

BLUSPRING ENTERPRISES LIMITED

CIN: L81100KA2024PLC184648

Registered Office: 3/3/2 Bellandur Gate, Sarjapur Main Road, Bellandur, Bangalore,
Bangalore South, Karnataka, India, 560103Website: www.bluspring.com Email: corporatesecretarial@bluspring.com Phone No.: 080-6105 6001**Dear Shareholders,****Invitation to attend the 1st Annual General Meeting on Tuesday, September 30, 2025, at 03:00 P.M. (IST)**

You are cordially invited to attend the 1st (First) Annual General Meeting (“AGM”) of Bluspring Enterprises Limited (“the Company”) scheduled to be held on Tuesday, September 30, 2025, at 03:00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The Notice of the meeting, containing the businesses to be transacted, is enclosed herewith. The Company is pleased to provide its Shareholders the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

The following outlines the essential particulars of the meeting for your attention:

Sl. No	Particulars	Details
1.	Link for participating in the AGM through VC/OAVM and remote e-voting	www.evotingindia.com
2.	Helpline number/ e-mail address for VC participation and e-voting	E-mail: helpdesk.evoting@cdslindia.com Tel: 1800 21 09911
3.	Cut-off date for Remote e-voting	Tuesday, September 23, 2025
4.	Remote e-voting commencement date	Saturday, September 27, 2025 at 09:00 A.M. (IST)
5.	Remote e-voting end date	Monday, September 29, 2025 at 05:00 P.M. (IST)
6.	Speaker Registration for AGM	Kindly send a request for speaker registration at corporatesecretarial@bluspring.com on or before Thursday, September 25, 2025
7.	Company contact details	E-mail: corporatesecretarial@bluspring.com Tel: +91 080-6105 6001

**By Order of the Board of Directors of
Bluspring Enterprises Limited**

Sd/-

Arjun Makhecha

Company Secretary and Compliance Officer
Membership No. ACS 29253

NOTICE OF THE 1ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 1st (First) Annual General Meeting (“AGM”) of FY 2024-25 of the Shareholders of **BLUSPRING ENTERPRISES LIMITED (“Company”)** will be held on Tuesday, September 30, 2025 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) at 03:00 P.M. (IST) to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider, and adopt the Audited Standalone Financial Statements of the Company for the period ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon:**

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Annual General Meeting ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Shareholders, be and are hereby considered and adopted.”

- 2. To receive, consider and adopt the Audited Consolidated Financial Statements along with the Auditor’s Report of the Company for the period ended March 31, 2025:**

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

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the period ended March 31, 2025, together with the Report of the Auditors thereon, as circulated to the Shareholders, be and are hereby considered and adopted.”

- 3. To appoint Mr. Ajit Isaac (DIN: 00087168) as a Director, liable to retire by rotation and being eligible, offers himself for re-appointment:**

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mr. Ajit Isaac (DIN: 00087168)**, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company.”

- 4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 008072S) as Statutory Auditors of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Deloitte Haskins & Sells, (Firm Registration No. 008072S) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 1st Annual General Meeting until the conclusion of the 6th Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board, or any duly constituted Committee of the Board, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, and to delegate all or any such powers herein to the officials of the Company, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

SPECIAL BUSINESS:

- 5. To appoint M/s. V. Sreedharan & Associates, Company Secretaries (Firm Registration No. P1985KR14800) as Secretarial Auditor of the Company:**

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, if any, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the Shareholders be and is hereby accorded for the appointment of M/s V. Sreedharan & Associates, Company Secretaries (Firm Registration No. P1985KR14800), as Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from Financial Year 2025- 26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), to conduct Secretarial Audit of the Company, and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, and to delegate all or any of its powers herein to the officials of the Company, for giving effect to this resolution and for matters connected therewith, or incidental thereto.”

6. To approve payment of commission to Independent Directors of the Company:

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

“RESOLVED THAT in accordance with the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule V of the Act, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and other applicable provisions including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the Shareholders of the Company be and is hereby accorded for the payment of remuneration by way of commission or otherwise to the Non-Executive Independent Directors of the Company, by way of annual payment for each of the 3 (three) financial years commencing from April 1, 2025, for an amount upto ₹ 10,00,000/- (Rupees Ten Lakhs Only), individually, as the Board of Directors of the Company may determine

based on performance and policy framed for this purpose, provided however that the aggregate commission paid to such Directors in a financial year shall not exceed one percent of the net profits of the Company computed in the manner referred to in Section 198 of the Act, and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the commission or remuneration may be paid to the Independent Directors in accordance with Section 197 of the Act read with Section II of Part II of Schedule V of the Act, and other applicable provisions, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, and to delegate all or any of its powers herein to the officials of the Company, for giving effect to this resolution and for matters connected therewith, or incidental thereto.”

By Order of the Board of Directors of
Bluspring Enterprises Limited

Sd/-
Arjun Makhecha
Date: July 31, 2025
Place: Bengaluru Company Secretary & Compliance Officer
Membership No. ACS 29253

BLUSPRING ENTERPRISES LIMITED

CIN: L81100KA2024PLC184648

Registered Office: 3/3/2 Bellandur Gate, Sarjapur Main Road, Bellandur
Bangalore, Bangalore South, Karnataka, India, 560103

Website: www.bluspring.com Email: corporatesecretarial@bluspring.com

Phone No.: 080-6105 6001

NOTES

1. The Ministry of Corporate Affairs, Government of India ("**MCA**") has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "**MCA Circulars**"), allowed inter-alia the conducting of AGMs through VC/ OAVM facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020.
2. The Securities and Exchange Board of India ("**SEBI**") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/ CIR/2024/133 dated October 3, 2024 ("**SEBI Circular**"), provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"). In compliance with these Circulars, the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Regulations, 2015, the 1st AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of Shareholders at a common venue. The deemed venue for the 1st AGM shall be the registered office of the Company.
3. All documents referred to in the accompanying Notice and the Explanatory Statement are available electronically for inspection without any fees by the Members from the date of circulation of this Notice up to the date of the AGM. The said documents are also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspection may send their request through an email at corporatesecretarial@bluspring.com up to the date of the AGM.
4. An explanatory statement pursuant to Section 102(1) of the Act, stating all material facts and the reasons for the proposal set out in Item No. 4 to 6, is annexed herewith.
5. The relevant details, as set out under Item Nos. 3 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**") in respect of the Director seeking appointment/ reappointment is proposed at 1st AGM are also part of this Notice. Additional Information in respect of the Director are provided as "**Annexure I**" to this Notice.
6. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on its behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars read with the SEBI circulars, through VC/OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
7. The Board of Directors at their meeting held on July 31, 2025 appointed Mr. V Sreedharan, Practicing Company Secretary, partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835), Partner of the same firm as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. Institutional/ Corporate Shareholders are entitled to appoint authorised representatives to attend the 1st AGM through VC/ OAVM and cast their votes through e-voting. Institutional/ Corporate Shareholders are requested to send a scanned copy (PDF format) of the Board Resolution/Power of Attorney/ Authorisation Letter as applicable authorising their representative to attend and vote at the 1st AGM, pursuant to Section 113 of the Act, to corporatesecretarial@bluspring.com or upload at the time of e-voting or send it to the scrutinizer by e-mail at pbk@sreedharancs.com & sree@sreedharancs.com.
9. In the case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting, if not voted through remote e-voting.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the SS-2 issued by the ICSI, Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, 2020 September 25, 2023 and September 19, 2024, the Company is providing facility for remote e-Voting to its Shareholders in respect of the business to be transacted at the AGM and to those Shareholders participating in the AGM, to cast their vote through the e-Voting system during the AGM.
11. For this purpose, please note that Central Depository Services (India) Limited ("**CDSL**") has been engaged to facilitate the participation of the Shareholders in the AGM and to provide e-voting facility (remote e-voting prior to AGM and e-voting during the AGM) for casting the votes electronically on all resolutions set forth in this Notice. The manner and process of e-voting remotely by Shareholders is provided in the instructions for e-voting which forms part of this Notice.

12. Shareholders who have still not registered their email IDs are requested to do so at the earliest. Shareholders holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Shareholders holding shares in physical mode are requested to register their email IDs with the Company by sending an email to Compliance Officer of the Company at corporatesecretarial@bluspring.com and/ or by sending a request to Integrated Registry Management Services Private Limited, Registrar and Share Transfer Agents of the Company through email at bangaloredp@integratedindia.in or contact at 080 23460815. The registered e-mail address will be used for sending future communications.
13. Only bona fide Shareholders of the Company whose names appear on the Register of Shareholders will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-Shareholders from attending the meeting.
14. The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the Shareholders. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Shareholders as on the cut-off date. A person who is not a member on the relevant date should treat this notice for information purposes only.
15. Shareholders seeking any information with regard to financial statements or any matter to be placed at the AGM are requested to write to the Company at corporatesecretarial@bluspring.com on or before Thursday, September 18, 2025. The same will be replied by the Company suitably.
16. In compliance with the aforementioned provisions of the Act and the SEBI Listing Regulations, the Notice of AGM, Annual Report along with login details for joining the AGM through VC/ OAVM facility including e-voting are being sent in electronic mode to Shareholders whose e-mail address is registered with the Company or the Depository Participant(s) or Registrar and Transfer Agent, unless the Shareholders have requested for hard copy of the report by sending a request to the Company at corporatesecretarial@bluspring.com, and providing their Folio No./ DP ID and Client ID. A letter containing the web link and the exact path to access the complete details of the Annual Report is being sent to Shareholders who have not registered their email address with the Company, the Depository Participant(s) or Registrar and Transfer Agent.
17. Shareholders may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website at www.bluspring.com, websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
18. The Company has fixed Tuesday, September 27, 2025, as the cut-off date for determining the eligibility of Shareholders entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 (three) days commencing from Saturday, September 27, 2025, at 09:00 A.M. (IST) to Monday, September 29, 2025, at 05:00 P.M. (IST) (both days inclusive). A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
19. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, permanent account number, mandates, nominations, power of attorney, bank details viz., name of the bank, branch details, bank account number, MICR Code, IFSC Code etc., to their Depository Participants ("DPs") in case the shares are held in electronic form and Integrated Registry Management Services Private Limited ("RTA") in case the shares are held in physical form.
20. In terms of the provisions of Section 72 of the Act, Shareholders are entitled to make nominations in respect of the equity shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Shareholders are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA in case the shares are held in physical form.
21. Subject to the receipt of requisite number of favourable votes, the Resolutions set out in the Notice of AGM shall be deemed to be passed on the date of the Meeting i.e. Tuesday, September 30, 2025.
22. In this Notice and Annexure(s) thereto, the terms "Shareholders" and "Members" are used interchangeably.
23. The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized

e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Shareholders such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bluspring.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and non-individual Shareholders in demat mode.

- (i) The voting period begins on Saturday, September 27, 2025 at 09:00 A.M. (IST) and ends on Monday, September 29, 2025, at 05:00 P.M. (IST) (both days inclusive). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday of September 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' resolutions.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and non-individual Shareholders in demat mode.

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

For Physical Shareholders and other than individual Shareholders holding shares in Demat.	
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Details OR Date demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the shareholder id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Company name i.e. **“Bluspring Enterprises Limited”** on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual Shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; pbk@sreedharancs.com & sree@sreedharancs.com; corporatesecretarial@bluspring.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

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

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

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

1. For Physical Shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat Shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP).**
3. **For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102(1) of the Companies Act, 2013]

Item No. 4

To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 008072S) as the Statutory Auditors of the Company:

The Board of Directors of the Company (“the Board”), at its meeting held on July 31, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Shareholders of the Company, appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S), as Statutory Auditors of the Company. The proposed appointment is for a term of 5 (five) consecutive years from the conclusion of the 1st AGM till the conclusion of the 6th AGM i.e. for the audit period of Financial Year 2025-26 to 2029-30 on payment of such remuneration as may be mutually agreed upon between the Board and the Statutory Auditors, from time to time. The proposed remuneration to be paid to the Statutory Auditors for the FY 2025-26 is ₹ 77,00,000/- (Rupees Seventy-Seven Lakhs only). The said remuneration excludes applicable taxes and out of pocket expenses.

Pursuant to Section 139 of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, the Company has received written consent from M/s. Deloitte Haskins & Sells, and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Deloitte Haskins & Sells, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of the Shareholders.

Item No.5

To appoint M/s. V. Sreedharan & Associates, Company Secretaries (Firm Registration No. P1985KR14800) as the Secretarial Auditor of the Company:

In view of the recent amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Auditor is required to be appointed for a fixed term of five consecutive years in compliance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee and Board of Directors, in its meeting held on July 31, 2025 has recommended the appointment of M/s. V. Sreedharan & Associates, Company Secretaries, a Peer Reviewed Firm, as the Secretarial Auditor of the Company for

a period of 5 (five) consecutive years, commencing from the financial year 2025-26 to financial year 2029-30. The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Mr. Pradeep B Kulkarni, is a fellow Member of the Institute of Company Secretaries of India (FCS 7260 and CP No. 7835 engaged in the practice of the profession of Company Secretary for more than 17+ years. The practicing unit of M/s. V. Sreedharan & Associates is peer reviewed (Peer Review Certificate No. 5543/2024) and also quality reviewed by Quality Review Board constituted under Section 29A of the Company Secretaries Act, 1980.

The Board believes that his experience of conducting Secretarial Audit of other companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The proposed remuneration to be paid to M/s. V. Sreedharan & Associates for secretarial audit services for the financial year ending March 31, 2026, is ₹ 2,65,000/- (Rupees Two Lakhs and Sixty Five Thousand Only) plus applicable taxes and out-of-pocket expenses.

Besides the secretarial audit services, the Company may also obtain certifications from M/s. V. Sreedharan & Associates under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

Accordingly, the Board recommends the resolution mentioned at Item No. 5 of the accompanying notice for the approval by the Shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their respective relatives, is in any way, concerned or interested, in the resolution set out at Item No. 5 of the accompanying notice.

Item No.6

To approve payment of commission to the Independent Directors of the Company:

In terms of Regulation 17(6)(a) of the Listing Regulations, approval of the Shareholders in a general meeting is required for payment of all compensation to the Non-Executive Independent Directors. Further, as per section 197(1) of the Act, the remuneration payable to Directors who are neither managing directors nor whole-time directors shall not exceed

one percent of the net profits of the Company as per Section 198 of the Act in any financial year.

In the event of any loss, absence or inadequacy of the profits of the Company in any financial year, the commission may be paid to Non-Executive Independent Directors in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Section II of Part II of Schedule V of the Companies Act, 2013, and other applicable provisions, if any. Accordingly, approval of the Shareholders by special resolution is required for payment of remuneration by way of commission to the Non-Executive Independent Directors.

The Board at its meeting held on July 31, 2025 had approved and recommended the payment of commission not exceeding ₹ 10,00,000/- (Rupees Ten Lakhs Only) per Independent Director for a period of 3 (three) years commencing from the FY 2025-26 upto 2027-28. The Board of Directors of the Company may determine to pay commission based on the performance and policy framed for this purpose, provided however that the aggregate commission paid to such Directors in a financial year shall not exceed one percent of the net profits of the Company computed in the manner referred to in Section 198 of the Act.

As required under the Act, approval of the Shareholders is sought for payment of commission to the Non-Executive Independent Directors by way of a special resolution as set out at Item No. 6 to the Notice.

Details required under Section II of Part II of Schedule V of the Companies Act, 2013, are provided as '**Annexure II**' to the Notice.

Except the Independent Directors, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

By Order of the Board of Directors of
BLUSPRING ENTERPRISES LIMITED

Date: July 31, 2025
Place: Bengaluru

Sd/-
Arjun Makhecha
Company Secretary &
Compliance Officer
Membership No. ACS 29253

BLUSPRING ENTERPRISES LIMITED

CIN: L81100KA2024PLC184648

Registered Office: 3/3/2 Bellandur Gate, Sarjapur Main Road, Bellandur
Bangalore, Bangalore South, Karnataka, India, 560103

Website: www.bluspring.com Email: corporatesecretarial@bluspring.com

Phone No.: 080-6105 6001

ANNEXURE I

Additional information of Director seeking appointment/ reappointment, in pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings (SS-2):

Name of Director	Mr. Ajit Abraham Isaac
Age	58
Date of First Appointment	March 28, 2025
Qualifications	Mr. Isaac holds a Master's from the Madras University and is a British Chevening Scholar from the University of Leeds, UK.
Experience and Expertise in specific functional areas	Mr. Ajit Isaac, the founder of Quess Corp, is an entrepreneur who over a period of 20 years, has been involved in creating market-leading enterprises in the business services sector in India. At Quess, and under his leadership, the Company is now a 5,67,000+ strong family, with ~US\$ 2.3 billion in revenues, and has accelerated the transition of informal jobs to formal platforms, helping bring financial and social security to many not-so-privileged sections of Indian Society. His initiatives in transformative deals, with a focus on operational efficiency and business development, has helped Quess scale rapidly. Socially committed, he set up Care Works Foundation, which today supports over 17,000+ students across 75 schools. His strong social commitment to the larger cause is demonstrated in the partnership with the Indian Institute of Science (IISc), Bangalore to set up The Isaac Centre of Public Health (ICPH).
Directorship and Membership of Committees of the Board held in other listed companies	<p>Directorship:</p> <ol style="list-style-type: none"> 1. Quess Corp Limited 2. Alldigi Tech Limited 3. Digitide Solutions Limited <p>Membership:</p> <p>Member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Risk Management & ESG Committee of Quess Corp Limited</p> <p>Chairman of Stakeholders Relationship Committee, Corporate Social Responsibility Committee of Alldigi Tech Limited</p> <p>Member of Nomination and Remuneration Committee and Risk Management Committee of Alldigi Tech Limited</p> <p>Member of Nomination and Remuneration Committee of Digitide Solutions Limited</p>
Directorships held in other public limited companies	Nil
Listed entities from which he has resigned in the past three years	Nil
Remuneration proposed to be paid (Including sitting fees, if any)	Nil
Relationship with other Directors and Key Managerial Personnel	Nil
Shareholding in the Company including shareholding as a beneficial owner as on date of the Notice	1,97,81,135
Number of meetings of the Board attended during FY 2024-25	2 (two)
Terms and conditions of appointment	As per the resolution set out at Item No. 3 of this Notice read with statement pursuant to Section 102 of the Act.

Based on the terms of appointment, Mr. Ajit Isaac, Non-Executive Chairman, who was appointed on March 28, 2025 is liable to retire at the ensuing AGM, being eligible, seeks re-appointment.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment to the Shareholders of the Company as on Ordinary Resolution.

ANNEXURE II

Information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information:

Particulars	Details																								
Nature of industry	The Company is one of India's leading infrastructure management company offering a comprehensive range of solutions, including integrated facility management, security services (both manned guarding and technology-based security), food catering services, telecom network services, and industrial asset management. In addition to its core services, the Company holds an investment in foundit, an AI-driven platform focused on white-collar job placement and candidate services, further extending its footprint into the digital workforce solutions space.																								
Date or expected date of commencement of commercial production	Pursuant to the Composite Scheme of Arrangement with respect to the demerger of Qess Corp Limited (" QCL ") by way of transfer of Demerged Undertaking 2 into the Company which was approved vide order passed by the Hon'ble National Company Law Tribunal, Bengaluru bench on March 04, 2025 and effective from March 31, 2025 (" Demerger Scheme "), the Company began operations and business as an independent entity from the FY 2025-26 onwards.																								
In case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not applicable																								
Financial performance based on the given indicators	<p>Standalone Financial Performance</p> <p style="text-align: right;">(in million)</p> <table> <tr> <th>Particulars</th><th>FY 2024-25</th></tr> <tr> <td>Revenue from operations and Other income</td><td>23,342.96</td></tr> <tr> <td>Total expenses</td><td>23,209.00</td></tr> <tr> <td>Profit /loss before exceptional items and tax</td><td>133.96</td></tr> <tr> <td>Profit /loss before tax</td><td>(810.25)</td></tr> <tr> <td>Profit/loss after tax</td><td>(824.78)</td></tr> </table> <p>Consolidated Financial Performance</p> <p style="text-align: right;">(in million)</p> <table> <tr> <th>Particulars</th><th>FY 2024-25</th></tr> <tr> <td>Revenue from operations and Other income</td><td>34,886.86</td></tr> <tr> <td>Total expenses</td><td>34,903.19</td></tr> <tr> <td>Profit /loss before exceptional items and tax</td><td>(16.33)</td></tr> <tr> <td>Profit/loss before tax</td><td>(1,696.60)</td></tr> <tr> <td>Profit/loss after tax</td><td>(1,791.22)</td></tr> </table>	Particulars	FY 2024-25	Revenue from operations and Other income	23,342.96	Total expenses	23,209.00	Profit /loss before exceptional items and tax	133.96	Profit /loss before tax	(810.25)	Profit/loss after tax	(824.78)	Particulars	FY 2024-25	Revenue from operations and Other income	34,886.86	Total expenses	34,903.19	Profit /loss before exceptional items and tax	(16.33)	Profit/loss before tax	(1,696.60)	Profit/loss after tax	(1,791.22)
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Profit/loss before tax	(1,696.60)																								
Profit/loss after tax	(1,791.22)																								
Foreign investments or collaborations, if any.	The Company does not have any foreign collaborations as on March 31, 2025.																								

II. Information about the Directors:

Particulars	Mr. Sanjay Anandaram	Mr. N. Suresh Krishnan
Background details	Mr. Sanjay Anandaram holds a Bachelor degree in Electrical Engineering from Kolkata's Jadavpur University and a Post Graduate Diploma in Management from the Indian Institute of Management, Bengaluru.	Mr. N. Suresh Krishnan, graduated BE, MS, Chemical Engineering, Economics at Birla Institute of Technology and Science, Pilani.
Past remuneration	Sitting Fees of ₹ 1,00,000/- per Board Meeting and ₹ 50,000/- per Committee Meeting.	Sitting Fees of ₹ 1,00,000/- per Board Meeting and ₹ 50,000/- per Committee Meeting.
Recognition or awards	<p>Sanjay has spent over 30 years as a corporate executive, investor, early stage venture capitalist, teacher and advisor to funds and entrepreneurs. He has significant experience in M&As and funding startups. Sanjay has written extensively in online and offline publications including The Wall Street Journal and The Financial Express. He often shares his knowledge with students and corporate executives from various countries on innovation and entrepreneurship and has been a visiting faculty at Singapore campus of France's INSEAD business school. He is a mentor and board member of Sattva, a leading impact consulting firm including ESG.</p> <p>He is a co-founder of NICE (Network of Indian Cultural Enterprises), a non-profit company, that seeks to create Indian soft power through entrepreneurial ventures based on indigenous Indian practices and knowhow. In 2016, he authored "Startup Mantras" a collection of 100 distilled insights for entrepreneurs and managers. He cofounded Neta, a Silicon Valley VC backed software company, that became a part of Infoseek/ Disney. He was a founding partner of JumpStart-Up, a US\$ 45 million early stage US-India cross border VC fund that invested in technology businesses.</p> <p>Early in his career, he spent several years with Wipro in India and overseas where he established several new business initiatives for the company. He is an Executive Board Member of Modular Open Source Identity Platform. He is a Governing body member of TiE Bengaluru and leads the digital diplomacy initiative at ISPIRT, a not for profit technology think-tank, and is associated with several venture funds and innovative companies.</p>	

Job profile and his suitability	<p>The Board and the Company will benefit from his experience and expertise in the fields of Corporate strategy & Capital allocation, Corporate and Board Governance, Global Business Management, Service Business Management, Technology-led transformation, Finance and Risk Management Professional and Environmental, Sustainability and Governance.</p> <p>Mr. Suresh has been in leadership roles in the Indian Fertiliser Sector for over two decades. He is the current Managing Director of Paradeep Phosphates Limited, Chairman of Fertilizer Association of India (FAI) and is a member of the Boards of Directors of International Fertilizer Association (IFA) as well as Zuari Maroc Phosphates Pvt Ltd (ZMPPL).</p> <p>Mr. Krishnan has been associated with Fertiliser, Energy, Sugar and Cement sectors in a career spanning over 35 years. His corporate experience traverses manufacturing, corporate finance & restructuring, corporate strategy, projects planning & execution, operations, business development and mergers & acquisitions. In the past, he has served as the MD & CEO of Zuari Agro Chemicals Ltd (ZACL), Mangalore Chemicals & Fertilizers Limited (MCFL) and Zuari Industries Limited (ZIL).</p> <p>Widely acknowledged for his leadership, vision and commitment, Mr. Krishnan is an active proponent of resource efficient agriculture.</p>
Remuneration proposed	<p>Payment of remuneration to the Independent Directors by way of commission of ₹ 10,00,000 (Rupees Ten Lakhs only) for a period of 3 (three) years w.e.f. April 01, 2025, not exceeding 1% p.a. of the net profit of the Company, in accordance with the applicable provisions of the Companies Act, 2013. In the event of any loss, absence, or inadequacy of the profits of the Company in any financial year, remuneration in the form of commission may be paid to Independent Directors in terms of Section II of Part II of Schedule V of the Companies Act, 2013.</p>
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Considering the size of the Company, the profile of the Directors, their responsibilities, and the area of their expertise, the remuneration is in line with remuneration drawn for similar positions in companies of similar scale and size.</p>
Pecuniary relationship directly or indirectly with the Company, or relation with the managerial personnel, if any	<p>Except, receipt of commission and sitting fees, there are no other pecuniary relationships or transactions by Non-Executive Independent Directors with the Company.</p>

Particulars	Ms. Srivathsala Kanchi Nandagopal	Mr. Dinkar Gupta
Background details	Ms. Srivathsala is a certified financial planner and an accounting technician from the Institute of Chartered Accountant of India and also holds a Master's degree in Commerce from the Bangalore University.	Mr. Dinkar Gupta is an Indian Police Service (IPS) Officer of the 1987 batch of the Punjab cadre and has more than 30+ year of experience in security domain. He was the Director General of the National Investigation Agency (NIA), the premier counter-terror agency of India, from June 2022 to March 2024. Earlier, he led the Punjab Police as its Director-General of Police (DGP) for over 2.5 years from 2019-2021.
Past remuneration	Sitting Fees of ₹ 1,00,000/- per Board Meeting and ₹ 50,000/- per Committee Meeting.	Nil
Recognition or awards	<p>Ms. Srivathsala is a member of the Board of Campus Fund (a Venture Capital fund). Campus Fund (CF) is India's first and only SEBI registered Category II fund that invests exclusively in student-led startups. It is backed by leading global institutions and powered by students.</p> <p>Ms. Srivathsala is also recipient of "Dhee Shakthi" Award at the State level Women's' Conference by Akhila Karnataka Brahmana Mahasabha. The event was held on January 7, 2024 in Bangalore. This recognition was for being a successful entrepreneur. The award was conferred on 30 women achievers in various fields across the state.</p>	Mr. Gupta was part of the fight against the terrorist movement in Punjab in the eighties and early nineties as a young Superintendent of Police, for which he was decorated with the Police Medal for Gallantry in 1992 and the Bar to 'Police Medal for Gallantry' in 1994 by the President of India. Shri Gupta is also a recipient of President's Police Medal for Meritorious Service (2003) and President's Police Medal for Distinguished Service (2011).
Job profile and his suitability	<p>Ms. Srivathsala is an entrepreneur, strategic business advisor, financial planner, active angel investor and start-up expert. She has successfully founded five organisations.</p> <p>She is a mentor at Prahlad Kakkar's Institute of Branding and Entrepreneurship, and IIT Bombay and Kharagpur, and a member of the Investment Committee at IIM Visakhapatnam. She has been engaging with students and entrepreneurs at various levels on financial planning and entrepreneurship.</p>	<p>Mr. Dinkar Gupta is an Indian Police Service (IPS) Officer of the 1987 batch of the Punjab cadre and has more than 30+ year of experience in security domain. He was the Director General of the National Investigation Agency (NIA), the premier counter-terror agency of India, from June 2022 to March 2024. Earlier, he led the Punjab Police as its Director-General of Police (DGP) for over 2.5 years from 2019-2021.</p> <p>Mr. Gupta served in the Intelligence Bureau for over 8 years from 2004 to 2012. Later, he headed the Intelligence Wing of Punjab as Director General Intelligence, which included the direct oversight of the Counter-Terrorist Squad and Organised Crime Control Unit for about 2 years. He's also credited with smashing the narco-terrorism network in Punjab.</p> <p>He represented India at an Interpol Conference on International Terrorism in 1996. In 1999, he was awarded the British Chevening Gurukul Scholarship at the London School of Economics, UK. In January 2001, he was invited by the American University as well as George Washington University in Washington DC, to design and teach a course titled 'Governments under Siege: Understanding Terrorism and Terrorists'. He has also been a Executive-in-Residence at the School of International Service, American University, in 2000-2001.</p>

Particulars	Ms. Srivathsala Kanchi Nandagopal	Mr. Dinkar Gupta
Remuneration proposed	Payment of remuneration to the Independent Directors by way of commission of ₹ 10,00,000/- (Rupees Ten Lakhs only) for a period of 3 (three) years w.e.f. April 01, 2025, not exceeding 1% p.a. of the net profit of the Company, in accordance with the applicable provisions of the Companies Act, 2013. In the event of any loss, absence, or inadequacy of the profits of the Company in any financial year, remuneration in the form of commission may be paid to Independent Directors in terms of Section II of Part II of Schedule V of the Companies Act, 2013.	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, the profile of the Directors, their responsibilities, and the area of their expertise, the remuneration is in line with remuneration drawn for similar positions in companies of similar scale and size.	
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any	Except, receipt of commission and sitting fees, there are no other pecuniary relationships or transactions by Non-Executive Independent Directors with the Company.	

III. Other Information

Particulars	Details
Reasons for loss or inadequate profits	The Company intends to pay commission up to 1% p.a. of net profits only. However, minimum remuneration in the event of inadequate profits is being proposed as an abundant caution.
Steps taken or proposed to be taken for improvement	
Expected increase in productivity and profits in measurable terms	

IV. Disclosures

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013, are disclosed in the Corporate Governance report to the extent applicable.