

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

28th Annual Report

2018-19

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

Mr. B Ravi	Managing Director	-	(01395934)
Mrs. G MANI	Non Executive – Independent Director	-	(07263648)
Mr. G N Sharma	Non Executive – Independent Director	-	(07238879)
Mr. Ram Prasad Ladi	Non Executive – Independent Director	-	(07527805)

KEY MANAGERIAL PERSONS

Mr. Jana Nagendra Prasad	- CFO
Mr. Ahed Memon	- Company Secretary

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

Mr. G N Sharma	Non Executive – Independent Director	-	(07238879)	- Chairman
Mr. B Ravi	Executive Director	-	(01395934)	- Member
Mr. Ram Prasad L	Non Executive – Independent Director	-	(07527805)	- Member

Remuneration Committee

Mr. G N Sharma	Non Executive – Independent Director	-	(07238879)	- Chairman
Mr. Ram Prasad L	Non Executive – Independent Director	-	(07527805)	- Member
Mrs. G MANI	Non Executive – Independent Director	-	(07263648)	- Member

Stake Holders And Investor's Grievance Committee

Mr. G N Sharma	Non Executive – Independent Director	-	(07238879)	- Chairman
Mr. Ram Prasad L	Non Executive – Independent Director	-	(07527805)	- Member
Mrs. G MANI	Non Executive – Independent Director	-	(07263648)	- Member

AUDITORS

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

SHARE TRANSFER AGENT

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

REGISTERED OFFICE:-

1-2-286, Domalguda,
Hyderabad, Telanagana, INDIA — 500002

LISTING

BSE Ltd (SCRIP CODE – 539607)
ISIN - INE373T01039
CIN : L72200TG1991PLC013135

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of **M/s BLUE CLOUD SOFTECH SOLUTIONS LIMITED** will be held on Monday, the 30th day of September, 2019 at 11.30 A.M. at Regd. Office of the Company to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements including Balance Sheet as at 31st March, 2019 and Profit & Loss Account as on that date, and the Reports of the Directors and the Auditors thereon.

SPECIAL BUSINESS:

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

Appointment of Mr. Ram Prasad Ladi (DIN: 07527805), as Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Ram Prasad Ladi (DIN: 07527805, who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 11th October 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company”.

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

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

Appointment of Mr. Ram Prasad Ladi (DIN: 07527805), as Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, **Mr. Ram Prasad Ladi (DIN: 07527805)**, a non-executive independent director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 11th October 2018 for a period of Five Years.”

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

Place: Hyderabad
Date: 02.09.2019

Sd/-
Managing Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The relevant details of Directors seeking appointment under item no. 2 & 3 of this Notice are provided in the Annual Report.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Share Transfer Agent of the Company www.aarthiconsultants.com, to M/s. Aarthi Consultancy Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
6. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 30th August 2019 are eligible to receive Annual Reports and as on 23rd September 2019, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Share Transfer Agent of the Company for exercising their right to vote. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Share Transfer Agent of the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Friday, 27th September 2019 and will end at 5.00 p.m. on Sunday, 29th September 2019. 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.

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

- (i) The voting period begins on Friday, 27th September 2019 and will end at 5.00 p.m. on Sunday, 29th September 2019. 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 23rd September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- (xix) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The e-voting module shall be disabled by CDSL after 5.00 p.m. on 29th September 2019.
- (xxii) The results shall be declared on or before 3rd October 2018. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.
8. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Aarthi Consultants Private Limited / Investor Service Department of the Company immediately.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Aarthi Consultants Private Limited / Investor Service Department of the Company.
10. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
11. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED

Brief Details of Directors seeking re-appointment at this Annual General Meeting

I	Name	:	Ram Prasad Ladi
	Age	:	39 Years
	Qualifications	:	Graduation in Accounts & Commerce
	Experience	:	He is having around 20 years of experience in Accounting field
	Other Directorships (in Listed Public Companies)	:	Nil

Explanatory Statement

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

Item No. 2 & 3:**Appointment of Mr. Ram Prasad Ladi as Director of the Company**

Pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“Act”) Mr. Ram Prasad Ladi was appointed by the Board of Directors as an Additional Director of the Company w.e.f 11th October 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, he fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Hence, the above resolution at item no.2 & 3 are submitted to the meeting for the approval by the members of the Company.

The Board of Directors re-commends the above resolutions at item no.2 & 3 for the members’ approval in the Annual General Meeting

None of the Directors and Key Managerial Persons of the Company is concerned or interested in this resolution.

DIRECTORS' REPORT

Dear Members,

Yours Director hereby present the 28th Annual Report of the Company for the financial year ended 31st March 2019.

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 31st March, 2019 is mentioned in its financial statements attached to this Annual Report.

DIVIDEND

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

BUSINESS RISK MANAGEMENT

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

DEPOSITS

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

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

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

E-VOTING SERVICES

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

EXTRACT OF ANNUAL RETURN

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

DEMAT SUSPENSE ACCOUNT UNCLAIMED SHARES

As on 31st March 2019, there were no Equity Shares of Shareholders were lying in the Escrow Account due to non-availability of the correct particulars.

REDUCTION OF CAPITAL

During the period under review, the Company has reduced the share capital of the Company by reducing the face value of each share from Rs. 5/- to Rs. 2/-. The Company has got the No observation letter from BSE Limited, & SEBI on 23rd July 2018. The Members of the Company has given the consent for the said Reduction of Capital on 13th September 2019 and the Company has accorded the approval from RD on 22nd February 2019. Hon'ble NCLT has passed the order confirming the reduction of capital on 8th March 2019, and the Company had received the certified copies of the Order on 11th March 2019, and the same was filed with ROC on 13th March 2019. ROC has confirm the Registration of the order and the process of reduction of capital was completed during the period under review.

The Company had duly informed the same to BSE Limited and BSE vide its Notice dated May 20th 2019, has informed that the Members of the Company are allowed to trade & deal with the shares of the Company w.e.f. 23rd May 2019.

CORPORATE GOVERNANCE

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

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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

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

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

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

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

- (b) (i) Technology Absorption, adaptation and innovation:- Indigenous Technology is involved for the manufacturing the products of the Company.
- (ii) Research and Development (R & D): No research and Development has been carried out.
- (c) Foreign exchange earnings: As per the notes to accounts
- (d) Foreign exchange out go: As per the notes to accounts

PARTICULARS OF EMPLOYEES

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

STATUTORY AUDITORS

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

M/s. P C N & Associates has given a declaration that, they are not disqualified to act as the Statutory Auditors of the Company.

BOARD AND COMMITTEES PERFORMANCE EVALUATION

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

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- b. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March, 2019 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, 2019, the Company does not have any material listed/unlisted subsidiary companies as defined in the Companies Act 2013 & SEBI (LODR) Regulations 2015. The policy on determining material unlisted subsidiary of the Company is approved by the Board of Directors of the company.

Vigil Mechanism

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

Familiarisation programme for Independent Directors

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

Key Managerial Personnel

The company has appointed Mr. B Ravi Kumar, Managing Director of the Company as Chief Executive Officer of the Company and Mr. J Nagendra Prasad as Chief Financial Officer of the Company to comply with the provisions of Section 203 of the Companies Act, 2013. The Company has appointed the Whole Time Company as the Compliance office of the Company w.e.f. 27th November 2018.

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

Change of Registered office of the Company

During the period under review, the Company has changed its Registered office from Somajiguda to Casanthvally on 30th May 2018, and later the Company shifted its Registered office to Domalguda on 27th March 2019 for administrative convenience.

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

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

Personnel

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

Acknowledgements

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

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

Place: Hyderabad
Date : 02.09.2019

Sd/-
Managing Director

Sd/-
Director

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

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

2. BOARD OF DIRECTORS

- a) The Board of Directors of the Company comprises of 4 (Four) Directors – 3 (Three) Non- Executive Independent Directors, and 1 (one) is Executive Director.
- b) The composition of the Board is in conformity with the provisions of SEBI (LODR) Regulations 215 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, 2019.
- d) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

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

The Last Annual General Meeting was held on 29th September 2018.

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

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

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

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

h) **During the period under review, the Board met on the following dates:**

30th May 2018, 4th August 2018, 13th August 2018, 1st September 2018, 11th October 2018, 14th November 2018, 27th November 2018, 14th February 2019, 27th March 2019

3. AUDIT COMMITTEE:

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

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

- a. Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- c. Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- d. Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- e. Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - i. Any changes in accounting policies and practices;
 - ii. Qualification in draft audit report;
 - iii. Significant adjustments arising out of audit;
 - iv. The going concern concept;
 - v. Compliance with accounting standards;
 - vi. Compliance with stock exchange and legal requirements concerning financial statements;
 - vii. Any related party transactions
- f. Reviewing the company's financial and risk management's policies.
- g. Disclosure of contingent liabilities.
- h. Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- i. Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.

- j. Discussion with internal auditors of any significant findings and follow-up thereon.
- k. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- l. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- m. Reviewing compliances as regards the Company's Whistle Blower Policy.

III) The previous Annual General Meeting of the Company was held on 29th September 2018 and Mrs. G Mani, Chairman of the Audit Committee, attended previous AGM.

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

Name of the Director	Designation
Mr. GN Sharma	Chairman
Mrs. G Mani	Member
Mr. B Ravi	Member
*Mr. Ram Prasad L	Member

***Mr. Ram Prasad L was appointed w.e.f 11th October 2018 on the place of Mrs. G Mani**

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

The necessary quorum was present at all the meetings.

4. SHARE HOLDERS /INVESTORS GRIEVANCE COMMITTEE:

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

The Committee consists of the following Directors:

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

***Mr. Ram Prasad L was appointed w.e.f 11th October 2018 on the place of Mr. B Ravi**

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 31st March, 2018 were: NIL.

NOMINATION & REMUNERATION COMMITTEE:

The Committee consists of the following Directors:

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

*Mr. Ram Prasad L was appointed w.e.f 11th October 2018 on the place of Mr. B Ravi

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

AGM	YEAR	VENUE	DATE	TIME
27 th	2017-18	Registered Office of the Company	29.09.2018	11.30 A.M.
26 th	2016-17	Registered Office of the Company	28.09.2017	11.30 A.M.
25 th	2015-16	Registered Office of the Company	30.09.2016	10.00 A.M.

DETAILS OF POSTAL BALLOT

During the period under review, the Company had conducted the Postal Ballot, to accord the approval of the Shareholders for the Reduction of Capital of the Company and the resolution was declared as passed on 13th September 2018.

DETAILS OF COMPLAINTS RECEIVED/RESOLVED

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

The outstanding complaints as on 31st March 2019 were: NIL

6. DISCLOSURES

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

7. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:

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

8. MEANS OF COMMUNICATIONS:

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

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

Date	:	30 th September, 2019
Time	:	11.30 A.M.
Venue	:	Registered Office of the Company

(II) Financial Calendar 1st April 2019 to 31st March 2020 (Tentative Schedule)

Quarter ending June, 30 2018	Approved in the Board Meeting held on 14 th August 2019 and intimated the same to Stock Exchange
Quarter ending September 30, 2019	On or before 14 th December 2019
Quarter ending December 31, 2019	On or before 14 th February 2020
Quarter ending March 31, 2020	On or before 30 th May 2020
Annual General Meeting (for FY ended 31 st March, 2020)	Before end of September, 2020

(III) Date of Book Closure 24rd September 2019 to 30th September 2019

(IV) Listing on Stock Exchanges :

BSE Limited

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

(V) Stock Code : 539607

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

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

(VII) Transfer Agents

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

(VIII) Share Transfer System Documents will be accepted at

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

The Shares of the Company are in physical form and electronic form. The transfer of shares in demat form is done through the Depositories without involvement of the Company. As regards, transfer of shares held in physical form, the transfer documents can be lodged with Company as well as Registrars M/s. 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 31st March 2019

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

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 2018-19

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 2018-19.

Hyderabad
02.09.2019

(Sd/-)
Managing Director

iii. Disclosure of Accounting Treatment

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

iv. Non executive directors' compensation and disclosures

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

v. CEO/CFO Certification

The CEO and CFO certification of the financial statements for the year 2018-19 is provided elsewhere in this Annual Report.

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

PLACE : HYDERABAD
DATE : 02-09-2019

SD/-
Managing Director

SD/-
Director

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

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

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31st March 2019 and to the best of our knowledge and belief;
 - These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) There is no Instances of significant fraud of which we have become aware and the involvement of an employee having a significant role in the company's internal control system.

Place: HYDERABAD

Sd/-

Sd/-

Date: 02.09.2019

Managing Director

Chief Financial Officer

Certificate on compliance of Corporate Governance

To

The Members,
Blue Cloud Softech Solutions Limited
Hyderabad

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s Blue Cloud Softech Solutions Limited (“the company”) for the year ended 31st March, 2019.

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

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

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

FOR P C N & Associates .,
CHARTERED ACCOUNTANTS

PLACE : HYDERABAD
DATE : 02.09.2019

PARTNER

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, 2019, 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 standalone 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, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of "the Company" as at March 31, 2019, 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 standalone 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 Standalone 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 standalone 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.

Key Audit Matters

key audit matters are those matters that, in our professional judgment, were of most significant in our audit of the IND AS financial statements for the financial year 31st March 2019. These matters were addressed in the context of our audit of the IND AS financial statements as a whole and in forming our opinion thereon and we don't provide separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

During the year the company has made capital reduction of shares (the details of which has been given in the Notes to accounts) of the company. We have verified the entire capital reduction process undergone by the company in detail.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the auditor's responsibilities for the audit of the IND AS financial statements section of our report including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the IND AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying IND AS financial statements.

Other Information

The Company's Board of Directors is 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 standalone 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.

Responsibilities of management for the IND AS 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 standalone 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 standalone 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 standalone 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 standalone 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 standalone 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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 standalone 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, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) 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 has no pending litigations which could affect its financial position in the financial statements.
 - ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For P C N & Associates,

**Chartered Accountants,
Firm Registration no: 016016S**

**Lakshmi Prasanthi.S
Partner
M.No:236578**

**Place: Hyderabad
Date:30/05/2019.**

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 BLUE CLOUD SOFTECH SOLUTIONS LIMITED of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) Fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.
(c) The title deeds of the immovable property are on the name of the company as per the records and information submitted to us in this regard.
- ii. Company does not have inventory. Therefore, the provisions of clause 3(ii) of the said order are not applicable to the company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.
- iv. The Company has not granted any loans. However the company has made investments in compliance with the provisions of Sec.186 of The Companies Act 2013.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013 and rules framed there under to the extent notified.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of The Companies Act, 2013.
- 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 generally regular in depositing the undisputed statutory dues, including Income-tax and other material statutory dues, as applicable, with the appropriate authorities in India. However the company has not obtained GST registration as on balance sheet date.

(b) There were no undisputed amounts payable in respect of, Income-tax, and other material statutory dues in arrears as at 31st March 2019 for a period of more than 6 months for the date they became payable.

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

- viii. In our opinion, and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institution or banks or Government or dues to debenture holders as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of this clause are not applicable to the Company. However during the year the company has made capital reduction the details of which has been given in Notes to Accounts in the financial statements.
- x. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our Audit.
- xi. The company has not provided or paid managerial remuneration during the year under consideration. Hence the provisions of Sec.197 of Them Act are not applicable as such.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the Provisions of clause 3(xii) of the order are not applicable to the company.
- xiii. The Company has not entered transactions with related parties during the year as such the provisions of sec.177 and 188 are not applicable to the company.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

**For P C N & Associates,
Chartered Accountants,
Firm Registration no: 016016S**

**Lakshmi Prasanthi.S
Partner
M.No:236578**

**Place: Hyderabad
Date:30/05/2019.**

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** (as of the 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, 2019 in conjunction with our audit of the standalone 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 Section 143(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 31stMarch, 2019, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute Of Chartered Accountants of India.

**For P C N & Associates,
Chartered Accountants,
Firm Registration no: 016016S**

Lakshmi Prasanthi.S
Partner
M.No:236578

Place: Hyderabad
Date:30/05/2019.

BLUE CLOUD SOFTECH SOLUTIONS LIMITED
BALANCE SHEET AS AT MARCH 31, 2019

Particulars	Notes	As At 31 March,19	As At 31 March,18
I. ASSETS:			
1. Non Current Assets:			
a) Property, Plant and Equipment	1	1,82,28,153	1,83,79,511
b) Capital Work in Progress		-	-
b) Financial Assets			
i) Non Current Investments		-	-
ii) Loans		-	-
iii) Other Non Current Financial Assets		-	-
c) Deferred Tax Asset	2	24,643	1,52,219
d) Other Non Current Assets		-	-
Total Non-Current Assets		1,82,52,796	1,85,31,730
2. Current Assets:			
a) Inventories		-	-
b) Financial Assets			
i) Investments		-	-
ii) Trade Receivables	3	77,83,677	85,91,770
iii) Cash and Cash Equivalents	4	53,774	33,032
iv) Other Balances with Bank		-	-
v) Loans		-	-
vi) Other Financial Assets		-	-
c) Other Current Assets	5	2,10,47,940	2,10,71,390
Total Current Assets		2,88,85,391	2,96,96,192
TOTAL ASSETS		4,71,38,187	4,82,27,922
II. EQUITY AND LIABILITIES:			
Equity			
a) Equity Share Capital	6	4,78,01,600	11,95,04,000
b) Other Equity	7	(7,82,123)	(7,27,04,718)
Total Equity		4,70,19,477	4,67,99,282
Liabilities			
1. Non Current Liabilities:			
a) Financial Liabilities		-	-
i) Borrowings		-	-
ii) Other Financial Liabilities		-	-
b) Provisions		-	-
c) Deferred Tax Liabilities (Net)		-	-
d) Other Non Current Liabilities		-	-
Total Non-Current Liabilities		-	-
2. Current Liabilities:			
a) Financial Liabilities			
i) Borrowings		-	-
ii) Trade Payables	8	-	10,57,590
iii) Other Financial Liabilities		-	-
b) Provisions	9	28,500	2,37,219
c) Other Current Liabilities		-	-
d) Current Tax Liability (Net)	10	90,209	1,33,830
Total Current Liabilities		1,18,709	14,28,639
TOTAL EQUITY & LIABILITIES		4,71,38,187	4,82,27,922

Summary of Significant Accounting Policies

The accompanying Notes are an Integral Part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

FOR. BLUE CLOUD SOFTECH SOLUTIONS LIMITE

For P C N & Associates

Chartered Accountants

Firm Registration No 016016S

SD/-

Lakshmi Prasanthi.S

Partner

M.No. 236578

SD/-

DIRECTOR

SD/-

DIRECTOR

PLACE: HYDERABAD

DATE : 30.05.2018

BLUE CLOUD SOFTECH SOLUTIONS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	Notes	As At 31 March,19	As At 31 March,18
INCOME			
Revenue from Operations	11	97,98,405	1,25,01,500
Other income			-
TOTAL INCOME		97,98,405	1,25,01,500
EXPENSES			
Cost of materials consumed			-
Purchases of Stock -in -Trade	12	65,27,692	87,95,520
Employees benefit Expenses and payment to contractors	13	10,45,930	10,65,172
Finance Costs	14	3,216	2,624
Depreciation and Amortisation Expenses	1	1,51,358	1,61,482
Other Operating and General Expenses	15	16,32,228	18,20,588
TOTAL EXPENSES		93,60,424	1,18,45,386
Profit/(Loss) before exceptional items and tax		4,37,981	6,56,114
Exceptional Items			
Profit/(Loss) before tax		4,37,981	6,56,114
Tax Expenses:			
(1) Current Tax		90210	133830
(2) Deferred Tax		1,27,576	(30,321)
Total			
Profit (Loss) after Tax for the period		2,20,195	5,52,605
Other Comprehensive Income			
A. (i) Items that will not be reclassified subsequently to Profit or Loss			
(ii) Income Tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified subsequently to Profit or Loss		-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss			
Total (Net of Tax)		-	-
Total Comprehensive Income for the year		2,20,195	5,52,605
Earnings Per Share:			
a) Basic (Rs.)		0.02	0.02
b) Diluted (Rs.)		0.02	0.02
Face Value per Equity Share			

Summary of Significant Accounting Policies

The accompanying Notes are an Integral Part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

FOR. BLUE CLOUD SOFTECH SOLUTIONS LIMITED

For P C N & Associates

Chartered Accountants

Firm Registration No 016016S

SD/-

Lakshmi Prasanthi.S

Partner

M.No. 236578

SD/-

DIRECTOR

SD/-

DIRECTOR

PLACE: HYDERABAD

DATE : 30-05-2019

BLUE CLOUD SOFTECH SOLUTIONS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019

Particulars	For the Year Ended 31st March 2019	For the Year Ended 31st March 2018
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax and exceptional items	4,37,981	6,56,114
Adjustments for:		
Depreciation and Amortization Expenses	1,51,358	1,61,482
Profit/Loss on sale of Fixed Assets (Net)		
Finance Costs	3,216	2,624
Interest Income		
Interest Expenses		
Cash Operating Profit before working capital changes	5,92,555	8,20,220
Adjustments for (increase)/decrease in operating assets		
Trade receivables	8,08,093	(5,86,482)
Inventories		
Other Current Assets	23,450	(81,875)
Short Term Loans & Advances		
Other Financial Assets		
Other Non Current Assets		
Adjustments for increase/(decrease) in operating liabilities	14,24,098	1,51,863
Borrowings		
Short Term Provisions	(2,08,719)	(2,16,977)
Trade Payables	(10,57,590)	1,70,571
Other Financial Liabilities		
Other Non Current Liabilities		
Other short term Liabilities		
Cash Generated from Operations	1,57,789	1,05,457
Direct Taxes - Refund / (paid)	1,33,830	1,25,167
Net Cash Generated From Operating Activities (A)	23,959	(19,710)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets (net)		
Sale of Fixed Assets		
Dividend Income		
Interest Income		
Net Cash Generated/Used In Investing Activities (B)		
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Financing Charges	(3,216)	(2,624)
Proceeds from Share Capital		
Proceeds/ (Repayment) from Long Term Borrowings		
Proceeds/ (Repayment) from Short Term Borrowings		
Net Cash Generated/Used In Financing Activities (C)	(3,216)	(2,624)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	20,743	(22,334)
Opening Cash and Cash Equivalents as at 31st March,2017	33,032	55,365
Closing Cash and Cash Equivalents as at 31st March 2018	53,775	33,031

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

SD/-
DIRECTOR

|
DIRECTOR

SD/

Place : Hyderabad
Date : 30-05-2019

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

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

Note No 1 : Property, Plant & Equipment

Particulars	Land	Computers	Furnitures and Fixtures	Office Equipment	Total
Cost at					
As at 1st April 2016	1,81,27,331	4,12,456	76,450	1,24,250	1,87,40,487
Additions During the Year	-	-	-	-	-
Disposals During the Year	-	-	-	-	-
As at 31st March 2017	1,81,27,331	4,12,456	76,450	1,24,250	1,87,40,487
Additions During the Year	-	-	-	-	-
Disposals During the Year	-	-	-	-	-
As at 31st March 2018	1,81,27,331	4,12,456	76,450	1,24,250	1,87,40,487
Additions During the Year	-	-	-	-	-
Disposals During the Year	-	-	-	-	-
As at 31st March 2019	1,81,27,331	4,12,456	76,450	1,24,250	1,87,40,487
Depreciation / Amortization					0
As at 1st April 2016	-	30,746	5,556	1,710	38,012
Provided for the year	-	1,30,611	7,263	23,608	1,61,482
Deductions During the Year	-	-	-	-	-
As at 31st March 2017	-	1,61,357	12,819	25,318	1,99,494
Provided for the year	-	1,30,611	7,263	23,608	1,61,482
Deductions During the Year	-	-	-	-	-
As at 31st March 2018	-	2,91,968	20,082	48,926	3,60,976
Provided for the year	-	1,20,488	7,264	23,606	1,51,358
Deductions During the Year	-	-	-	-	-
As at 31st March 2019	-	4,12,456	27,346	72,532	5,12,334
Net Carrying Value					0
As at 1st April 2016	1,81,27,331	3,81,710	70,894	1,22,540	1,87,02,475
As at 31st March 2017	1,81,27,331	2,51,099	63,631	98,932	1,85,40,993
As at 31st March 2018	1,81,27,331	1,20,488	56,368	75,324	1,83,79,511
As at 31st March 2019	1,81,27,331	-	49,104	51,718	1,82,28,153

Note No 2 : Deferred Tax Liability (Net)

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Opening Balance	1,73,750	1,43,429	1,52,951	1,82,541
Add/(Less): Provision of Deferred tax charge / (Credit) for the year	33,433	30,321	(9,522)	(29,590)
Closing Balance	2,07,183	1,73,750	1,43,429	1,52,951

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

Note No 3 : Trade Receivables

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Outstanding for a period exceeding six months from the date they are due for payment				
Secured, Considered Good				
Unsecured, Considered Good	47,88,275			
Doubtful	47,88,275			
Less: Allowance for Bad and Doubtful	-			
Current - Unsecured				
Considered Good	29,95,402	85,91,770	80,05,288	66,07,037
Considered Doubtful				
Total				
Less: Allowance for Bad and Doubtful Debts	-	-	-	-
Total Trade Receivables	77,83,677	85,91,770	80,05,288	66,07,037

Note No 4 : Cash and Cash Equivalents

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Balances with Banks :				
On Current Accounts	10,192	10,192	10,427	14,652
Cheques, drafts on hand				
Cash on Hand	43,582	22,840	44,938	32,584
Total Cash and Cash Equivalents	53,774	33,032	55,365	47,236

Note No 5 : Other Current Assets

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Other Advances	2,10,47,940	2,10,71,390	2,09,89,515	64,89,515
Total Other Current Assets	2,10,47,940	2,10,71,390	2,09,89,515	64,89,515

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

Note No 6 : Share Capital

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Authorised Share Capital 2,40,00,000 Equity Shares of Rs.2/- each (31st March, 2017: 2,40,00,000 Equity Shares of Rs.2/- each) (1st April, 2016: 2,40,00,000 Equity Shares of Rs.5/- each)	12,00,00,000	12,00,00,000	12,00,00,000	12,00,00,000
Issued Share Capital 2,39,00,800 Equity Shares of Rs.2/- each (31st March, 2017: 2,39,00,800 Equity Shares of Rs.2/- each) (1st April, 2016: 2,10,00,800 Equity Shares of Rs.5/- each)	4,78,01,600	11,95,04,000	11,95,04,000	10,50,04,000
Subscribed and Paid up 2,39,00,800 Equity Shares of Rs.2/- each (31st March, 2017: 2,39,00,800 Equity Shares of Rs.2/- each) (1st April, 2016: 2,10,00,800 Equity Shares of Rs.5/- each)	4,78,01,600	11,95,04,000	11,95,04,000	10,50,04,000

Note No 7 Other Equity

Particulars	Other Equity				Total
		Equity Component of Other Financial Instruments	Reserves & Surplus		
			Reserves & Surplus Retained Earnings	Other Comprehensive Income Equity Instruments through other comprehensive	
Balance as at 1st April 2016			(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		
Balance as at 31st March, 2017			(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		
Balance as at 31st March, 2018			(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			2,20,195		
Capital reduction of equity shares (Refer Note No)			7,17,02,400		
Adjustment during the year					
Balance as at 31st March, 2019			(7,82,123)		(7,82,123)

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

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Note No 8 Trade Payables

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Suppliers (information regarding ssi units has not been provided by the management)	-	10,57,590	8,87,019	1,11,204
Total Trade Payables	-	10,57,590	8,87,019	1,11,204

Note No 9 Provisions

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Provision for Employee Benefits				
PF Payable				
ESI Payable				
Salaries Payable				
Others				
Statutory Liabilities				
Outstanding Expenses	28,500	2,37,219	4,54,196	4,25,696
Total Provisions	28,500	2,37,219	4,54,196	4,25,696

Note No 10 : Current Tax Liability

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
Current Income Tax (Net)	90,210	1,33,830	1,25,167	1,18,407
Total	90,210	1,33,830	1,25,167	1,18,407

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

Note No 11: Revenue From Operations

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017
Revenue From Operations:			
(A) Revenue From Operations	97,98,405	1,25,01,500	1,44,32,115
(B) Other Operating Income	-	-	-
Total	97,98,405	1,25,01,500	1,44,32,115

Note No 12: Purchases of Stock -in -Trade

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017
Purchases & Packing Materials	65,27,692	87,95,520	1,08,49,921
Total	65,27,692	87,95,520	1,08,49,921

Note No 13: Employee Benefit Expenses and payments to contractors

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017
Salaries,Wages and bonus	10,45,930	10,65,172	6,78,614
Total	10,45,930	10,65,172	6,78,614

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

Note No 14: Finance Costs

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017
Bank Charges	3,216	2,624	2,568
Total	3,216	2,624	2,568

Note No 15: Other Operating expenses

Particulars	As At 31.03.2019	As At 31.03.2018	As At 31.03.2017
(i) Operating expenses consist of the following :			
Packing, consumables & stores	1,59,023	2,17,361	2,73,700
Repairs & Maintenance	45,900	1,22,114	45,370
Other Operating Expenses	4,73,775	4,01,922	5,07,577
(ii) Administrative expenses consist of the following :			
Printing and Stationery	11,172	16,929	25,621
Office Maintenance	1,12,770	68,190	83,225
Postage & Telephones	21,719	32,176	29,611
Listing and other fees	-	5,95,740	3,13,180
Payment made to Statutory Auditors	28,500	28,500	28,500
Other Expenses	7,79,369	3,37,656	8,87,764
Total	16,32,228	18,20,588	21,94,548

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

A.Y 2019-20

Computation of Deferred Tax Liability/(Asset) for the year Ended 31-03-2019

Particulars	Amount	Amount
	Rs	Rs
<u>Gross Deferred Tax Liability:</u>		
Closing Block as per SLM	1,82,28,153	
Closing Block as per WDV	1,83,51,064	1,22,911
Gross Deferred Tax Asset @ 30.90%		37,979

Depreciation for the year (SLM)	1,51,358	
Depreciation for the year (WDV)	43,161	(1,08,197)
Gross Deferred Tax Liability @ 30.90%		(33,433)

BLUE CLOUD SOFTECH SOLUTIONS LIMITED

NOTE NO 7 : TANGIBLE & INTANGIBLE ASSETS AS AT 31.03.2019

Sl. No.	PARTICULARS	Rate of Dep	Gross Block as on 01.04.2018	Additions during the year		Sale / Deletions during the year	Gross Block As on 31.03.2019	Depreciation for the Year	Net Block as on 31.03.2019
				Morethan 182 Days	Lessthan 182 Days				
1	Land & land development		1,81,27,331	-	-	-	1,81,27,331	-	1,81,27,331
2	Computers	40%	69,293	-	-	-	69,293	27,717	41,576
3	Furniture & Fixtures	10%	58,829	-	-	-	58,829	5,883	52,946
4	Office equipment	10%	95,611	-	-	-	95,611	9,561	86,050
	TOTAL		1,83,51,064	-	-	-	1,83,51,064	43,161	1,83,07,903

16. REMUNERATION TO AUDITORS:

(Rs)

Particulars	As at 31/03/2019	As at 31/03/2018
Audit Fees	28,500/-	28,500/-

17. EARNING PER SHARE:

The Earning considered in ascertaining the companies earning Per Share comprise NetProfit after Tax. The number of shares used in computing basic earnings per Share is the weighted average number of shares outstanding during the year.

Particulars	2018-19	2017-18
Profit available for the equity Share Holders (Rs)	2,20,195	5,31,074/-
No. of equity shares outstanding for EPS-Basic	2,39,00,800	2,40,00,000
No. of equity shares outstanding of EPS-Diluted	2,39,00,800	2,40,00,000
Basic	0.02	0.02
Diluted	0.02	0.02

18. Capital Reduction during the year:

The company has made capital reduction during the year under consideration, as follows: paid up capital of the company stand reduced from Rs.11,95,04,000/- divided into Rs.2,39,00,800 of Rs 5/- each to Rs.4,78,01,600/-divided into 2,39,00,800 equity shares of Rs.2 each. The aforesaid reduction of paid up capital shall be effected by cancelling an amount of Rs.3/- per equity share of Rs.5/-each held by them .the reduction of paid up share capital of company as aforesaid would not involve diminution of liability in respect of unpaid share capital but

cancellation of paid up capital which is lost due to accumulated losses by adjusting the same against accumulated losses to the tune of Rs.7,17,02,400/-out of total losses of Rs.7,28,54,873/- of the company as on 31-12-2017, filed on 01-10-2018 and we got the approval from National Company Law Tribunal in this regard.

19. Taxes of Income:

Deferred Tax Asset amounting to Rs.1,27,576/- has been recognized due to the differences arising on account of Depreciation.

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

21.The company has not received any intimation from suppliers regarding their status under MSMED ACT 2006 and hence discloser, if any relating to the amount unpaid as at the yearend together with interest paid/payable as required under the said act has not been given.

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

23. Figures are rounded off to the nearest rupee.

**For P C N & Associates,
Chartered Accountants,
Firm Registration no: 016016S**

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

**Place: Hyderabad
Date: 30.05.2019**

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Members of

Blue Cloud Softech Solutions Limited

1. The Corporate Governance Report prepared by Blue Cloud Softech Solutions Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2019. This report is required by the Company for annual submission to the Stock Exchanges and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The management along with the Board of Directors of the Company are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India

Auditor's Responsibility :

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above. 5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes

(Revised) requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. 6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for

Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria.

8. Based on the procedures performed by us and according to the information and explanations given to us, that we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations as on 31st March 2019.

Other matters and Restriction on Use:

9. This Report 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.

10. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

Place: Hyderabad

Date:

FRN: 016016S

Chartered Accountants

P C N & Associates

Lakshmi Prasanthi.S

Partner

Membership No. 236578

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

1. Corporate information

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

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

2. Basis of preparation

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

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

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

i. Significant accounting policies

a. Revenue recognition

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

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

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

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

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

b. Property, plant and equipment and depreciation:

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

c. Impairment of non-financial assets

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

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

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

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

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

d. Impairment of financial assets

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

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

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

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

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

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

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

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

e. Borrowing costs

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

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

f. Provisions

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

g. Financial instrument

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

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

h. Taxes

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

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

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

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

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

i. Earnings per share

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

j. Cash and cash equivalents

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

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

k. Segment reporting

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

l. Significant accounting judgements, estimates and assumptions

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

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

MGT-11

Proxy form

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

CIN : **L05005TG1991PLC013135**
 Name of the company : **BLUE CLOUD SOFTECH SOLUTION LIMITED**
 Registered office : **1-2-286, Domalguda, Hyderabad, Telanagana, INDIA — 500002**

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on Monday, 30th day of September, 2019 at 11.30 a.m. at 1-2-286, Domalguda, Hyderabad, Telanagana, INDIA — 500002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Approval of financial statements for the year ended 31.03.2019.
2. Appointment of Mr. Ram Prasad Ladi (DIN: 07527805), as Director of the Company.
3. Appointment of Mr. Ram Prasad Ladi (DIN: 07527805), as Independent Director of the Company

Signed thisDay of, 2019

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

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

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 28th Annual General Meeting of BLUE CLOUD SOFTECH SOLUTIONS LIMITED to be held on Monday, 30th September, 2019 at 11.30 a.m. at the registered office of the Company

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____

(In block letters)

Folio No. / Client ID_____

No. of shares held_____

Note:

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

PRINTED MATTER

Regd. Post / Courier

If Undelivered Please returns to:-

BLUE CLOUD SOFTECH SOLUTIONS LIMITED.
1-2-286, Domalguda, Hyderabad - 500004