

# **BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

**CIN: L72200TG1991PLC013135**

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To,  
**BSE Limited**  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001  
Scrip Code: 526554

Date: 20.06.2023

Sub: Annual Report for the Financial Year 2022-2023  
Ref: Blue Cloud Softech Soutions Limited (CIN: L72200TG1991PLC013135)

As required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2022-2023. The said Annual Report has also been uploaded on the Company's website at <http://bluecloudsoftech.com/>.

This if for your Information and Records

Thanking you.  
**For BLUE CLOUD SOFTECH SOUTIONS LIMITED**

**Sriveena Vadlamudi**  
Whole Time Director  
(DIN: 07721150)

Encl: as Above

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

32<sup>nd</sup> Annual Report

2022-2023

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

❖ Mr. Ravi Kumar Bogha (DIN: 01395934)	-	Managing Director
❖ Mr. Manoj Sandilya Telakapalli (DIN: 09630299) (Appointed as Additional Director w.e.f 20-01-2023)	-	Whole-Time Director cum CFO
❖ Mrs. Sriveena Vadlamudi (DIN: 07721150) (Appointed as Additional Director w.e.f 20-01-2023)	-	Whole-Time Director
❖ Mrs. G Mani (DIN: 07263648)	-	Non-Executive-Independent Director
❖ Mr. G N Sharma (DIN: 07238879)	-	Non-Executive-Independent Director
❖ Mr. Ram Prasad Ladi (DIN: 07527805)	-	Non-Executive-Independent Director
❖ Mr. V Samba Siva Rao (DIN: 03028494) (Resigned w.e.f 20-01-2023)	-	Non-Executive-Non-Independent Director
❖ Mr. Jana Prasad Nagendra (DIN: 03581861) (Resigned w.e.f 30-01-2023)	-	Non-Executive-Non-Independent Director cum CFO
❖ Mrs. Shraya Jaiswal	-	Company Secretary & Compliance Officer

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

Mr. G N Sharma	Non-Executive-Independent Director
Mr. B Ravi	Executive Director
Mr. Ram Prasad L	Non-Executive-Independent Director

**Nomination and Remuneration Committee**

Mr. G N Sharma	Non-Executive-Independent Director
Mr. Ram Prasad L	Non-Executive-Independent Director
Mrs. G Mani	Non-Executive-Independent Director

**Stake Holders Relationship Committee**

Mr. G N Sharma	Non-Executive-Independent Director
Mr. Ram Prasad L	Non-Executive-Independent Director
Mrs. G Mani	Non-Executive-Independent Director

**SHARE TRANSFER AGENT****Aarhi Consultants Private Limited**

# 1-2-285, Domalaguda,  
Hyderabad-500029

Email: info@aarhiconsultants.com

**AUDITORS**

M/s. P Murali & Co., Chartered Accountants  
(Firm Regd No. 007257S)  
# 6-3-655/2/3, Somajiguda-500082,  
Hyderabad, Telangana,  
India.  
(Resigned w.e.f 14.06.2023)

**M/s. P C N & Associates., Chartered Accountants**  
(FRN: 016016S)  
Plot No. 12, "N" Heights,  
Ground Floor, Software Layout Unit,  
Cyberabad, Hyderabad - 500 081.  
(w.e.f 14.06.2023)

**REGISTERED OFFICE:**

# 1-2-286, Domalguda,  
Hyderabad, Telanagana, India-500029

**LISTED ON:**

BSE LTD (Scrip Code-539607)  
ISIN- INE373T01039

CIN: L72200TG1991PLC013135

## NOTICE

**Notice** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of **M/s BLUE CLOUD SOFTECH SOLUTIONS LIMITED** will be held on Wednesday, the 12<sup>th</sup> day of July, 2023 at 04.00 P.M. at through VC/OAVM (Deemed to be at the Registered Office # 1-2-286, Domalguda-500029, Hyderabad, Telangana, India, )to transact the following business(s):

### **ORDINARY BUSINESS(S):**

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Manoj Sandilya Telakapalli (DIN: 09630299) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sriveena Vadlamudi (DIN: 07721150) who retires by rotation and being eligible offers herself for re-appointment.
4. **APPOINTMENT OF M/S. P C N & ASSOCIATES., CHARTERED ACCOUNTANTS (FIRM REGD NO.016016S) AS STATUTORY AUDITORS TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF M/S. P MURALI & CO., CHARTERED ACCOUNTANTS (FIRM REGD NO.007257S):**

To consider and, if thought fit, to pass the following resolution as an “Ordinary Resolution”)

**“RESOLVED THAT** pursuant to the Provisions of Section 139, 141 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, pursuant to the recommendations of the Audit committee, M/s. P C N & Associates, Chartered Accountants (Firm Registration No. 016016S) be and are hereby appointed as Statutory Auditors of the Company to fill the Casual Vacancy caused by Resignation of M/s. P Murali & Co., Chartered Accountants (Firm Registration No. 007257S) to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 37th Annual General Meeting to be held in the year 2028 at such remuneration and out of pocket expenses as may be decided by the Board of Directors of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

**SPECIAL BUSINESS(S)****5. REGULARISATION OF MR. MANOJ SANDILYA TELAKAPALLI (DIN: 09630299) AS DIRECTOR OF THE COMPANY:**

(To consider and if thought fit, to pass, with or without modifications, the following resolution as **Ordinary Resolution**)

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors Mr. Manoj Sandilya Telakapalli (DIN: 09630299), who was Appointed as Additional Director of the Company w.e.f 20-01-2023 and who holds office as such up to the date of the ensuing Annual General Meeting in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

**6. REGULARISATION OF MRS. SRIVEENA VADLAMUDI (DIN: 07721150) AS DIRECTOR OF THE COMPANY:**

(To consider and if thought fit, to pass, with or without modifications, the following resolution as **Ordinary Resolution**)

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors Mrs. Sriveena Vadlamudi (DIN: 07721150), who was Appointed as Additional Director of the Company w.e.f 20-01-2023 and who holds office as such up to the date of the ensuing Annual General Meeting in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

7. APPOINTMENT OF MR. MANOJ SANDILYA TELAKAPALLI (DIN: 09630299), AS WHOLE TIME DIRECTOR OF THE COMPANY:

(To consider and if thought fit, to pass, with or without modifications, the following resolution as **Ordinary Resolution**)

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act 2013 (“the Act”), the Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) re-enactments thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Mr. Manoj Sandilya Telakapalli (DIN: 09630299) be and is hereby appointed as an Additional Director of the Company with effective from 20-01-2023 and further designated as Whole Time Director of the Company, liable to retire by rotation, be and is hereby appointed as Whole Time Director of the Company for the period of 5 (Five) consecutive years i.e. up to 19-01-2028 with immediately effect.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

8. APPOINTMENT OF MRS. SRIVEENA VADLAMUDI (DIN: 07721150), AS WHOLE TIME DIRECTOR OF THE COMPANY:

(To consider and if thought fit, to pass, with or without modifications, the following resolution as **Ordinary Resolution**)

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act 2013 (“the Act”), the Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) re-enactments thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors, Mrs. Sriveena Vadlamudi (DIN: 07721150) be and is hereby appointed as an Additional Director of the Company with effective from 20-01-2023 and further designated as Whole Time Director of the Company, liable to

retire by rotation, be and is hereby appointed as Whole Time Director of the Company for the period of 5 (Five) consecutive years i.e. up to 19-01-2028 with immediately effect.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.”

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

Place: Hyderabad  
Date: 14-06-2023

**Manoj Sandilya Telakapalli**  
DIN: 09630299  
Whole Time Director and CFO



Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

Annexure- A

Name of the Director	Mrs. Sriveena Vadlamudi	Manoj Sandilya Telakapalli
Date of Birth	02/07/1986	14/07/1992
Expertise in Specific Functional Areas	Expertise in Business Development	Expertise in Business Development
Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	Nil	SHALIMAR AGENCIES LTD
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL	One
Number of shares held in the company as on 31.03.2023	Nil	Nil
Relationship between directors inter-se/Key Managerial Personnel	Nil	Nil
Details of Last Remuneration Drawn	0	0
Date of First appointment of Board	20-01-2023	20-01-2023
Number of Meeting of the Board attended during the Year	4	4

**Explanatory Statement**

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

**Appointment of Statutory Auditors**

The Members of the Company at the Annual General Meeting (“AGM”) held on 30th September, 2022, had approved the appointment of M/s P Murali and Co, Chartered Accountants, (Firm Registration Number: 007257S) as the Statutory Auditors of the Company to hold office from the conclusion of the 31<sup>st</sup> AGM till the conclusion of the 36th AGM. M/s P Murali and Co vide their letter dated 14<sup>th</sup> June, 2023 has tendered their resignation as the Statutory Auditors of the Company because of pre-occupation, in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, resulting into a casual vacancy in the office of the Statutory Auditors of the Company.

Pursuant to Section 139(8) of the Companies Act, 2013 (“the Act”), the Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on 14<sup>th</sup> June, 2023 accepted resignation of M/s P Murali and Co and after obtaining the consent under Section 139(1) of the Act, appointed M/s P C N and Associates, Chartered Accountants, (Firm Registration Number: 016016S), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s P Murali and Co with effect from 14<sup>th</sup> June, 2023 till the conclusion of this 32nd AGM, subject to the approval and ratification by the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

M/s P C N and Associates, Chartered Accountants is a well-known firm of Chartered Accountants office situated at Hyderabad. The firm also holds a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Board of Directors of the Company on the recommendation of the Audit Committee also recommend the appointment of M/s P C N and Associates as the Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of this 32nd AGM, till the conclusion of the 37th AGM of the Company, subject to the approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Company has received the consent letter and eligibility certificate from M/s P C N and Associates, to act as the Statutory Auditors of the Company in place of M/s P Murali and Co along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

The Board accordingly recommends the ordinary resolutions set out at Item No. 4 of this notice for approval of the Members.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the Notice.

**Regularization and Appointment of Mr. Manoj Sandilya Telakapalli (DIN: 09630299) as Whole-Time Director of the Company:**

Mr. Manoj Sandilya Telakapalli (DIN: 09630299) was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company with effect from 20-01-2023. Further he was designated as Whole Time Director for a period of Five (5).

Based on the recommendation of Nomination and remuneration Committee of the Company, the Board of Directors at their meeting held on 14-06-2023. The company has received Notice from the Shareholder proposing the regularization of Mr. Manoj Sandilya Telakapalli (DIN: 09630299) as Whole Time Director of the company. The Board feels his services would be beneficial to the company as Whole Time Director of the Company.

(Detailed profile is annexed in Annexure-A above.) Hence, the Board recommends the Resolution No-4 & 6 for your approval.

Except Mr. Manoj Sandilya Telakapalli (DIN: 09630299), none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

**Regularization and Appointment of Mrs. Sriveena Vadlamudi (DIN: 07721150) as Whole-Time Director of the Company:**

Mrs. Sriveena Vadlamudi (DIN: 07721150) was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company with effect from 20-01-2023. Further she was designated as Whole Time Director for a period of Five (5).

Based on the recommendation of Nomination and remuneration Committee of the Company, the Board of Directors at their meeting held on 14-06-2023. The company has received Notice from the Shareholder proposing the regularization of Mrs. Sriveena Vadlamudi (DIN: 07721150) as Whole Time Director of the company.

The Board feels her services would be beneficial to the company as Whole Time Director of the Company.

(Detailed profile is annexed in Annexure-A above.) Hence, the Board recommends the Resolution No-5 & 7 for your approval.

Except Mrs. Sriveena Vadlamudi (DIN: 07721150), none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

**NOTES:**

1. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, 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.
2. The Annual Report 2022-2023 of the Company is available on website of the Company <http://bluecloudsoftech.com/>.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The e-voting period will commence at 10.00 a.m. on Sunday, 9<sup>th</sup> July, 2023 and will end at 5.00 p.m. on Tuesday, 11<sup>th</sup> July, 2023. The Company has appointed Mrs. Sarada Putcha, 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.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.bluecloudsofttech.com](http://www.bluecloudsofttech.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year

2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:**

- (i) The voting period begins on 09<sup>th</sup> July, 2023 at 10.00 AM and ends on 11<sup>th</sup> July, 2023 at 05.00 PM. 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 06<sup>th</sup> July, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all</li> </ol>

	<p>e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider</p>

<b>Participants</b>	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the</li> </ul>



	sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [csbluecloudsoft@gmail.com](mailto:csbluecloudsoft@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**DIRECTORS REPORT**

Dear Members,

Yours Director hereby present the 32<sup>nd</sup> Annual Report of the Company for the financial year ended 31<sup>st</sup> March 2023.

**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, 2023 is mentioned in its financial statements attached to this Annual Report.

(Rs. In Lakhs)

Particulars	As at 31 March, 23	As at 31 March, 22
Revenue from Operations	2904.17	22.00
Other Income	14.50	10.01
Total Expenses	2828.89	32.01
Profit/(Loss) before exceptional items and tax	89.79	12.49
Exceptional Items	0	0
<b>Profit/(Loss) before tax</b>	<b>89.79</b>	<b>12.49</b>
Tax Expenses:		
(1) Current Tax	23.29	1.95
(2) Deferred Tax (Asset)/ Liability	0.02	0.01
<b>Profit (Loss) after Tax for the period</b>	<b>66.48</b>	<b>10.53</b>
Total Comprehensive Income for the year	0	0
<b>Earnings Per Share:</b>		
a) Basic (Rs.)	0.11	0.02
b) Diluted (Rs.)	0.11	0.02

**CAPITAL STRUCTURE OF THE COMPANY:**

The Authorised Share Capital as on 31-03-2023 was Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 2,50,00,000 Equity Shares of Rs.2.00/- each.

The Issued, Subscribed & Paid-up Share Capital as on 31-03-2023 was Rs. 11,62,01,600.00/- (Rupees Eleven Crores Sixty-Two Lakhs Sixteen Hundred Only) divided into 5,81,00,800 Equity Shares of Rs.2.00 each.

The company has allotted 3,80,69,200 warrants on preferential basis to the promoter and non-promoter group.

The company has converted warrants of 1,34,00,000 into equity shares of Rs.2/- each in the Board Meeting held on 8th September 2021 and has allotted 1,79,00,000 equity shares of Rs.2/- each in the Board meeting held on 29th December 2021 to the promoter and non-promoter group by converting previously issued warrants on preferential basis.

The number of warrants still pending for conversion is 67,69,200. The company has received 25% amount of Rs.33,84,600/- towards 67,69,200 warrants of 2/- each, which is the partial amount received as on 31.03.2022. Further as on 20th May, 2022 the company has received the balance 75% of amount i.e Rs. 43,50,000 towards the 29,00,000 share warrants out of 67,69,200 pending share warrants, for which the company has allotted Equity shares of Rs.2/- each. Thus, the balance of number of share warrants pending for allotment stands at 38,69,200 warrants.

Further as on 10<sup>th</sup> February, 2023 with the permission of the Chair, the Board of Directors considered regarding Lapse of Warrants and forfeiting the same 29,00,000 Share Warrants as the full consideration was not received by the Company within the specified time. The Company has offered the advance received against those share warrants as Other Income. Thus, the balance of number of share warrants pending for allotment stands at 9,69,200 warrants.

#### **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. 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 available on the Company Website (<http://bluecloudsoftech.com/>)

**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: Nil

(d) Foreign exchange out Go: Nil

**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 Members of the Company at the Annual General Meeting ("AGM") held on 30th September, 2022, had approved the appointment of M/s P Murali and Co, Chartered Accountants, (Firm Registration Number: 007257S) as the Statutory Auditors of the Company to hold office from the conclusion of the 31st AGM till the conclusion of the 36th AGM. M/s P Murali and Co vide their letter dated 14th June, 2023 has tendered their resignation as the Statutory Auditors of the Company because of pre-occupation, in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, resulting into a casual vacancy in the office of the Statutory Auditors of the Company.

Pursuant to Section 139(8) of the Companies Act, 2013 (“the Act”), the Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on 14th June, 2023 accepted resignation of M/s P Murali and Co and after obtaining the consent under Section 139(1) of the Act, appointed M/s P C N and Associates, Chartered Accountants, (Firm Registration Number: 016016S), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s P Murali and Co with effect from 14th June, 2023 till the conclusion of this 32nd AGM, subject to the approval and ratification by the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

M/s P C N and Associates, Chartered Accountants is a well-known firm of Chartered Accountants office situated at Hyderabad. The firm also holds a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Board of Directors of the Company on the recommendation of the Audit Committee also recommend the appointment of M/s P C N and Associates as the Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of this 32nd AGM, till the conclusion of the 37th AGM of the Company, subject to the approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

The Company has received the consent letter and eligibility certificate from M/s P C N and Associates, to act as the Statutory Auditors of the Company in place of M/s P Murali and Co along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

The audit for FY 2022-23 was conducted by M/s P Murali And Co and there are no qualifications, reservations, adverse remarks or disclaimers made by the statutory auditor in their audit report. The notes to the financial statements referred in the auditors report are self-explanatory and therefore do not call for any comments under section 134 of the companies act, 2013. The auditors' report is enclosed with the financial statements in the annual report.

#### **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 Board of Directors met 9 (Nine) times during the Financial Year 2022-2023. Attendance of Directors is detailed in the Corporate Governance Report.

1.	16-05-2022	4.	05.09.2022	7.	30.01.2023
2.	20-05-2022	5.	12-11-2022	8.	10.02.2023
3.	12-08-2022	6.	20.01.2023	9	17-02-2023

#### **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 31<sup>st</sup> March, 2023 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, 2023, 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 following Key Managerial Personnel pursuant to Section 203 of the Companies Act, 2013:

- Mr. B Ravi Kumar, Managing Director cum Chief Executive Officer;
- Mr. Manoj Sandilya Telakapalli as Whole Time Director and Chief Financial Officer; and
- Mrs. Sriveena Vadlamudi as Whole Time Director.
- Mrs. Shranya Jaiswal as Whole Time Company Secretary.



**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.

**Branch Office**

The Company has a branch office in US and UAE

**Update on Open Offer**

On 17th February, 2023, the Board of Directors of Target Company in its meeting considered and approved the preferential allotment of 16,00,40,000 (Sixteen Crore Forty Thousand ) equity shares at a price of Rs.3/- per equity share, wherein Blue cloud is purchasing 4,00,10,000 shares of IT Corpz INC in lieu of issuance of 16,00,40,000 Equity Shares by way of share swap to Mrs. Janaki Yarlalagadda (Acquirer 2) (6,00,15,000 Equity Shares), Yas Takaful P.J.S.C. (5,00,12,500 Equity Shares) and Bluesky Capital Fund SPC (5,00,12,500 Equity Shares). The preferential issue made to Yas Takaful P.J.S.C and Bluesky Capital Fund SPC will be in the capacity of public shareholders of Blue cloud. b. The Acquirers have also entered into the SPA on 17th February ,2023 with the sellers and Target Company, wherein it is proposed that the Acquirers shall purchase 1,41,92,200 fully paid up Equity Shares of face value Rs.2/- each, which constitutes 6.51% of the Expanded, issued, subscribed, paid- up and voting share capital. The said sale is proposed to be executed at a price of Rs. 3/- (Rupees Three) per fully paid -up equity share (“Negotiated Price”) aggregating to Rs. 4,25,76,600 (Four Crores Twenty Five Lakhs Seventy Six Thousand Six Hundred Only) (“Purchase Consideration”) payable in cash. Pursuant, to which the acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and 4 of the SEBI SAST Regulations to the Shareholders of the target Company.

The Company is in the process of obtaining in-principle approval of BSE Limited for the above proposed preferential allotment.

**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: 14-06-2023

B Ravi Kumar  
Managing Director  
DIN: 01395934

Manoj Sandilya Telakapalli  
Whole Time Director  
DIN: 09630299

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

(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)

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

To,

The Members,

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

1-2-286, Domalguda Hyderabad  
TELANGANA 500029 INDIA

I 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 my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended March 31, 2023 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the applicable provisions of:

- 1) The Companies Act, 2013 ('the Act') and the rules made there under;
- 2) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- 5) 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 (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (6) Contract Labour (Regulation and Abolition) Act, 1970
- (7) Employees State Insurance Act, 1948
- (8) Employees Compensation Act, 1923
- (9) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (10) Factories Act, 1948
- (11) Industrial Disputes Act, 1947
- (12) Industrial Employment (Standing Orders) Act, 1946
- (13) Indian Contract Act, 1872
- (14) Income Tax Act, 1961 and Indirect Tax Laws
- (15) Indian Stamp Act, 1999
- (16) Minimum Wages Act, 1948
- (17) Payment of Bonus Act, 1965
- (18) Payment of Gratuity Act, 1972
- (19) Payment of Wages Act, 1936

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Notified w.e.f. 1st July, 2015)
- (ii) The Listing Agreement entered into by the Company with BSE Limited

The existing Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) w.e.f. 1st December, 2015 entered into by the Company with BSE Limited. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I 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 changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

All meetings were duly held in compliance with provisions of the Companies Act, 2013, rules thereof and the Secretarial Standard 1 issued by the Institute of Company Secretaries of India 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.

All the decisions in the Board meeting were taken unanimously during the audit period.

I further report that 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.

I further report that during the audit period there were no instances

- (a) Public/Right/Preferential issue of shares/debentures/sweat equity, etc.
- (b) Redemption/buy-back of securities
- (c) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (d) Merger/amalgamation/reconstruction, etc.
- (e) Foreign technical collaborations

Place: Hyderabad  
Date: 14-06-2023  
UDIN:A021717E000487545

Sd/-  
Putchasara  
Practicing Company Secretary  
ACS No: 21717  
CP No: 8735

This Report is to be read with my 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**

1-2-286, Domalguda Hyderabad  
Telangana 500029 INDIA

My 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. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I 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. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
5. 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.

Place: Hyderabad  
Date:14-06-2023  
UDIN:A021717E000487545

Sd/-  
Putchasarada  
Practicing Company Secretary  
ACS No: 21717  
CP No: 8735

**CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS**

For the financial year ended March 31, 2023

[Pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

Based on the disclosures/declarations received from Directors appointed on the Board of the Company, we hereby certify that as on March 31, 2023, none of the Directors on the Board of Company have been debarred or disqualified from being appointed or continuing as Director of the Company by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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.

Date: 14.06.2023  
Place: Hyderabad

Sd/-  
**CS Putcha Sarada**  
Company Secretary in Practice  
M.No: A21717; CP: 8735  
UDIN: A021717E000487600

**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 6 (Six) Directors – 3 (Three) Non- Executive Independent Directors, 3 (Three) Executive, Non-Independent Directors.
- 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, 2023.
- 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
Mr. B Ravi	Executive Director	Executive Director	Nil	Nil	Nil	Nil
Mr. V Samba Siva Rao*	Non-Executive, Non-Independent	Non-Executive	Nil	Nil	Nil	Nil
Mr. Jana Prasad Nagendra*	Non-Executive, Non-Independent	Non-Executive	Nil	Nil	Nil	Nil
Mrs. G Mani	Independent Non-Executive	Director	Nil	Nil	Nil	Nil
Mr. GN Sharma	Independent Non-Executive	Director	Nil	Nil	Nil	Nil
Mr. Ram Prasad Ladi	Independent Non-Executive	Director	Nil	Nil	Nil	Nil
Mr. Manoj Sandilya Telakapalli	Executive, Non-Independent	Director	Nil	1	1	Nil
Mrs Sriveena Vadlamudi	Executive, Non-Independent	Director	Nil	Nil	Nil	Nil

The Last Annual General Meeting was held on 30<sup>th</sup> September 2022.

e) The Board of Directors met 9 (Nine) times during the Financial Year 2022-2023.

1.	16-05-2022	4.	05.09.2022	7.	30.01.2023
2.	20-05-2022	5.	12-11-2022	8.	10.02.2023
3.	12-08-2022	6.	20.01.2023	9	17-02-2023

The attendance of each Director during the financial year is as under:

Name of the Director	No. of Meetings held	No. meetings attended	Presence at AGM
Mr. B Ravi	8	8	Yes
Mrs. G Mani	8	8	No
Mr. GN Sharma	8	8	Yes
Mr. Ram Prasad Ladi	8	8	Yes
Mr. V Samba Siva Rao	7	7	Yes
Mr. Jana Prasad Nagendra	7	7	Yes
Manoj Sandilya Telakapalli	4	4	NA
Sriveena Vadlamudi	4	4	NA

- 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:
- 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.
  - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
  - 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.
  - Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
  - Reviewing with management the annual financial statements before submission to the Board, focusing on:
    - Any changes in accounting policies and practices;
    - 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 30<sup>th</sup> September, 2022 and Mr. Narasimha Sarma Gundlamadugu, Chairman of the Audit Committee, attended the AGM.

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

The Audit Committee Met 4 (Four) Times on 16-May-22, 12-Aug-22, 12-Nov-22, 10-Feb-23 during the financial year 2022-2023:

Attendance of the Members of the Audit Committee was as under:

Name of the Director	Designation	No of Meetings held	No of Meetings Attended
Mr. GN Sharma	Chairman	4	4
Mr. B Ravi	Member	4	4
Mr. Ram Prasad L	Member	4	4

The necessary quorum was present at all the meetings.

#### 4. SHARE HOLDERS RELATIONSHIP 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	Designation	No of Meetings held	No of Meetings Attended
Mr. GN Sharma	Chairman	1	1
Mrs. G Mani	Member	1	1
Mr. Ram Prasad L	Member	1	1

The Committee met once on 20-01-2023 and the requisite Quorum was present.

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, 2023 were: NIL.

#### **NOMINATION & REMUNERATION COMMITTEE:**

The Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation</b>	<b>No of Meetings held</b>	<b>No of Meetings Attended</b>
Mr. GN Sharma	Chairman	2	2
Mrs. G Mani	Member	2	2
Mr. Ram Prasad L	Member	2	2

The Committee met Twice on 20-01-2023 & 31-03-2023 and the requisite Quorum was present

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

<b>AGM</b>	<b>YEAR</b>	<b>VENUE</b>	<b>DATE</b>	<b>TIME</b>
31 <sup>st</sup>	2021-22	Registered Office of the Company	30.09.2022	11.30 A.M.
30 <sup>th</sup>	2020-21	Registered Office of the Company	30.09.2021	11.30 A.M.
29 <sup>th</sup>	2019-20	Registered Office of the Company	30.09.2020	11.30 A.M.

#### **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:

<b>(I) Annual General Meeting</b>		
Date	:	12 <sup>th</sup> July, 2023
Time	:	04.00 PM
Venue	:	VC/OAVM
<b>(II) Financial Calendar 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024 (Tentative Schedule)</b>		
Quarter ending June, 30 2023		On or before 14 <sup>th</sup> August, 2023
Quarter ending September 30, 2023		On or before 14 <sup>th</sup> December, 2023
Quarter ending December 31, 2023		On or before 14 <sup>th</sup> February, 2024
Quarter ending March 31, 2024		On or before 30 <sup>th</sup> May, 2024
Annual General Meeting (for FY ended 31 <sup>st</sup> March, 2024)		Before end of September, 2024

<b>(III) Listing on Stock Exchanges :</b>
BSE Limited Stock Code : 539607
The listing fee has been paid to all the Stock Exchanges where the Company's shares are listed.

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

During the financial year the shares of the company were traded on BSE Limited, the following Market Price High & Low during each Month in the Last Financial Year 2022-2023 as follows:

Month-Year	Low	High
Apr-22	12.5	19.2
May-22	16.7	17
Jun-22	10.7	17.1
Jul-22	10.8	13.4
Aug-22	10.5	14
Sep-22	12.3	17.3
Oct-22	12.4	16
Nov-22	12.7	15.6
Dec-22	12.1	15.1
Jan-23	11.9	15.3
Feb-23	12.3	23.2
Mar-23	24.3	52.6

<b>(V) Transfer Agents</b>	<b>M/s. Aarathi Consultants Private Limited</b> 1-2-285, Domalguda, Hyderabad – 500 029. Ph: 040-2763 8111; 040-2763 4445, Fax: 040-2763 2184 Website: <a href="http://www.aarathiconsultants.com">www.aarathiconsultants.com</a> Email: <a href="mailto:info@aarathiconsultants.com">info@aarathiconsultants.com</a>
<b>(VI) Share Transfer System Documents will be accepted at</b>	<b>M/s. Aarathi Consultants Private Limited</b> 1-2-285, Domalguda, Hyderabad – 500 029. Ph: 040-2763 8111; 040-2763 4445, Fax: 040-2763 2184 Website: <a href="http://www.aarathiconsultants.com">www.aarathiconsultants.com</a> Email: <a href="mailto:info@aarathiconsultants.com">info@aarathiconsultants.com</a>

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. Aarthi 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 2023**

Category code	Category of Shareholder	Total number of shares	percentage of total number of shares
(A)	Shareholding of Promoter and Promoter Group	2,30,00,200	39.59
(B)	PUBLIC	3,51,00,600	60.41
	<b>GRAND TOTAL (A)+(B)</b>	<b>5,81,00,800</b>	<b>100.00</b>

**Statement Showing Distribution Schedule as on 31.03.2023:**

SL NO	CATEGORY	HOLDERS	HOLDERS PERCENTAGE	SHARES	AMOUNT	AMOUNT PERCENTAGE
1	1 - 5000	2015	96.04	1061594	2123188	1.83
2	5001 - 10000	48	2.29	147595	295190	0.25
3	10001 - 20000	6	0.29	40110	80220	0.07
4	20001 - 30000	2	0.1	23681	47362	0.04
5	30001 - 40000	1	0.05	19000	38000	0.03
6	40001 - 50000	1	0.05	21591	43182	0.04
7	50001 - 100000	4	0.19	136400	272800	0.23
8	100001 & Above	21	1	56650829	113301658	97.50
	<b>Total:</b>	<b>2098</b>	<b>100</b>	<b>58100800</b>	<b>116201600</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 2022-2023**

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 2022-2023.

Place: Hyderabad  
Date: 14.06.2023

Sd/-  
B Ravi Kumar  
DIN: 01395934  
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 2022-2023 is provided elsewhere in this Annual Report.

**Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.**

There are no applications made or any proceeding pending to report under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

**The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.**

During the year there is no one time settlements done with the Banks to report.

BY ORDER OF THE BOARD OF DIRECTORS  
For and On Behalf of the Board  
**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

Place: Hyderabad  
Date: 14-06-2023

Sd/-  
B Ravi Kumar  
Managing Director  
(DIN: 01395934)

Sd/-  
Mr. Manoj Sandilya Telakapalli  
Whole Time Director & CFO  
(DIN: 09630299)

**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 2023 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.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Hyderabad  
Date : 14-06-2023

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

Sd/- B Ravi Kumar Managing Director DIN: 01395934	Sd/- T Manoj Sandilya Director & CFO (DIN: 09630299)
--	---

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, 2023.

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.

Place: Hyderabad  
Date: 14.06.2023

For **P Murali and Co,**  
Chartered Accountants  
Firm Registration no: 007257S  
Sd/-  
M V Joshi  
Partner  
M.No:024784



## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of  
M/s Blue Cloud Softech Solutions Limited**

**Report on the Audit of Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying Ind AS Financial Statements of M/s **BLUE CLOUD SOFTECH SOLUTIONS LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in equity and the Statement of Cash Flows for the year then ended on that date and notes to financial statements including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of "the Company" as at March 31, 2023, its Profit including total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion:**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of "the Company" in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Other Information**

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We are required to report that fact; we have nothing to report in this regard.

## **Management and Board of Directors Responsibility for the financial statements:**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of "the Act" with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of "the Act". 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the IND AS Financial Statements**

Our objective is to obtain reasonable assurance whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As our audit is conducted in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entity or business activities of the Company to express an opinion on the financial statements.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the companies (Auditor's Report) Order, 2020 ('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 the paragraph 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 purposes 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, Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Relevant Rules issued there under.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of Act.
  - (h) 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 as amended, 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 has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the company during the year.
- iv. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- v. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

- vii. The final dividend paid by the company during the year in respect of the same declared for the previous year is in accordance with the section 123 of the Act to the extent it applies to the payment of dividend.

**Other Matter Paragraph**

- 1)The financial statements of the company for the previous financial year i.e for the year ended March 31, 2022 were audited by predecessor auditors, **PCN & Associates,** Chartered Accountants, who have expressed an unmodified opinion vide their audit report dated May 16, 2022.
- 2) The Company has branch operations at USA having total assets of Rs. 97.54 Lakhs and total turnover of Rs. 2,854.02 Lakhs for the financial year 2022-2023.

**For P Murali & Co,  
Chartered Accountants,  
Firm Registration no: 007257S**

**Sd/-**

**Partner: M.V. Joshi  
M.No: 024784  
UDIN: 23024784BGVPOY1882**

**Place: Hyderabad  
Date: 25-05-2023**

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of M/s BLUE CLOUD SOFTECH SOLUTIONS LIMITED of even date)

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant & Equipment.

(B)The Company has maintained proper records showing full particulars of intangible assets

(b) According to the information and explanations given to us and on the basis of our examination of records of the Company, PPE 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 company does not have any immovable property.

(d) According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.

(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.

- ii. The Company does not have inventory. Therefore, the provisions of clause 3(ii) of the said order are not applicable to the company.
- iii. (a) According to the information and explanations given to us and on the basis of our examination of the records. The Company has not provided any guarantee or security or granted any loans or advances, Secured or unsecured to Companies, Firms, Limited Liability Partnerships or other Parties during the year.
- (b) As, during the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances, Secured or unsecured to



Companies, Firms, Limited Liability Partnerships or other Parties, whether terms and conditions are prejudicial to the company's interest do not arise.

(c) The Company has not given any loans or advance in the nature of loan to any party during the year.

(d) There is no overdue amount for more than ninety days in respect of loan given. However, the Company has not given any advances in the nature of loans to any party during the year.

(e) There is no loan falling due during the year, which has been renewed or extended or fresh loans granted to settle the over dues of the existing loans given to same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

- iv. As per the information and explanation given to us and in our opinion the Company has not granted any loans or made any Investments, or provided any guarantee or security to the parties covered under section 185 and 186 of the Act
- 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. The maintenance of cost records as specified by the Central Government under section 148(1) of "the Act" is not applicable to the Company being within the threshold limit.
- 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, Income-tax, with the appropriate authorities in India for a period of more than six months from the date the became payable.  
  
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues in respect of Provident Fund, State Insurance, Income Tax, Goods and Service Tax, Customs Duty and other material statutory dues, which have not been deposited on account of any disputes as at March 31, 2023
- viii. As per the information and explanation given to us, there are no instances where the company has surrendered or disclosed such transactions as income during the

period ended 31st March, 2023 in the tax assessments under the income tax Act, 1961.

ix. (a) The company has not availed any loans from any lender and as not defaulted in repayment of loans or other borrowings or in the payment of interest thereon.

(b) The company has not been declared a willful defaulter by any bank or financial institution or government or other lenders.

(c) According to the information and explanations given to us by the management, the company has not obtained any term loan and hence the application of same does not arise.

(d) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that no funds raised have been raised on short term basis by the Company.

(e) The company has not taken any funds from any entity or Person on account of or to meet the obligations of its Subsidiary Company/ Associate Company/ Joint Ventures.

(f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x. According to the information and explanations given to us,

(a) The Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3(ix) of the order are not applicable to the company.

(b) The Company has made preferential allotment of shares and share warrants during the year under review.

In respect of the above issue, we further report that:

i. the requirement of Section 42 of the Companies Act, 2013 as applicable, have been complied with; and

ii. the amounts raised have been applied by the Company during the year for the purposes for which the funds were raised.

xi.

(a) No fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our Audit.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) Whistle- Blower Mechanism is not applicable as the company is neither a listed company nor accepted any public deposits or obtained any bank loans.

xii. The Company the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it.

xiii. The Company has not entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Act.

xiv.

(a) In our opinion the company has an adequate internal audit system which commensurate with the size and nature of its business.

(b) The reports of the Internal Auditors for the period under audit were duly considered by us in determining the nature, timing and extent of our audit procedures.

xv. The Company has not entered into non-cash transactions with its directors or persons connected with him.

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

xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the company during the year.

- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, based on our knowledge of the Board of Directors' and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and company is capable of meeting its liabilities existing at the date of balance sheet.
- xx. The company has not been covered under the provisions of section 135(5) of the companies act 2013 and hence not commented upon.

**For P Murali & Co,  
Chartered Accountants,  
Firm Registration no: 007257S**

**Sd/-**

**Partner: M.V. Joshi  
M.No: 024784  
UDIN: 23024784BGVPOY1882**

**Place: Hyderabad  
Date: 25-05-2023**

## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **BLUE CLOUD SOFTECH SOLUTIONS LIMITED** of even date)

### **Report on the Internal Financial Controls over Financial Reporting under clause(i) of Sub-section 3 of 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 of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Board of Directors of the Company 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. 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 respective 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 Companies Act,2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section143(10) of the Companies Act,2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform 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 We believe that the audit evidence we have obtained is sufficient and appropriate to provide opinion on the internal financial controls system over financial reporting of the Company.

### **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 those policies and procedures that (1) pertain to the maintenance e of records that, in reasonable detail, 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 accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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 Limitations of Internal Financial Controls over Financial Reporting with reference to these IND AS financial statements:**

Because of the inherent limitations 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 over financial reporting with reference to these IND AS financial statements and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup>March, 2023, 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 Murali & Co,  
Chartered Accountants,  
Firm Registration no: 007257S**

**Sd/-**

**Partner: M.V. Joshi  
M.No: 024784  
UDIN: 23024784BGVPOY1882**

**Place: Hyderabad  
Date: 25-05-2023**

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

**BALANCE SHEET AS AT 31st March ,2023**

(Amounts are lakhs except no of shares and EPS)

PARTICULARS	Note No	AS AT 31.03.2023	AS AT 31.03.2022
<b>I. ASSETS:</b>			
<b>1. Non Current Assets:</b>			
a) Property, Plant and Equipment	1	0.20	0.27
b) Capital Work in Progress		-	-
c) Intangible Assets		74.09	-
d) Financial Assets		-	-
i) Non Current Investments		-	-
ii) Loans		-	-
iii) Other Non Current Financial Assets		-	-
e) Deferred Tax Asset	2	0.20	0.22
f) Other Non Current Assets		-	-
<b>Total Non-Current Assets</b>		<b>74.49</b>	<b>0.49</b>
<b>2. Current Assets:</b>			
a) Inventories		-	-
b) Financial Assets		-	-
i) Investments		-	-
ii) Trade Receivables	3	138.87	99.40
iii) Cash and Cash Equivalents	4	1.69	1.58
iv) Other Balances with Bank		-	-
v) Loans		-	-
vi) Other Financial Assets		-	-
c) Other Current Assets	5	1,164.33	1,085.87
<b>Total Current Assets</b>		<b>1,304.88</b>	<b>1,186.86</b>
<b>TOTAL ASSETS</b>		<b>1,379.37</b>	<b>1,187.35</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity Share Capital	6	1,162.02	1,104.02
b) Other Equity	7	75.45	38.17
<b>Total Equity</b>		<b>1,237.47</b>	<b>1,142.18</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>2. Current Liabilities:</b>			
a) Financial Liabilities		-	-
i) Borrowings	8	20.54	20.54
ii) Trade Payables		-	-
a) Dues of small enterprises and micro enterprises		-	-
b) Dues of creditors other than small enterprises and micro enterprises	9	41.53	18.78
iii) Other Financial Liabilities		-	-
b) Provisions	10	12.42	3.90
c) Other Current Liabilities	11	44.12	-
d) Current Tax Liability (Net)	12	23.29	1.95
<b>Total Current Liabilities</b>		<b>141.91</b>	<b>45.16</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>1,379.37</b>	<b>1,187.35</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 P Murali & Co  
Chartered Accountants  
Firm Registration No 007257S

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

Sd/-  
M.V. Joshi  
Partner  
M.No. 024784  
UDIN: 23024784BGVPOY1882

Sd/-  
Sriveena Vadlamudi  
Director  
DIN : 07721150

Sd/-  
Manoj Sandilya Telakapalli  
Director  
DIN : 09630299

Place: Hyderabad  
Date: 25-05-2023



**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31.03.2023**

(Amounts are lakhs except no of shares and EPS)

PARTICULARS	Note No	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
<b>INCOME</b>			
I. Revenue from Operations	13	2,904.17	22.00
II. Other Income	14	14.50	10.01
<b>III. Total Revenue (I+II)</b>		<b>2,918.67</b>	<b>32.01</b>
<b>IV. EXPENSES</b>			
Cost of Revenue	15	2,763.21	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of Finished goods, WIP and Stock-in-Trade		-	-
Employee Benefit expenses	16	3.55	3.90
Other Operating Expenses	17	0.33	0.66
Administrative Expenses	18	61.72	14.83
Financial costs	19	0.01	0.02
Depreciation and amortization expense	8	0.07	0.12
<b>Total Expenses</b>		<b>2,828.89</b>	<b>19.52</b>
		-	-
<b>V. Profit before tax (III- IV)</b>		<b>89.79</b>	<b>12.49</b>
<b>VI. Tax expense:</b>			
(1) Current tax		23.29	1.95
(2) Deferred tax Liability/(Asset)		0.02	0.01
<b>VII. Profit (Loss) for the period</b>		<b>66.48</b>	<b>10.53</b>
<b>Other Comprehensive Income</b>			
A) (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax on items that will not be reclassified subsequently to profit or loss		-	-
B) (i) Items that will be reclassified subsequently to profit or loss		-	-
Exchange differences on translation of financial statements of foreign operations		0.19	-
(ii) Income tax on items that will be reclassified subsequently to profit or loss		-	-
<b>Total Other Comprehensive Income/(Losses)</b>		<b>-</b>	<b>-</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>66.28</b>	<b>10.53</b>
Earnings per equity share			
(1) Basic		0.11	0.02
(2) Diluted			

**Summary of Significant Accounting Policies**

The Accompanying Notes are an Integral Part of the Financial Statements

As per our report of even date  
For P Murali & Co  
Chartered Accountants  
Firm Registration No 007257S

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

M. S. Joshi  
Sd/-  
Partner  
M.No. 024784  
UDIN: 23024784BGVPOY1882

Sd/-  
Sriveena Vadlamudi  
Director  
DIN : 07721150

Sd/-  
Manoj Sandilya Telakapalli  
Director  
DIN : 09630299

Place: Hyderabad  
Date: 25-05-2023

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2023**  
**(Amounts are in Lakhs except no of shares and EPS)**

Particulars	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
<b>I. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit Before Tax	89.79	12.49
<b>Adjustments for :-</b>	-	-
Depreciation	0.07	0.12
Profit on sale of fixed asset	-	-10.01
Prior Period Adjustment	-	-
Unrealised foreign exchange loss	-0.19	-
Financial Cost	0.01	0.02
<b>Operating cash flow before working capital changes</b>	<b>89.67</b>	<b>2.61</b>
(Increase) / Decrease in Trade Receivables	-39.47	-10.17
(Increase) / Decrease in Short Term Loans & Advances	-	-873.70
(Increase) / Decrease in Other Current Assets	-78.46	-
(Increase) / Decrease in Inventory	-	-
Increase / (Decrease) in Short Term Borrowing	-	20.54
Increase / (Decrease) in Trade Payables	44.10	9.42
Increase / (Decrease) in Other Current Liabilities	44.12	-
Increase / (Decrease) in Short Term Provisions	8.52	1.65
Increase / (Decrease) in Other Current assets	-	1.79
<b>CASH GENERATED FROM OPERATIONS</b>	<b>68.49</b>	<b>(847.87)</b>
Less : Income Tax Paid	23.29	1.95
<b>CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>45.20</b>	<b>(849.82)</b>
<b>II. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of fixed Assets	-74.09	-
Sale of fixed Assets	-	191.28
Capital Work in Progress, Pre-operative Expenses	-	-
Shares Warranty	-	-
Adjustments of fixed Assets	-	-
(Increase) / Decrease in Long Term Loans & Advances	-	-
<b>NET CASH AVAILABLE FROM INVESTING ACTIVITIES</b>	<b>(74.09)</b>	<b>191.28</b>
<b>III. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Share Capital	58.00	626.00
Repayment of Loan	-	-
Share application Money	-29.00	33.85
Sale of fixed assets	-	-
Dividend Paid	-	-
Interest Paid	-0.01	-0.02
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>28.99</b>	<b>659.83</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>0.10</b>	<b>1.29</b>
<b>Add : Opening balance of Cash &amp; Cash equivalents</b>	<b>1.58</b>	<b>0.29</b>
<b>Closing balance of Cash &amp; Cash equivalents</b>	<b>1.69</b>	<b>1.58</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 P Murali & Co  
Chartered Accountants  
Firm Registration No 007257S

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

Sd/-

Sd/-

M.V. Sridi  
Partner  
M.No. 024784  
UDIN: 23024784BGVPOY1882

Sriveena Vadlamudi  
Director  
DIN : 07721150

Manoj Sandilya Telakapalli  
Director  
DIN : 09630299

Place: Hyderabad  
Date: 25-05-2023

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

Statement Of Changes In Equity For The Year Ended 31st March 2023

A. Equity Share Capital

(1) Current reporting period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
11,04,01,600	-	-	58,00,000	11,62,01,600

(2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
4,79,01,600	-	-	6,26,00,000	11,04,01,600

**B. Other Equity**

**(1) Current reporting period**

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves And Surplus						Items of Other Comprehensive Income						Money received against share warrant	Total
			Securities premium reserve	Investment Allowance Reserve	Subsidy	Capital Reserve	Revenue Reserves	Retained Earnings	Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign	Other items of Other Comprehensive Income (specify nature)		
Balance at the end of March 31, 2022	-	-	-	-	-	-	-	4,32,153	-	-	-	-	-	-	33,84,600	38,16,753
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Share warrants pending allotment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the period	-	-	-	-	-	-	-	66,28,272	-	-	-	-	-	-	-	66,28,272
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	(29,00,000)	(29,00,000)	
Balance at the end of March 31, 2023	-	-	-	-	-	-	-	70,60,426	-	-	-	-	-	-	4,84,600	75,45,026

## (2) Previous reporting period

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves And Surplus						Items of Other Comprehensive Income					Money received against share warrant	Total		
			Securities premium reserve	Investment Allowance Reserve	Subsidy	Capital Reserve	Revenue Reserves	Retained Earnings	Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign			Other items of Other Comprehensive Income (specify nature)	
<b>Balance at the end of March 31, 2021</b>	-	-	-	-	-	-	-	(6,20,390)	-	-	-	-	-	-	-	-	-6,20,390
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
<i>Total Comprehensive Income for the period</i>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	33,84,600.00	<b>33,84,600</b>
Dividends	-	-	-	-	-	-	-	10,52,543	-	-	-	-	-	-	-	-	<b>10,52,543</b>
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0
<b>Balance at the end of March 31, 2022</b>	-	-	-	-	-	-	-	4,32,153	-	-	-	-	-	-	-	33,84,600	<b>38,16,753</b>

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 31st March 2021	1,81,27,331	4,12,456	76,450	1,24,250	1,87,40,487
Additions During the Year	-	-	-	-	-
Disposals During the Year	1,81,27,331	-	-	-	1,81,27,331
As at 31st March 2022	-	4,12,456	76,450	1,24,250	6,13,156
Additions During the Year	-	-	-	-	-
Disposals During the Year	-	-	-	-	-
As at 31st March 2023	-	4,12,456	76,450	1,24,250	6,13,156
<b>Depreciation / Amortization</b>					
As at 31st March 2021	-	4,12,456	41,874	1,19,746	5,74,076
Provided for the year	-	-	7,264	4,504	11,768
Deductions During the Year	-	-	-	-	-
As at 31st March 2022	-	4,12,456	49,138	1,24,250	5,85,844
Provided for the year	-	-	7,264	-	7,264
Deductions During the Year	-	-	-	-	-
As at 31st March 2023	-	4,12,456	56,402	1,24,250	5,93,108
<b>Net Carrying Value</b>					
As at 31st March 2021	1,81,27,331	-	34,576	4,504	1,81,66,411
As at 31st March 2022	-	-	27,312	-	27,312
As at 31st March 2023	-	-	20,048	-	20,048

**1(a) : Intangible Assets**

Particulars	As At 31.03.2023	As At 31.03.2022
	Amount In Rs	Amount In Rs
Foreign Branch - Intangible Assets	74,08,765	-
<b>Total</b>	<b>74,08,765</b>	<b>-</b>

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

Particulars	Foreign Branch in USD	Foreign Branch in INR	As At 31.03.2023	As At 31.03.2022
			Amount In Rs	Amount In Rs
Opening Deferred Tax Asset			21,579	23,003
Add:				
Deferred tax asset for the year (Due to SLM and WDV Difference)			(1,680)	(1,424)
Deferred tax asset-Net	-	-	19,899	21,579

**Note No 3 : Trade Receivables**

Particulars	Foreign Branch in USD	Foreign Branch in INR	As At 31.03.2023	As At 31.03.2022
			Amount In Rs	Amount In Rs
Unsecured, Considered Good			1,38,87,016	99,40,316
Less: Impairment Allowance (Allowance for Bad and Doubtful Debts)				
<b>Total Trade Receivables</b>	-	-	<b>1,38,87,016</b>	<b>99,40,316</b>

**Notes:** No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person, nor any trade receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

**Trade receivables ageing schedule for the year ended as on March 31, 2023**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	26,08,200	39,42,000	3,28,839		70,07,977	1,38,87,016
(ii) Undisputed Trade Receivables — which have significant increase in credit risk						
(iii) Undisputed Trade Receivables — credit impaired						
(iv) Disputed Trade Receivables — considered good						
(v) Disputed Trade Receivables — which have significant increase in credit risk						
(vi) Disputed Trade Receivables — credit impaired						
Less: Allowance for credit loss						
<b>Total Trade Receivables</b>	<b>26,08,200</b>	<b>39,42,000</b>	<b>3,28,839</b>	<b>-</b>	<b>70,07,977</b>	<b>1,38,87,016</b>

**Trade receivables ageing schedule for the year ended as on March 31, 2022**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	11,34,000	12,42,000	3,66,339		71,97,977	99,40,316
(ii) Undisputed Trade Receivables — which have significant increase in credit risk						
(iii) Undisputed Trade Receivables — credit impaired						
(iv) Disputed Trade Receivables — considered good						
(v) Disputed Trade Receivables — which have significant increase in credit risk						
(vi) Disputed Trade Receivables — credit impaired						
Less: Allowance for credit loss						
<b>Total Trade Receivables</b>	<b>11,34,000</b>	<b>12,42,000</b>	<b>3,66,339</b>	<b>-</b>	<b>71,97,977</b>	<b>99,40,316</b>



<b>Note No 4 : Cash and Cash Equivalents</b>				
<b>Particulars</b>	<b>Foreign Branch in USD</b>	<b>Foreign Branch in INR</b>	<b>As At 31.03.2023</b>	<b>As At 31.03.2022</b>
			<b>Amount In Rs</b>	<b>Amount In Rs</b>
Balances with Banks :				
On Current Accounts			1,17,465	1,40,163
Cheques, drafts on hand				
Cash on Hand			4,598	18,267
Foreign Branch - Cash	567	46,613	46,613	
<b>Total Cash and Cash Equivalents</b>	<b>567</b>	<b>46,613</b>	<b>1,68,675</b>	<b>1,58,430</b>

<b>Note No 5 : Other Current Assets</b>				
<b>Particulars</b>	<b>Foreign Branch in USD</b>	<b>Foreign Branch in INR</b>	<b>As At 31.03.2023</b>	<b>As At 31.03.2022</b>
			<b>Amount In Rs</b>	<b>Amount In Rs</b>
Advance to Employees			-	-
Prepaid Expenses			-	-
Advances to Related Parties			-	-
Other Advances			11,34,54,216	10,82,14,340
TDS Receivable			6,79,342	3,72,652
Foreign Branch - Accounts Receivable	27,968	22,99,249	22,99,249	
<b>Total Other Current Assets</b>	<b>27,968</b>	<b>22,99,249</b>	<b>11,64,32,807</b>	<b>10,85,86,992</b>

**BLUE CLOUD SofTECH SOLUTIONS LIMITED**

**Note No 6 : Share Capital**

Particulars	As At 31.03.2023	As At 31.03.2022
	Amount In Rs	Amount In Rs
<b>Authorised Share Capital</b>		
6,25,00,000 Equity Shares of Rs.2/- each - Current Year	12,50,00,000	12,50,00,000
6,25,00,000 Equity Shares of Rs.2/- each - Previous Year		
<b>Issued Share Capital</b>		
5,81,00,800 Equity Shares of Rs.2/- each - Current Year	11,62,01,600	11,04,01,600
5,52,00,800 Equity Shares of Rs.2/- each - Previous Year		
<b>Subscribed and Paid up</b>		
5,81,00,800 Equity Shares of Rs.2/- each - Current Year	11,62,01,600	11,04,01,600
5,52,00,800 Equity Shares of Rs.2/- each - Previous Year		
<b>Share Holders Holding More than 5% of shares</b>		
a) Siltu Square Pvt Ltd	23.24%	24.46%
b)Supraja Business Consultant Pvt Ltd	18.93%	19.93%
c) Durantha Power Projects Pvt Ltd	14.46%	15.23%
d) Durantha Infrastructure Private Limited	8.61%	9.06%
e) Newton energy private Limited	6.54%	6.88%
f) Newton Power Pvt Ltd	9.97%	5.24%

**Statement of Changes in Equity**

Particulars	Number of equity shares	Equity share capital
Equity shares as on 31-03-2022	5,52,00,800	11,04,01,600
Shares issued during the year	29,00,000	58,00,000
Shares bought back during the year		
Equity shares as on 31-03-2023	5,81,00,800	11,62,01,600

There is a change in number of shares in current year and compared to previous year.

a) Terms and Rights attached to Equity share

The company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share. If the company declares dividend it will be paid in Indian Rupees. In the event of liquidation of the company, the equity share holders are eligible to receive the remaining amounts of the company after distribution of all preferential amounts, in proportion to their holding.

b) As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Promoter name	Shares held by promoters at the end of the year		% Change during the year
	No. of Shares	% of total shares	
V Sambasiva Rao	2,000	0.00%	0.00%
Venkatarama Rao	1,600	0.00%	0.00%
Mallipeddi Chinna	2,200	0.00%	0.00%
Ravi Kumar Bogha	2,000	0.00%	0.00%
Duranta Power Projects Private Limited	84,00,200	14.46%	0.00%
Duranta Infrastructure Private Limited	50,00,200	8.61%	0.00%
Newton Power Private Limited	57,92,000	9.97%	0.00%
Newton Energy Private Limited	38,00,000	6.54%	0.00%

**Note No 7 : Other Equity**

<b>Other Equity</b>					
<b>Particulars</b>	<b>Reserves &amp; Surplus</b>			<b>Share warrents</b>	<b>Total</b>
	<b>Equity Component of Other Financial Instruments</b>	<b>Reserves &amp; Surplus</b>	<b>Other Comprehensive Income</b>	<b>Share warrents pending allotment</b>	
		<b>Retained Earnings</b>	<b>Equity Instruments through other comprehensive income</b>		
<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)
Total Of Other Comprehensive Income (Net of Tax)					
Dividend (Including Dividend Distribution Tax)					
Profit For The Year		-			
Capital reduction of equity shares (Refer Note No )		7,17,02,400			
Adjustment during the year					
<b>Balance as at 31st March,2019</b>		(10,02,318)			(10,02,318)
Total Of Other Comprehensive Income (Net of Tax)					
Dividend (Including Dividend Distribution Tax)					
Profit For The Year		73,339			
Capital reduction of equity shares (Refer Note No )					
Adjustment during the year					
<b>Balance as at 31st March,2020</b>		(7,08,784)			(7,08,784)
Total Of Other Comprehensive Income (Net of Tax)					
Dividend (Including Dividend Distribution Tax)					
Profit For The Year		3,90,000			3,90,000
Capital reduction of equity shares					
Share warrents pending allotment					
Adjustment during the year					
<b>Balance as at 31st March,2021</b>		(6,20,390)			(6,20,390)
Total Of Other Comprehensive Income (Net of Tax)					
Dividend (Including Dividend Distribution Tax)					
Profit For The Year		10,52,543			10,52,543
Capital reduction of equity shares					
Share warrents pending allotment				33,84,600	33,84,600
Adjustment during the year					
<b>Balance as at 31st March,2022</b>		4,32,153		33,84,600	38,16,753
Total Of Other Comprehensive Income (Net of Tax)					
Dividend (Including Dividend Distribution Tax)					
Profit For The Year		66,28,272			66,28,272
Capital reduction of equity shares					
Share warrents pending allotment					-
Adjustment during the year					
Other Changes				-2900000	(29,00,000)
<b>Balance as at 31st March,2023</b>		70,60,426		4,84,600	75,45,026

Reserves and Surplus or retained earnings:

retained earnings are the profits of the company has earned till date . Retained earnings are free reserves available to the company.

**NOTE NO.8 : SHORT TERM BORROWINGS**

<b>Particulars</b>	<b>As At</b>	<b>As At</b>
	<b>31.03.2023</b>	<b>31.03.2022</b>
	Amount In Rs	Amount In Rs
i) Duronto Power Projects pvt ltd	12,00,000	12,00,000
ii) Newton Power Pvt ltd	8,53,800	8,53,800
<b>Total</b>	<b>20,53,800</b>	<b>20,53,800</b>

**NOTE NO. 9 : TRADE PAYABLES**

Particulars	As At 31.03.2023	As At
	Amount In Rs	31.03.2022 Amount In Rs
Due to MSME	-	-
Due to other than MSME		
(i) Trade payables and others	32,33,478	9,57,773
(ii) Advances for service	9,20,000	9,20,000
<b>Total</b>	<b>41,53,478</b>	<b>18,77,773</b>

**Trade payables ageing schedule for the year ended as on March 31, 2023:**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	22,97,478	9,20,000	-	9,36,000	41,53,478
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Trade payables ageing schedule for the year ended as on March 31, 2022:**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	9,41,773	-	9,36,000	-	18,77,773
(iii) Disputed dues — MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Note No 10: Provisions**

Particulars	As At	As At
	31.03.2023	31.03.2022
	Amount In Rs	Amount In Rs
<b>Provision for Employee Benefits</b>		
PF Payable		
ESI Payable		
Salaries Payable	88,750.00	
<b>Others</b>		
Statutory Liabilities - GST Payable	7,08,948	2,74,893
Statutory Liabilities - TDS Payable	1,57,050	
Audit Fees Payable	2,23,000	1,15,000
Income Tax Payable	64,000	
<b>Total Provisions</b>	<b>12,41,748</b>	<b>3,89,893</b>

Provisions are the outstanding amounts payable in respect of statutory or other expenses and which are outstanding as on balance sheet date.

**Note No 11: Other Current Liabilities**

Particulars	As At	As At
	31.03.2023	31.03.2022
	Amount In Rs	Amount In Rs
Consultancy Payable	44,12,074.28	
Foreign Branch - Accounts Payable		
<b>Total</b>	<b>44,12,074</b>	<b>-</b>

**Note No 12 : Current Tax Liability**

Particulars	As At	As At
	31.03.2023	31.03.2022
	Amount In Rs	Amount In Rs
Current Income Tax (Net)	23,29,485	1,94,810
<b>Total</b>	<b>23,29,485</b>	<b>1,94,810</b>

The tax liability applicable to the company as on Balance Sheet date as per the provisions and tax rates prevailing for the company.

## BLUE CLOUD SOFTECH SOLUTIONS LIMITED

### NOTE NO. 13 : REVENUE FROM OPERATIONS

S.No.	PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
I	Revenue from operations		
	(a) Operating Revenues	50,15,000	22,00,000
	(b) Foreign Branch Operating Revenue	28,54,02,410	
	<b>Total Revenue from Operations</b>	<b>29,04,17,410</b>	<b>22,00,000</b>

### NOTE NO. 14 : OTHER INCOME

S.No.	PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
I	(a) Profit on sale of Asset	-	10,00,669
	(b) Share Warrants Elapsed	14,50,000	-
	<b>Total Other Income</b>	<b>14,50,000</b>	<b>10,00,669</b>

As on 10th February, 2023 with the permission of the the Chair, the Board of Directors considered regarding Lapse of Warrants and forfeiting the same as the full consideration was not received by the Company within the specified time.

### NOTE NO. 15 : COST OF REVENUE

S.No.	PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
I	(a) Cost of services rendered	27,63,20,797	-
	<b>Total Other Income</b>	<b>27,63,20,797</b>	<b>-</b>

### NOTE NO. 16 : EMPLOYEE BENEFIT EXPENSES

S.No.	PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
	(a) Staff Salaries	3,48,750	3,90,000
	(a) Staff welfare expenses	6,250	
	<b>Total Employee Benefit Expenses</b>	<b>3,55,000</b>	<b>3,90,000</b>

### NOTE NO. 17: OTHER OPERATING EXPENSES

S.No.	PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
	a) Other operating expenses	32,704	65,645
	<b>Total Other operating Expenses</b>	<b>32,704</b>	<b>65,645</b>

### NOTE NO. 18 : ADMINSTRATIVE EXPENSES

S.No.	PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
I	a) Postage & Telephones	4,592	2,325
	b) Printing & Stationery	4,305	2,970
	c) Office Mainteance	10,630	4,625
	d) Audit Fee	1,00,000	29,500
	e) Listing & Other fees	9,06,700	11,18,804
	f) Administrative Expenses	15,11,453	3,24,750
	g) Consultancy Charges	35,70,500	-
	h) Income Tax	64,000	-
	i) Foreign Branch Expenses		-
	<b>Total Administrative Expenses</b>	<b>61,72,180</b>	<b>14,82,974</b>

### NOTE NO. 19 : FINANCE COST

S.No.	PARTICULARS	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
I	a) Bank Charges	668	1,505
	<b>Total Finance Cost</b>	<b>668</b>	<b>1,505</b>

**BLUE CLOUD SofTECH SOLUTIONS LIMITED**

**NOTE NO 8 : PROPERTY, PLANT AND EQUIPMENTS AS AT 31.03.2023**

Sl. No.	PARTICULARS	Gross Block					Depreciation/Amortization			Net Block as on 31.03.2023	Net Block as on 31.03.2022
		As on 01.04.2022	Additions during the year	Sale / Deletions during the year	As on 31.03.2023	Dep. As on 01.04.2022	Dep. For the year 31.03.2023	Total Depreciation			
1	Computers	4,12,456	-	-	4,12,456	4,12,456	-	-	-	-	-
2	Furniture & Fixtures	76,450	-	-	76,450	49,138	7,264	56,402	-	-	27,312
3	Office equipment	1,24,250	-	-	1,24,250	1,24,250	-	1,24,250	-	-	-
	<b>TOTAL</b>	<b>6,13,156</b>	<b>-</b>	<b>-</b>	<b>6,13,156</b>	<b>5,85,844</b>	<b>7,264</b>	<b>5,93,108</b>	<b>20,048</b>	<b>27,312</b>	



**BLUE CLOUD SofTECH SOLUTIONS LIMITED**

**NOTE NO 8 : PROPERTY, PLANT AND EQUIPMENTS AS AT 31.03.2023**

Sl. No.	PARTICULARS	Gross Block				Depreciation/Amortization			Net Block as on 31.03.2023	Net Block as on 31.03.2022
		As on 01.04.2022	Additions during the year	Sale / Deletions during the year	As on 31.03.2023	Dep. As on 01.04.2022	Dep. For the year 31.03.2023	Total Depreciation		
1	Computers	4,12,456	-	-	4,12,456	4,12,456	-	4,12,456	-	-
2	Furniture & Fixtures	76,450	-	-	76,450	49,138	7,264	56,402	-	27,312
3	Office equipment	1,24,250	-	-	1,24,250	1,24,250	-	1,24,250	-	-
	<b>TOTAL</b>	<b>6,13,156</b>	<b>-</b>	<b>-</b>	<b>6,13,156</b>	<b>5,85,844</b>	<b>7,264</b>	<b>5,93,108</b>	<b>20,048</b>	<b>27,312</b>

NOTE NO 7 : TANGIBLE & INTANGIBLE ASSETS AS AT 31.03.2023

Sl. No.	PARTICULARS	Rate of Dep	Gross Block as on 01.04.2022	Additions during the year		Sale / Deletions during the year	Gross Block As on 31.03.2023	Depreciation	Net Block as on 31.03.2023
				Morethan 182 Days	Lessthan 182 Days				
1	Land & land development			-	-		-	-	-
2	Computers	40%	8,981	-	-		8,981	3,592	5,389
3	Furniture & Fixtures	10%	38,597				38,597	3,860	34,737
4	Office equipment	10%	62,731				62,731	6,273	56,458
	<b>TOTAL</b>		<b>1,10,309</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,10,309</b>	<b>13,725</b>	<b>96,584</b>

**BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

A.Y 2023-24

**Computation of Deferred Tax Liability/(Asset ) for the year Ended 31.03.2023**

Particulars	Amount	Amount
	Rs	Rs
<b>Gross Deferred Tax Liability:</b>		
SLM Block	20,048	
WDV Block	96,584	76,536
<b>Gross Deferred Tax Asset @ 26%</b>		<b>19,899</b>
<b>Gross Deferred Tax Asset:</b>		
Provision for Gratuity		-
Provision for Leave Encashment		-
Provision for Bad Debts		-
<b>Net Deferred Tax Asset @ 32.445%</b>		<b>-</b>

## BLUE CLOUD SOFTECH SOLUTIONS LIMITED

(All Amount Rs.in lakhs Except EPS &Share data)

### 20. RELATED PARTY DISCLOSURES:

#### Particulars of Related Parties

Name of the Related Party	Nature of Relationship
Mr. RAVI KUMAR BOGHA	Managing Director
Mr. MANOJ SANDILYA TELAKAPALLI	Whole-Time Director cum CFO
Mrs. SRIVEENA VADLAMUDI	Whole-Time Director
Mr. G. MANI	Non-Executive-Independent Director
Mr. G.N SHARMA	Non-Executive-Independent Director
Mr. RAM PRASAD LADI	Non-Executive-Independent Director
Mr. V Samba Siva Rao (Resigned w.e.f 20-01-2023)	Non-Executive-Non-Independent Director
Mr. Jana Prasad Nagendra (Resigned w.e.f 30-01-2023)	Non-Executive-Non-Independent Director cum CFO

### 21. REMUNERATION TO AUDITORS:

(Rs)

Particulars	As at 31/03/2023	As at 31/03/2022
Audit Fees	1.00/-	0.29/-

## **22. Taxes of Income:**

Deferred Tax Asset amounting to Rs.0.20/- (in Lakhs) has been recognized due to the differences arising on account of Depreciation during the year under consideration. [Previous Year Rs. 0.01/- (in Lakhs) deferred tax liability].

**23.** The company has allotted 3,80,69,200 warrants on preferential basis to the promoter and non-promoter group. The company has converted warrants of 1,34,00,000 into equity shares of Rs.2/- each in the Board Meeting held on 8th September 2021 and has allotted 1,79,00,000 equity shares of Rs.2/- each in the Board meeting held on 29th December 2021 to the promoter and non-promoter group by converting previously issued warrants on preferential basis. The capital has increased from Rs.4,78,01,600/- as on 31st March, 2021 to 11,04,01,600/- in 31st March, 2022. The number of warrants still pending for conversion is 67,69,200. The company has received 25% amount of Rs.33,84,600/- towards 67,69,200 warrants of 2/- each, which is the partial amount received as on 31.03.2022. Further as on 20th May, 2022 the company has received the balance 75% of amount i.e Rs. 43,50,000 towards the 29,00,000 share warrants out of 67,69,200 pending share warrants, for which the company has allotted Equity shares of Rs.2/- each. Thus, the balance of number of share warrants pending for allotment stands at 38,69,200 warrants. Further as on 10th February, 2023 with the permission of the the Chair, the Board of Directors considered regarding Lapse of Warrants and forfeiting the same 29,00,000 Share Warrants as the full consideration was not received by the Company within the specified time. The Company has offered the advance received against those share warrants as Other Income. Thus, the balance of number of share warrants pending for allotment stands at 9,69,200 warrants.

**24.** Balances of trade receivables, Loans and Advances are Subject to Confirmation.

**25.** There are no dues to MSME outstanding for more than 45 days.

## **26. Additional Regulatory Information**

- I.** The Company does not hold any immovable properties.
- II.** The Company has not revalued its Property, Plant and Equipment.
- III.** The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and other related parties.

- IV. There are no proceedings initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- V. The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- VI. The Company is not declared as wilful defaulter by any bank or financial institution or others lenders
- VII. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- VIII. There are no charges or satisfactions yet to be registered with ROC beyond the statutory period by the Company.

#### IX. KEY FINANCIAL RATIOS

Particulars	particulars		Ratios as on	Ratios as on
	Numerator	Denominator	For March'23	For March'22
(a) Current Ratio	Current Assets	Current Liabilities	9.20	32.89
(b) Debt-Equity Ratio	Total Debt	Total Equity	0.11	0.03
(c) Debt Service Coverage Ratio	Earning available for Debt services	Interest + installments	N/A	N/A
(d) Return on Equity Ratio	Net profit after tax	share holders funds	0.05	0.01
(e) Inventory turnover Ratio	sales	average inventory	N/A	N/A
(f) Trade Receivables turnover Ratio	Credit Sales	Average Trade Receivables	25.37	0.26
(g) Trade payables turnover Ratio	annual credit purchases	Average Trade Payables	N/A	N/A
(h) Net capital turnover Ratio	Sales	Working Capital	2.50	0.02
(i) Net profit Ratio	Net profit after tax	Sales	0.02	0.48
(j) Return on Capital employed	Earning Before Intrest and Tax	capital employed	0.07	0.01
(k) Return on investment	Earning Before Intrest and Tax	Shareholder's Equity	0.08	0.01

**X.** The company does not have any Scheme of Arrangements which is to be approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

**XI.**

**(A)** The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

**(B)** The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (Whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**XII.** The company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as a income in the tax assessments under the Income Tax Act ,1961 during any of the years.

**XIII.** The company has not covered under the provisions of section 135 of the Companies Act, 2013.

**XIV.** The company did not trade or invest in the crypto currency or virtual currency during the financial year. Hence, disclosures relating to it is not applicable.

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

28. All the figures have been presented in Lakhs and rounded off up to 2 decimals.

**SIGNATURE TO NOTES 1 To 28**

**As per our report of even date  
For P Murali &Co,  
Chartered Accountants,  
Firm Registration No: 007257S**

**For and on behalf of the Board  
M/s Blue Cloud Softech Solutions Limited**

**Sd/-  
M.V.Joshi  
Partner  
M.No: 024784  
UDIN: 23024784BGVPOY1882**

**Sd/-  
SRIVEENA VADLAMUDI  
Director**

**Sd/-  
Manoj Sandilya Telakapalli  
CFO & Director**

**Place: Hyderabad  
Date:25-05-2023**

**Sd/-  
Shraya Jaiswal  
Company Secretary**



## **BLUE CLOUD SOFTECH SOLUTIONS LIMITED**

**1.**

### **1.1 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 1-2-286, Domalguda NA Hyderabad TG 500029, 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.

### **1.2 Basis of preparation:**

These financial statements have been prepared in accordance with the Indian Accounting standards (hereinafter referred to as the Ind As) as notified by Ministry of Company Affairs pursuant to section 133 of The Companies Act, 2013 (the Act) read with Rule 3 of the companies (Indian Accounting standards) rules, 2015 as amended from time to time.

These financial statements comprise the balance sheets as at 31 March 2023 and 31 March 2022, the statements of Profit & Loss, statement of changes in equity and the statements of Profit & Loss, Statement of changes in Equity and the statement of cash flows for the year ended 31 March 2023 and for the year ended 31 March 2022, and a summary of significant accounting policies and other explanatory information (together hereafter refer as financial statements).

These financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in these financial statements.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or noncurrent classification of assets and liabilities.

The statement of cash flows has been prepared under indirect method. b) Functional and presentation currency these standalone financial statements are presented in Indian rupees (₹), which is also the functional currency of the Company.

### **1.3 Basis of measurement**

The financial statements have been prepared on a historical cost convention and on an accrual basis.

### **1.4 Use of estimates and judgments**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements. Judgments Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes.

## **2 Significant accounting policies**

### **a. Revenue recognition**

The Company's contracts with customers include promises to transfer multiple products and services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, in writing, by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable.

The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverable and the ability of the customer to benefit independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgment.

Fixed-price maintenance revenue is recognized ratably on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period. Revenue from fixed-price maintenance contract is recognized ratably using a percentage of completion method when the pattern of benefits from the services rendered to the customer and the Company's costs to fulfil the contract is not even through the period of the contract because the services are generally discrete in nature and not repetitive. The use of method to recognize the maintenance revenues requires judgment and is based on the promises in the contract and nature of the deliverables.

The Company uses the percentage-of-completion method in accounting for other fixed-price contracts. Use of the percentage-of-completion method requires the Company to determine the actual efforts or costs expended to date as a proportion of the estimated total efforts or costs to be incurred. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. The estimation of total efforts or costs involves significant judgment and is assessed throughout the period of the contract to reflect any changes based on the latest available information.

Contracts with customers include subcontractor services or third-party vendor equipment or software in certain integrated services arrangements. In these types of arrangements, revenue from sales of third-party vendor products or services is recorded net of costs when the Company is acting as an agent between the customer and the vendor, and gross when the Company is the principal for the transaction. In doing so, the Company first evaluates whether it controls the good or service before it is transferred to the customer.

The Company considers whether it has the primary obligation to fulfil the contract, inventory risk, pricing discretion and other factors to determine whether it controls the goods or service and therefore, is acting as a principal or an agent. Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable, based on the estimated efforts or costs to complete the contract.

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

**i. Property, plant and equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology

**ii. Depreciation**

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company.

The Company has componentized its PPE and has separately assessed the life of major components. The Company depreciates its fixed assets over the useful lives as prescribed in Schedule II to the Act

**c. Intangible Assets**

**i) Recognition and Measurement**

Intangible assets acquired are measured on cost basis on initial recognition. Subsequently, intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an intangible asset, if any, are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

**ii) Amortization**

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

**d. 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 recognized 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 amortized 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 recognizes 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 recognizing 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 if any will be 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 recognized 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 recognized 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 is 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 are 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 anti-dilutive.

**j. Cash and cash equivalents:**

As per the policy of the company 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. The company does not have any borrowings or overdraft from banks or financial institutions.

**k. Significant accounting judgments, estimates and assumptions:**

The preparation of the financial statements requires management to make judgments, 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.