

Date: March 23, 2026

To,

**BSE Limited,**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, PJ Towers,  
Dalal Street, Mumbai – 400 001  
**Scrip Code: 544414**

**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra- Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**NSE Symbol: BLUSPRING**

**Dear Sir/ Madam,**

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice.**

Please find enclosed the Postal Ballot Notice dated February 3, 2026 ('Notice') to seek approval of the Shareholders for the following resolutions:

S.No.	Resolution seeking approvals of Shareholders through Postal Ballot	Type of Resolution
1.	To consider and approve the 'Bluspring Enterprises Limited – Employee Stock Option Scheme 2026'	Special
2.	To approve the grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under 'Bluspring Enterprises Limited – Employee Stock Option Scheme 2026'	Special
3.	To consider and approve secondary acquisition of shares through Trust route for the implementation of 'Bluspring Enterprises Limited – Employee Stock Option Scheme 2026'	Special
4.	To consider and approve provision of money by the Company for purchase of its own Shares by the Trust under the 'Bluspring Enterprises Limited – Employee Stock Option Scheme 2026'	Special
5.	Approval of grant of employee stock options under 'Bluspring Enterprises Limited – Employee Stock Option Scheme 2026' equal or more than 1% of Issued Capital to the identified employees	Special

In accordance with the provisions of MCA circulars, the Notice is being sent through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories and Integrated Registry Management Services Private Limited, Registrar & Share Transfer Agent as on the cut-off date, i.e., Friday, March 20, 2026, seeking their approval as set out in the Notice.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, March 25, 2026 and ends at 5.00 p.m. (IST) on Thursday, April 23, 2026.

The above information will also be available on the website of the Company at [www.bluspring.com](http://www.bluspring.com).

Request you to please take the same on record.

Thanking You.

Yours sincerely,

For **Bluspring Enterprises Limited**

**Arjun Sunil Makhecha**  
**Company Secretary & Compliance Officer**  
**Membership no. ACS 29253**

**Encl: as above**

**Bluspring Enterprises Limited**

**Registered Office Address: 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru – 560103, Karnataka**  
**Tel: 080-6105 6001 | E-mail: corporatesecretarial@bluspring.com | CIN: L81100KA2024PLC184648**

**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](http://www.bluspring.com)**

**Email – [corporatesecretarial@bluspring.com](mailto:corporatesecretarial@bluspring.com) Phone No.: 080-6105 6001**

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**POSTAL BALLOT NOTICE**

**Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014**

**Notice** is hereby given pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars and the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as **“MCA Circulars”**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking consent of the Shareholders, to pass the proposed resolutions appended below through Postal Ballot by way of voting through electronic means (**“remote e-voting”**). Communication of assent or dissent of the Shareholders would take place only through the remote e-voting system.

The Board has appointed Mr. B. Hemanth, (FCS 6374; CP 6519) Practicing Company Secretary & Partner, of M/s. Hemanth, Holla & Co, Bengaluru, (**“the Scrutinizer”**) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The remote e-voting period commences from 9:00 a.m. (IST) on Wednesday, March 25, 2026 and ends at 5:00 p.m. (IST) on Thursday, April 23, 2026. The e-voting module shall be disabled by Central Depository Services (India) Limited **“CDSL”** for voting thereafter.

The Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before Monday, April 27, 2026. The said results would be intimated to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website, [www.bluspring.com](http://www.bluspring.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com)

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be on Thursday, April 23, 2026, viz. last date specified by the Company for e-voting.

Consent of the Shareholders is hereby sought for the proposals contained in the resolutions appended below. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions, is annexed to this Postal Ballot Notice for Shareholders consideration.

**SPECIAL BUSINESS:**

**1. To consider and approve the ‘Bluspring Enterprises Limited – Employee Stock Option Scheme 2026’**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the Shareholders of the Company be and is hereby accorded to the introduction of the ‘**Bluspring Enterprises Limited – Employee Stock Option Scheme 2026**’ (“**ESOS 2026**” or “**Scheme**”) and implementation through an irrevocable employee welfare trust namely ‘Bluspring ESOP Trust’ (“**Trust**”) to be set-up by the Company, the salient features of which are furnished in the Explanatory Statement annexed to this Notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 54,34,300 (Fifty Four Lakhs Thirty Four Thousand and Three Hundred only) employee stock options (“**Options**”) to the eligible employees of the Company, exclusively working in India or outside, as determined in terms of the Scheme, exercisable into not more than 54,34,300 (Fifty Four Lakhs Thirty Four Thousand and Three Hundred only) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up (“**Shares**”), to be sourced from the primary issuance and/ or secondary acquisition by the Trust, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Shares as specified hereinabove shall be transferred by the Trust to the grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank *pari passu* in all respects with the then existing Shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and Shares specified above shall be deemed to be increased to the extent of such additional Options granted.

**RESOLVED FURTHER THAT** in case the Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

**RESOLVED FURTHER THAT** the Company and the Trust shall ensure compliance of the provisions of the SBEB Regulations, Companies Act, 2013 and rules made thereunder and all other applicable laws at all times in connection with holding and dealing in the Shares of the Company including but not limited to accounting policies, maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the Shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.

**2. To approve the grant of employee stock options to the eligible employees of the subsidiary company(ies) of the Company under ‘Bluspring Enterprises Limited – Employee Stock Option Scheme 2026’:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (**“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR Regulations”**), the relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the Shareholders’ of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (**“Options”**) under the ‘Bluspring Enterprises Limited – Employee Stock Option Scheme 2026’ (**“ESOS 2026” or “Scheme”**), to the eligible employees of the subsidiary company(ies) of the Company, exclusively working in India or outside India, subject to their eligibility as may be determined under the ESOS 2026, which shall be within the ceiling of total number of Options and equity shares, as specified in the ESOS 2026 along with such other terms and in such manner, in accordance with the provisions of the applicable law and the provisions of the ESOS 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution.”

**3. To consider and approve secondary acquisition of shares through Trust route for the implementation of ‘Bluspring Enterprises Limited – Employee Stock Option Scheme 2026’**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and 67(3)(b) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (**“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“LODR Regulations”**), the relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to further such other

approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, consent of the Shareholders be and is hereby accorded to acquire not exceeding 54,34,300 (Fifty Four Lakhs Thirty Four Thousand and Three Hundred only) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up (“**Shares**”), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of ‘Bluspring Enterprises Limited – Employee Stock Option Scheme 2026’ (“**ESOS 2026**” or “**Scheme**”), through an irrevocable employee welfare trust namely ‘Bluspring ESOP Trust’ (“**Trust**”) to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws and statutory limits.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

**RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution.”

**4. To consider and approve provision of money by the Company for purchase of its own Shares by the Trust under the ‘Bluspring Enterprises Limited – Employee Stock Option Scheme 2026’**

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

“**RESOLVED THAT** pursuant to the provisions of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance/frequently asked questions issued thereunder, as amended from time to time (“**SBEB**

**Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**LODR Regulations**”), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Shareholders be and is hereby accorded by authorizing the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely ‘Bluspring ESOP Trust’ (“**Trust**”) to be set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each fully paid-up (“**Shares**”), by way of primary issuance and/ or secondary acquisition, for implementation of ‘Bluspring Enterprises Limited – Employee Stock Option Scheme 2026’ (“**ESOS 2026**” or “**Scheme**”).

**RESOLVED FURTHER THAT** the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SBEB Regulations.

**RESOLVED FURTHER THAT** the loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

**RESOLVED FURTHER THAT** subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution.”

**5. Approval of grant of employee stock options under ‘Bluspring Enterprises Limited – Employee Stock Option Scheme 2026’ equal or more than 1% of Issued Capital to the identified employees**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all

circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the relevant provisions of Memorandum of Association and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the Shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “**Board**” which shall deem to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (“**Options**”) under ‘**Bluspring Enterprises Limited – Employee Stock Option Scheme 2026**’ (“**ESOS 2026**”/ “**Scheme**”), exercisable into such number of equity shares of face value Rs. 10/- (Rupees Ten Only) each fully paid up in the Company, which maybe equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options to Mr. Kamal Pal Hoda, CEO & Executive Director (DIN: 09808793) on such terms and conditions as may be determined in accordance with the provisions of the Scheme and in due compliance with the applicable laws and regulations including SBEB Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution.”

**Place: Bengaluru**  
**Date: February 3, 2026**

**By Order of the Board of Directors**  
**For Bluspring Enterprises Limited**  
**Sd/-**  
**Arjun Sunil Makhecha**  
**Company Secretary & Compliance Officer**

Registered Office:  
3/3/2, Bellandur Gate,  
Sarjapur Main Road, Bengaluru 560103  
CIN: L81100KA2024PLC184648  
Website: [www.bluspring.com](http://www.bluspring.com);  
Email: [corporatesecretarial@bluspring.com](mailto:corporatesecretarial@bluspring.com)  
Tel No.: 080- 6105 6001

## NOTES:

1. Statement pursuant to Sections 102 and 110 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the proposals set out under the Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to those Shareholders, whose names appear in the Register of Shareholders/list of Beneficial Owners as on Friday, March 20, 2026 (Cut-off date) and whose e-mail addresses are registered with the Company/Depositories.
3. Shareholders may note that the Postal Ballot Notice will also be available on the website of the Company at [www.bluspring.com](http://www.bluspring.com) and on the websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
4. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the Shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. Shareholders can vote only through Remote E-voting and are requested to read the instructions given under the Notes to this Postal Ballot Notice. Shareholders whose names appear in the Register of Shareholders/List of Beneficial Owners as on Friday, March 20, 2026 i.e. Cut-off Date, will be considered for the purpose of e-voting. Kindly note that physical copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Shareholders.
5. The voting rights for equity shares is 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 Friday, March 20, 2026 i.e. Cut-off Date. A person who is not a Shareholder on the relevant date should treat this Notice for information purpose only.
6. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Rules, this Postal Ballot Notice is being sent by email to those Shareholders who have registered their e-mail address with Depository Participants (DP).
7. The Postal Ballot Notice will be published in Financial Express and Hosadigantha and the same will be uploaded on the websites [www.bluspring.com](http://www.bluspring.com).
8. In compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at their meeting held on February 3, 2026 has appointed Mr. B Hemanth, (FCS 6374; CP 6519) Practicing Company Secretary & Partner, of M/s. Hemanth, Holla & Co, Bengaluru, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner and in accordance with the said rules. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final.

9. The vote in this Postal Ballot cannot be exercised through proxy. Non-individual Shareholders (i.e., Institutional / Corporate Shareholders) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at [hemanth@bhemantha.com](mailto:hemanth@bhemantha.com).
10. The remote e-voting period shall commence on Wednesday, March 25, 2026 at 09:00 A.M. (IST) and would end on Thursday, April 23, 2026 at 05:00 P.M. (IST). During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form as on Friday, March 20, 2026 (cut-off date) may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again. Shareholders are requested to cast their vote through the Remote E-voting process not later than 05:00 P.M. (IST) on Thursday, April 23, 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Shareholder.
11. All the documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and National Holidays) from 11:00 am to 4:00 pm till Thursday, April 23, 2026.
12. In this Notice and Annexure(s) thereto, the terms “Shareholders” and “Members” are used interchangeably

#### **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108, 110 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, modifications and amendments thereof and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all its shareholders, to enable them to cast their votes electronically instead of dispatching the physical ballot form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its shareholders.

**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.

1. The voting period begins on Wednesday, March 25, 2026 at 09:00 A.M. (IST) and would end on Thursday, April 23, 2026 at 05:00 P.M. (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the Friday, March 20, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

3. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
4. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
  - i. Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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 for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> </ol>

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

mode) login through their Depository Participants (DP)	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.
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**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
  - a) The shareholders should log on to the e-voting website **www.evotingindia.com**.
  - b) Click on “Shareholders” module.
  - c) Now enter your User ID
    - i. For CDSL: 16 digits beneficiary ID,
    - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - d) Next enter the Image Verification as displayed and Click on Login.
  - e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - f) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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 Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. 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.

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) 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.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the relevant “Bluspring Enterprises Limited” on which you choose to vote.
- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- p) 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.
- q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- r) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:
- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ❖ The list of accounts linked in the login 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; [hemanth@bhemantha.com](mailto:hemanth@bhemantha.com)., if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- a. 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**.
  - b. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
  - c. 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.
5. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

6. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.bluspring.com](http://www.bluspring.com) and on the website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Company Secretary, on or before Monday, April 27, 2026. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company have been listed.
7. In case of any queries, complaints, change of address, etc., Shareholders are requested to e-mail at [corporatesecretarial@bluspring.com](mailto:corporatesecretarial@bluspring.com) or [bangaloredp@integratedindia.in](mailto:bangaloredp@integratedindia.in) to send their queries, complaints to the Registered Office of the Company or Integrated Registry Management Services Private Limited, Registrar & Share Transfer Agent of the Company.

**By Order of the Board of Directors  
For Bluspring Enterprises Limited  
Sd/-  
Arjun Sunil Makhecha  
Company Secretary & Compliance Officer**

**Place: Bengaluru  
Date: February 3, 2026**

Registered Office:  
3/3/2, Bellandur Gate,  
Sarjapur Main Road, Bengaluru 560103  
CIN: L81100KA2024PLC184648  
Website: [www.bluspring.com](http://www.bluspring.com);  
Email: [corporatesecretarial@bluspring.com](mailto:corporatesecretarial@bluspring.com)  
Tel No.: 080- 6105 6001

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item Nos. 1, 2 and 3:

The Company recognizes equity-based compensation as an effective tool for rewarding and retaining the talent within the Company and its subsidiary company(ies). Such schemes are widely regarded as an integral component of employee compensation across various sectors, as they facilitate alignment between employee rewards and the long-term value creation for shareholders. Additionally, equity compensation fosters an ownership culture, enhances the Company's ability to attract and retain top talent, and motivates employees to drive the business forward.

At this stage of the Company's growth, as it enters the next phase of capitalizing on market opportunities, expanding its business, and addressing increasing competition, there is a consistent demand for talent to fill critical roles. The emergence of new skills relevant to the Company's operations has shifted the dynamics of the talent market. Consequently, it has become essential to develop a robust reward strategy that facilitates the attraction and retention of critical resources, particularly those possessing leadership qualities or occupying key roles in the business.

Given the background above, it is thought expedient to implement an employee stock option scheme wherein employee stock options ("**Options**") will be granted to the eligible employees and the equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company ("**Shares**") required for the implementation of the proposed scheme, shall be sourced from primary issuance and/ or secondary acquisition. The proposed scheme will not only enable the Company to reward eligible employees but, by its very design, will also generate value for shareholders. Furthermore, there will be no additional equity dilution if the Shares required under the proposed scheme are acquired through secondary acquisition by the Trust. However, the Company retains the right to source the Shares through primary issuance, should the circumstances necessitate.

Further, in case the scheme involves secondary acquisition, then as per Regulation 3 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), it shall be mandatory for the Company to implement such scheme through a trust. Accordingly, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors of the Company ("**Board**") have approved the draft of 'Bluspring Enterprises Limited – Employee Stock Option Scheme 2026' ("**ESOS 2026**" or "**Scheme**"), subject to your approval, in their meeting held on Tuesday, February 3, 2026 and also approved a trust deed of an irrevocable employee welfare trust

namely 'Bluspring ESOP Trust' ("Trust") to be set-up by the Company. Further, the ESOS 2026 shall be administered through the Trust and supervised by the Committee. The contemplated secondary acquisition shall be well within the ceiling prescribed under the SBEB Regulations.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOS 2026 are given as under:

**a. Brief description of the Scheme:**

Keeping the view of aforesaid objectives, the ESOS 2026 contemplates grant of Options to the eligible employees of the Company and/or subsidiary company(ies), in India or outside India, as determined in terms of the ESOS 2026 and in due compliance of SBEB Regulations. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible employees are expected to receive benefits based on their contribution to creating value for shareholders.

The Committee shall act as the Compensation Committee and shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. Whereas the Trust shall administer the Scheme.

**b. Total number of Options to be granted:**

The total number of Options to be granted under the Scheme shall not exceed 54,34,300 (Fifty Four Lakhs Thirty Four Thousand and Three Hundred only). Each Option when exercised would be converted into one equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

**c. Identification of classes of employees entitled to participate in the scheme:**

Subject to determination or selection by the Committee, following classes of employees are eligible being:

- (a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a director of the Company, whether a whole time director or not; including a non-executive director who is not a promoter or member of the promoter group; or
- (c) an employee as defined in sub-clauses (a) or (b), of subsidiary company(ies), in India or outside India,

but does not include

- (i) an employee who is a promoter or belongs to the promoter group;
- (ii) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company;
- (iii) an independent director

The Committee while granting the Options to any eligible employee(s) of any subsidiary company(ies), in India or outside India, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

**d. Requirements of Vesting and period of Vesting:**

All the Options granted on any date shall vest not earlier than the minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **4 (Four) years** from the date of grant.

The Options shall vest in accordance with the applicable vesting schedule only upon fulfilment of the following conditions, as communicated to the eligible Employee in the letter of grant issued:

- A. Continued employment/ service with the Company or its subsidiary company(ies), and
- B. Additional vesting conditions based on corporate and individual performance

In addition to continued employment, vesting of the Options shall be subject to the fulfilment of corporate performance conditions and Employee's individual performance conditions during the vesting period, wherein the Committee shall determine the extent of fulfilment of the below vesting conditions:

## 1. Corporate Performance Conditions

The corporate performance parameters shall comprise one or both of the following, based on the audited financial statements of the Company, or such other basis as may be determined by the Committee:

- i. Revenue from Operations or EBITDA vis-à-vis the approved target;
- ii. Operating Cash Flow (OCF) vis-à-vis the approved target;
- iii. Any other company performance metric as may be determined by the Committee based on business requirements.

The vesting of Options based on achievement of corporate performance parameters of the Company would be in the following proportion subject to the discretion of the Committee which would not be detrimental to the interests of the Grantees:

<b>Corporate performance parameter</b>	<b>Options Vesting %</b>
>=90% of target achievement	100% vesting
<90% of target achievement	No vesting

## 2. Individual Performance Condition

Vesting of Options shall be subject to the Employee achieving a minimum individual performance rating of “3” or above under the Company’s prevailing performance evaluation framework for the relevant performance period.

Out of total number of Options, 50% Options granted shall vest upon the Employee's individual performance and 50% Options granted shall vest upon corporate performance, conditions imposed by the Committee.

Subject to discretion of the Committee, failure to achieve the minimum required Employee's individual performance rating shall result in no vesting of Options for the corresponding vesting period, notwithstanding fulfilment of corporate performance conditions.

The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate. In making this determination, the Committee shall take into the account both corporate and Employee's individual performance, assigning appropriate weight to each, depending on the employee's role within the organization. This approach is designed to foster the growth and success of the organization while simultaneously rewarding employees for their direct contributions to creating such value.

The specific Vesting schedule and the Vesting Conditions to the Employee shall be decided by the Committee at the time of Grant. The specific Vesting schedule and the Vesting Conditions, upon which Vesting shall take place, will be detailed in the letter issued to the Employee at the time of the Grant.

In the event of death or permanent incapacity of an employee, the minimum vesting period of 1 (**One**) year shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Committee in accordance with the Company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible Employee who has been granted benefits under ESOS 2026 is deputed or transferred (including resignation in connection with transfer) to join its subsidiary company(ies), in India or outside India, prior to vesting or exercise, the vesting schedule and exercise period would remain same as per the terms of the grant.

**e. Maximum period within which the Options shall be vested:**

All the Options granted on any date shall vest not later than maximum vesting period of **4 (Four) years** from the date of each grant.

**f. Exercise price or pricing formula:**

The exercise price per Option shall be the face value of Share. However, the exercise price per Option shall not be less than the face value of the Share of the Company.

**g. Exercise period and the process of exercise:**

The exercise period for vested Options shall be a maximum of **3 (Three) years** commencing from the date of each Vesting or such other shorter period as may be prescribed by the Committee at the time of Grant. In case of death or Permanent Incapacity, the Committee may, at its discretion, allow such additional period for Exercise which shall be not more than 12 months from the original prescribed Exercise Period.

The vested Options shall be exercisable by the eligible employees by a written application to the Trust/ Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

**h. Appraisal process for determining the eligibility of employees under the scheme:**

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like grade, criticality, skills, potential contribution, and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

**i. Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Options under the Scheme per Employee per grant and in aggregate (taking into account all grants) for such Employee under the Scheme, shall not exceed 10,00,000 (Ten Lakh) Options.

**j. Maximum quantum of benefits to be provided per employee under the scheme:**

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

**k. Route of the scheme implementation:**

The Scheme shall be implemented and administered by the Trust of the Company.

**l. Source of acquisition of shares under the scheme:**

The Scheme contemplates acquisition of Shares not exceeding 54,34,300 (Fifty Four Lakhs Thirty Four Thousand and Three Hundred only) from the secondary acquisition through the Trust. However, the Company retains the right to source the Shares through primary issuance, should the circumstances necessitate.

**m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

**n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:**

The Trust shall acquire the Shares subject to the limits as prescribed under SBEB Regulations from time to time.

The total number of Shares under secondary acquisition held by the Trust in pursuance to the Scheme or any other share based employee benefit scheme implemented or to be implemented in the future, shall at no time, exceed 5 (Five) percent of the paid-up equity capital of the Company as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such secondary acquisition in due compliance with the provisions of the SBEB Regulations, as amended from time to time.

The secondary acquisition by the Trust in any financial year shall not exceed 2 (Two) percent of the paid-up equity capital of the Company as at the end of the respective previous financial year as prescribed under the provisions of the SBEB Regulations, as amended from time to time.

**o. Accounting and Disclosure Policies:**

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of the SBEB Regulations.

**p. Method of Option valuation:**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

**q. Declaration:**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

**r. Period of lock-in:**

The Shares issued/ transferred pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time.

**s. Terms & conditions for buyback, if any, of specified securities/ Options covered under the scheme:**

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of the draft ESOS 2026 is available for inspection at the Company's registered office during official hours on all working days till the last date of the e-voting.

In this background, the Board of Directors recommends passing of the Special Resolution pursuant to:

- i. Section 62(1)(b) of the Companies Act, 2013 read with Regulation 3 and Regulation 6 of SBEB Regulations, for the implementation of ESOS 2026 through Trust route, in Item No.1;
- ii. Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options under the Scheme to the eligible employees of its subsidiary company(ies), in India or outside India, in Item No. 2; and
- iii. Regulation 6(3)(a) of the SBEB Regulations, a separate resolution, for secondary acquisition of shares not exceeding 54,34,300 (Fifty Four Lakhs Thirty Four Thousand and Three Hundred only) equity shares by the Trust under the Scheme.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1, 2 and 3 of this Postal Ballot Notice except to the extent of their shareholding (including outstanding stock options, if any) in the Company, if any or their entitlements, if any under the ESOS 2026.

**Item no 4:**

The Company intends to implement equity compensation scheme namely 'Bluspring Enterprises Limited – Employee Stock Option Scheme 2026' (“**ESOS 2026**” or “**Scheme**”) for which approval is sought from the shareholders in separate resolutions at Item Nos. 1, 2 and 3 of this Postal Ballot Notice. This proposed Scheme shall be administered through an irrevocable employee welfare

trust namely 'Bluspring ESOP Trust' (“Trust”) to be set up by the Company. The proposed Scheme contemplates acquisition of equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up (“Shares”) of the Company from primary issuance and/ or secondary acquisition of Shares, through the Trust.

Further, for facilitating the acquisition of Shares, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percentage) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

**i. The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:**

Following classes of employees and directors (collectively referred to as “Employees”) are eligible being:

- (a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a director of the Company, whether a whole-time director or not; including a non-executive director who is not a promoter or member of the promoter group;
- (c) an employee as defined in sub-clauses (a) or (b), of a subsidiary company(ies), in India or outside India;

**but does not include**

- (i) an employee who is a promoter or belongs to the promoter group;
- (ii) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company;
- (iii) an independent director.

**ii. The particulars of the Trustee or employees in whose favour such Shares are to be registered:**

It is contemplated that the designated trustees shall acquire and hold the Shares of the Company in due compliance of the SBEB Regulations and Companies Act, 2013. An

Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the trustees.

**iii. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The Trust is in the nature of an irrevocable employee welfare trust with the name 'Bluspring ESOP Trust' ("Trust") having its principal office at 3/3/2 Bellandur Gate, Sarjapur Main Road, Bellandur, Bangalore, Bangalore South, Karnataka, India, 560103.

**Details of the Trustee:**

<b>S No</b>	<b>Name</b>	<b>Address</b>	<b>Occupation</b>	<b>Nationality</b>
1.	Qapita Equitytech Limited	IndiQube, The Kode, 7th Floor, S.No. 134, Hissa No. 1/38, CTS No. 2265 to 2273, Baner Pashan Link Road, Baner Gaon, Pune, Haveli, Maharashtra, India, 411045	Corporate Trustee	NA
2.	Ms. Priyanka Priyadarshini	B1-100 Krishna Apra Garden, Near Shipra Mall, Indirapuram, Ghaziabad, Uttar Pradesh - 201010	Service	Indian
3.	Mr. Prashanth Mallya	402 Srushti Residency, 10 Chakalappa Layout Kasturinagar, Bangalore, Karnataka - 560043	Service	Indian
4.	Mr. Jinendra Jain	C- 1103 Vaswani Menlo Park Tubarahalli Whitefield, Bangalore, Karnataka - 560066	Service	Indian

The Trustees have no relationship with the promoters, directors, or key managerial personnel of the Company.

**iv. Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:**

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel and directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant applicable SBEB Regulations.

v. **The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:**

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme. Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

vi. **The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:**

The trustees of the Trust shall not vote in respect of Shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/ her upon exercise of Options.

In this background, the Board of Directors recommends passing of the Special Resolution as set forth in the Item No. 4 of the Notice, in terms of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the SBEB Regulations, for approving provision of money by the Company for purchase of its own Shares by the Trust for the implementation of the Scheme.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of this Postal Ballot Notice except to the extent of their shareholding (including outstanding stock options, if any) in the Company, if any or their entitlements, if any under the ESOS 2026.

**Item No. 5:**

The Board has sought your approval to implement 'Bluspring Enterprises Limited – Employee Stock Option Scheme 2026' (“**ESOS 2026**”/ “**Scheme**”). The Company consistently believes in the philosophy of creating entrepreneurial teams to operate its businesses and create superior shareholder return. It would be implemented keeping in view the incentivization requirements of the eligible employees through equity-based compensation. It is imperative that the teams have substantial interest in the business and for that reason grant of the employee stock options (“**Options**”) have been proposed to retain and incentivize driving performance leading to improved corporate growth and profitability.

Considering the scale of business of the Company and the responsibilities, contribution and on-going efforts of Mr. Kamal Pal Hoda, CEO & Executive Director of the Company (DIN:09808793), the Board based on the recommendation of the Nomination and

Remuneration Committee has recommended for approval of the Shareholders, the grant of Options equivalent to or exceeding 1% (One percent) of the issued capital of the Company as on date of grant.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, the Board of Directors recommends the Special Resolution set forth as Item No. 5 of the Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 of this Postal Ballot Notice except to the extent of their shareholding (including outstanding stock options, if any) in the Company, if any or their entitlements, if any under the ESOS 2026.

**By Order of the Board of Directors  
For Bluspring Enterprises Limited  
Sd/-  
Arjun Sunil Makhecha  
Company Secretary & Compliance Officer**

**Place: Bengaluru  
Date: February 3, 2026**

Registered Office:  
3/3/2, Bellandur Gate,  
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