

BLUSPRING ENTERPRISES LIMITED

CIN: U81100KA2024PLC184648

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

NOTICE OF THE 2nd EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 2nd (Second) Extra Ordinary General Meeting of the Members of **BLUSPRING ENTERPRISES LIMITED (“Company”)** will be held on Friday, 18th Day of July, 2025 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) at 3:00 P.M. (IST) to transact the following businesses:

SPECIAL BUSINESS:

ITEM – 1

To appoint Mr. Dinkar Gupta (DIN: 07674724) as an Independent Director of the Company for a period of five years:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force and upon recommendation of Nomination and Remuneration Committee, Mr. Dinkar Gupta (DIN: 07674724), who was appointed as an Additional Director, in the category of Non-Executive Independent Director of the Company by the Board of Directors w.e.f. April 21, 2025 and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the rules made thereunder and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from the date of appointment i.e. from April 21, 2025 to the end of April 20, 2030.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may consider expedient and necessary in this regard.”

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ITEM – 2

To appoint Mr. Gopalakrishnan Soundarajan (DIN: 05242795) as a Non-Executive Director, liable to retire by rotation:

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

“RESOLVED THAT pursuant to the provisions of Section 152, 160 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Gopalakrishnan Soundarajan (DIN: 05242795), who was appointed as an Additional Director in the category of Non-Executive Director of the Company by the Board of Directors w.e.f. April 21, 2025, who is eligible for appointment and has consented to act as a Director of the Company, and who holds office till the next Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director, liable to retire by rotation.”

RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may consider expedient and necessary in this regard.”

**By Order of the Board of Directors of
BLUSPRING ENTERPRISES LIMITED**

Sd/-

Date: June 23, 2025
Place: Bengaluru

Arjun Makhecha
Company Secretary & Compliance Officer

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out material facts concerning the business under Item Nos. 1 to 2 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are also annexed.
2. This EGM is being convened in compliance with applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”); the General Circular No. 14/2020 dated 8th April 2020; General Circular No.17/2020 dated 13th April 2020; General Circular No. 20/2020 5th May 2020; General Circular No. 02/2021 dated 13th January, 2021; General Circular No. 02/2022 dated 05th May, 2022, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA)

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and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.

3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of this EGM.
4. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The Board has appointed Mr. V. Sreedharan (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, (FCS 7260; CP 7835), Practicing Company Secretaries and Partners of M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru, (“the Scrutinizers”) for conducting the EGM and remote e-voting process fairly and transparently.
7. Institutional Members/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer at pbk@sreedharancs.com & sree@sreedharancs.com, and the Company at corporatesecretarial@bluspring.com. It is also requested to upload the same in the e-voting module in their login.
8. Members are requested to send all communications relating to shares, change of address, bank details, email address, etc. to the RTA at the following address: Integrated Registry Management Services Private Limited, No 30 Ramana Residency, 4th Cross Sampige Road, Malleswaram, Bengaluru - 560 003. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.
9. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the EGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening the EGM are also available on the Company’s website www.bluspring.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com.
10. The Members may join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

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11. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days i.e Monday to Friday between 11:00 a.m. and 01:00 p.m. up to the date of the Extra Ordinary General Meeting.
13. The Members, seeking any information with regard to any matter to be placed at the EGM, 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 Directors are interested maintained under Section 189 of the Act are requested to write to the Company on or before 18th July, 2025 through email on corporatesecretarial@bluspring.com. The same will be replied by/on behalf of the Company suitably in due course of time.
14. Members holding shares either in physical form or in dematerialized form, as on Friday, 11th July, 2025 i.e. cut-off date, who would like to express their views or ask questions during the EGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at corporatesecretarial@bluspring.com or by sending an application for the same at the Registered Office of the Company situated at 3/3/2 Bellandur Gate, Sarjapur Main Road, Bellandur, Bangalore, Bangalore South, Karnataka, India, 560103 on or before 16th July, 2025. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
15. Since the EGM is proposed to be held through VC/ OAVM, no road map of the location for the venue of the EGM is attached herewith.

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 Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM 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 EGM 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 EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- (i) The voting period begins on July 15, 2025 at 9:00 a.m. and ends on July 17, 2025 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday of July 11, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members 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 Members, in respect of all Members' resolutions.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual Members 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 Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Members	Login Method
Individual Members 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 Members 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

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	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 ‘Member/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.
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members 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 Members holding securities in Demat mode with NSDL	Members 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 Members holding shares in physical mode and non-individual Members in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for **Physical Members and Members other than individual holding in Demat form.**
- 1) The Members should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Members” 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. Members 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.

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6) If you are a first-time user follow the steps given below:

	For Physical Members and other than individual Members holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> Members 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 Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For Members 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.

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- (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 Members and Custodians –For Remote Voting only.**
 - Non-Individual Members (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 Members 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 MEMBERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further Members 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. Members 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 Members who do not wish to speak during the EGM 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 Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those Members, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the Members through the e-voting available during the EGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

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

1. For Physical Members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy

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of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat Members -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat Members – 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 EGM & 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 provisions of Section 102(1) of the Companies Act, 2013]

Item No. 1

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Dinkar Gupta (DIN: 07674724), in its meeting held on April 21, 2025 as an Additional Director of the Company in the category of Non-Executive Independent Director and approved the appointment for a period of 5 years effective from April 21, 2025, subject to approval of Members of the Company.

As per the provisions of Section 161(1) of the Act, he holds office up to the date of next Annual General Meeting of the Company, and are eligible for appointment as an Independent Directors to hold office for a term of 5 (five) consecutive years. In terms of Section 152 of the Act, he is not liable to retire by rotation. His brief profile forms a part of this Notice for reference of Members.

The Company has received the following declarations from the director: -

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) Notice of interest in Form MBP-1 in terms of Section 184(1), and other applicable provisions of the Companies Act, 2013.
- (iv) Declarations to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties.

The terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

He does not hold any equity shares in the Company. He is not related to any of the Directors of the Company. The directorships held by him are within the limits prescribed under Section 165 of the Act.

The disclosures relating to them, as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to the Notice.

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Pursuant to the BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, we hereby affirm that the aforementioned Director is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India order or any other such authority.

The Board based on the recommendation of the NRC recommends the Special resolution as set out in Item No. 1 of this notice for approval of Members.

Except the Director concerned, whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution, by virtue of their directorship and to the extent of their shareholding in the Company.

Additional information of Director seeking Appointment, 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. Dinkar Gupta
Age	61
Date of First Appointment	April 21, 2025
Qualifications	Mr. Gupta is a Commerce graduate with a Master's degree in Police Administration
Experience and Expertise in specific functional areas	<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 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).</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</p>

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	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.
Directorship and Membership of Committees of the Board held in other listed companies	Directorship - Nil Membership - Nil
Directorships held in other public limited companies	Nil
Remuneration proposed to be paid (Including sitting fees, if any)	Sitting Fees of Rs. 1,00,000 per Board Meeting and Rs. 50,000 per Committee Meeting.
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	0
Number of meetings of the Board attended during FY 2024-25	Nil
Terms and conditions of appointment	As per the resolution set out at Item No. 1 of this Notice read with statement pursuant to Section 102 of the Act.

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ITEM No. 2

The Board of Directors appointed Mr. Gopalakrishnan Soundarajan (DIN:05242795) as an Additional Director of the Company in the category of Non-Executive Non-Independent Director with effect from April 21, 2025. As per the provisions of Section 161(1) of the Act, he holds office up to the date of next Annual General Meeting of the Company, and is eligible for appointment as a Director, who will be liable to retire by rotation.

On the basis of recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on April 21, 2025 appointed Mr. Gopalakrishnan Soundarajan (DIN: 05242795), as Director liable to retire by rotation in the category of Non-Executive Non-Independent Director with effect from April 21, 2025. His brief profile forms a part of this Notice for reference of Members.

The Company has received the following declarations from the Director: -

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) Notice of interest in Form MBP-1 in terms of Section 184(1), and other applicable provisions of the Companies Act, 2013.

Except the Director concerned, whose appointment is proposed, none of the other Directors or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution, by virtue of their directorship and to the extent of their shareholding in the Company.

The Board based on the recommendation of the NRC recommends the Ordinary resolution as set out in Item No. 2 of this notice for the approval of Members.

Additional information of Director seeking Appointment, 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. Gopalakrishnan Soundarajan
Age	63
Date of First Appointment	April 21, 2025
Qualifications	Mr. Gopal is a Bachelor of Commerce from the University of Madras, is a member of the Institute of Chartered Accountants of India and is a Qualified Chartered Financial Analyst and Member of the CFA Institute in the US.
Experience and Expertise in	Mr. Gopal Soundarajan is a Managing Director at Hamblin Watsa Investment Counsel. He has leadership experience in handling financial

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specific functional areas	<p>management of various enterprises. He has an incisive ability to identify as well as address resolutions at organizations exposed to financial and business risks including exposure to legal and regulatory vagaries. Mr. Soundarajan also brings with him immense experience in corporate business strategy and capital allocation, a knowledge so useful in today's environment where maximization of member value is of utmost concern.</p> <p>Before joining Hamblin Watsa, Gopal was the Chief Investment Officer at ICICI Lombard, the largest private sector property and casualty insurance company in India. He held that position for 18 years and was a member of the insurer's investment committee as well.</p>
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. Go Digit General Insurance Limited 3. IIFL Finance Limited 4. Thomas Cook (India) Limited 5. Digitide Solutions Limited <p>Membership:</p> <p>Member of Audit Committee of Quess Corp Limited</p> <p>Member of Audit Committee, Stakeholder Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of Go Digit General Insurance Limited.</p>
Directorships held in other public limited companies	<p>Directorship:</p> <ol style="list-style-type: none"> 1. Go Digit Life Insurance Limited 2. Anchorage Infrastructure Investments Holdings Limited 3. Bangalore International Airport limited
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	Nil

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shareholding as a beneficial owner as on date of the Notice	
Number of meetings of the Board attended during FY 2024-25	Nil
Terms and conditions of appointment	As per the resolution set out at Item No. 2 of this Notice read with statement pursuant to Section 102 of the Act.

Date: June 23, 2025
Place: Bengaluru

**By Order of the Board of Directors of
BLUSPRING ENTERPRISES LIMITED**
Sd/-
Arjun Makhecha
Company Secretary & Compliance Officer