following additional criteria apply in respect of various revenue streams within filmed entertainment:**

Theatrical - Contracted minimum guarantees are recognized on the theatrical release date. The Company's share of box office receipts in excess of the minimum guarantee is recognized at the point they are notified to the Company.

Television - License fees received in advance which do not meet the revenue recognition criteria are included in deferred income until the above criteria is met.

Other - DVD, CD and video distribution revenue is recognized on the date the product is delivered or if licensed in line with the revenue recognition criteria. Provision is made for physical returns where applicable. Digital and ancillary media revenues are recognized at the earlier of when the content is accessed or declared. Visual effects, production and other fees for services rendered by the Company and overhead recharges are recognized in the period in which they are earned and in certain cases, the stage of production is used to determine the proportion recognized in the period.

**b. Property, plant and equipment and depreciation:**

Property, Plant and Equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises of purchase price inclusive of taxes etc. up to the date the asset is ready for its intended use. Depreciation is provided in the manner prescribed under Schedule II to the Companies Act, 2013.

**c. Impairment of non-financial assets**

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at the cash generating unit level. All individual assets or cash generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external or internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price of assets and their 'value in use'.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist.

#### **d. Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on risk exposure arising from financial assets like debt instruments measured at amortised cost e.g., trade receivables and deposits.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables or contract revenue receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant

increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of profit and loss. This amount is reflected under the head 'other expenses' in the Statement of profit and loss.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

#### **e. Borrowing costs**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost with any difference between the proceeds (net of transaction costs) and the redemption value recognised in the Statement of profit and loss within finance costs over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date.

#### **f. Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is more likely than not that an outflow of resources will be required to settle the obligations and can be reliably measured. Provisions are measured at Management's best estimate of the expenditure required to settle the obligations at the statement of financial position date and are discounted to present value where the effect is material.

#### **g. Financial instrument**

Financial assets and financial liabilities are recognized when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets or liabilities (other than financial assets and liabilities at fair value through profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognized immediately in Statement of profit and loss. Financial assets and financial liabilities are offset against each other and the net amount reported in the balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

#### **h. Taxes**

Taxation on profit and loss comprises current tax and deferred tax. Tax is recognized in the Statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income in which case tax impact is also recognized in equity or other comprehensive income.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted at the balance sheet date along with any adjustment relating to tax payable in previous years.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is provided at amounts

expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

**i. Earnings per share**

Basic earnings per share is computed using the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is computed by considering the impact of the potential issuance of ordinary shares, on the weighted average number of shares outstanding during the period except where the results would be antidilutive.

**j. Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments which are readily convertible into known amounts of cash and are subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

Deposits held with banks as security for overdraft facilities are included in restricted deposits held with bank

**k. Segment reporting**

Ind-AS 108 Operating Segments ("Ind-AS 108") requires operating segments to be identified on the same basis as is used internally for the review of performance and allocation of resources by the Chief Operating Decision Maker. The company is having various segments based on the activities involved by the company. The segments has been classified as Software, Studios, film division and animation.

**l. Significant accounting judgements, estimates and assumptions**

The preparation of the financial statements requires management to make judgements, estimates and assumptions, that affect the reported amounts and disclosures. The company based its assumptions and estimates on parameters

available when the financial statements were prepared and reviewed at each balance sheet date. Uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the reported amounts and disclosures.



**MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN : **L05005TG1991PLC013135**  
 Name of the company : **BLUE CLOUD SOFTECH SOLUTION LIMITED**  
 Registered office : Plot No. 41, Vasanth Valley, kondapur Village, Serilingampally  
 Mandal, Hyderabad - 500084

Name of the member(s):	
Registered Address:	
E-mail Id:	
Folio No./Client Id:	
DP ID:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
 Address :  
 E-mail Id :  
 Signature: ....., or failing him

2. Name : .....  
 Address:  
 E-mail Id :  
 Signature: ....., or failing him

3. Name : .....  
 Address:  
 E-mail Id:  
 Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, 29<sup>th</sup> day of September, 2018 at 11.30 a.m. at Plot No. 41, Vasanth Valley, kondapur Village, Serilingampally Mandal, Hyderabad - 500084 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Approval of financial statements for the year ended 31.03.2018.
2. Appointment of statutory auditors and fixation of their remuneration.
3. Appointment of B Ravi Kumar as Managing Director of the Company for a period of three years w.e.f 11<sup>th</sup> August 2018

Signed this .....Day of ....., 2018

Signature of shareholder

Affix Revenue Stamp
---------------------------

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ATTENDANCE SLIP**

(Please present this slip at the Meeting venue)

I hereby record my presence at the 27<sup>th</sup> Annual General Meeting of BLUE CLOUD SOFTECH SOLUTIONS LIMITED to be held on Saturday, 29<sup>th</sup> September, 2018 at 11.30 a.m. at the registered office of the Company

Shareholders/Proxy's Signature \_\_\_\_\_

Shareholders/Proxy's full name \_\_\_\_\_  
(In block letters)

Folio No. / Client ID \_\_\_\_\_

No. of shares held \_\_\_\_\_

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

PRINTED MATTER

Regd. Post / Courier

If Undelivered Please returns to:-

BLUE CLOUD SOFTECH SOLUTIONS LIMITED.  
Plot No. 41, Vasanth Valley, kondapur Village  
Serilingampally Mandal,  
Hyderabad - 500084