

Notice

NOTICE is hereby given that the 14th Annual General Meeting ("**AGM**") of the members of **BLUESTONE JEWELLERY AND LIFESTYLE LIMITED (Formerly known as Bluestone Jewellery and Lifestyle Private Limited) ("the Company")** will be held on Monday, September 29, 2025 at 12.00 p.m. noon (IST) through Video Conferencing (VC) or other Audio Visual Means (OVAM) facility, to transact the businesses mentioned below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the Report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2025.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company together with Auditors Report's thereon for the financial year ended March 31, 2025.
3. To appoint a director in place of Mr. Prashanth Prakash, Director (DIN: 00041560), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

4. **APPOINTMENT OF M/S. MIHEN HALANI AND ASSOCIATES, COMPANY SECRETARIES, AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF FIVE (5) CONSECUTIVE YEARS:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, (hereinafter referred to as "**Board**", which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers, including powers conferred under this resolution), the approval of the Members of the Company be and is hereby accorded for the appointment of M/s. Mihen Halani & Associates, Practicing Company Secretaries (Peer Review Certificate no. 6925/2025) (Proprietor Mr. Mihen Halani, FCS No.9926) as the Secretarial Auditor of the Company for a term of five (5) consecutive

years, commencing from the Financial Year 2025-26 to 2029-30, to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditors."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to take from time to time all decisions and such steps as may be necessary and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. **RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time), and the Articles of Association of the Company (AOA), as agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee and subcommittee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded to reclassify the authorized

share capital of the Company from the existing ₹ 45,05,00,000/- (Indian Rupees Forty Five Crores Five Lacs only) divided into the following classes:

- i. 16,82,90,700 (Sixteen Crore Eighty-Two Lakhs Ninety Thousand Seven Hundred) Equity Shares of Re. 1/- (Rupee One Only) each aggregating to ₹ 16,82,90,700/- (Rupees Sixteen Crore Eighty-Two Lakhs Ninety Thousand Seven Hundred Only);
- ii. 6,09,594 (Six Lakh Nine Thousand Five Hundred Ninety-Four) Series A Preference Shares of ₹ 10/- (Rupee Ten Only) each aggregating to ₹ 60,95,940 (Rupees Sixty Lakhs Ninety Five Thousand Nine Hundred Forty Only);
- iii. 1,86,982 (One Lakh and Eighty-Six Thousand Nine Hundred Eighty-Two) Series B Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 18,69,820/- (Rupees Eighteen Lakhs Sixty-Nine Thousand Eight Hundred Twenty Only);
- iv. 88,624 (Eighty-Eight Thousand Six Hundred Twenty-Four) Series B1 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 8,86,240/- (Rupees Eight Lakhs Eighty-Six Thousand Two Hundred Forty Only);
- v. 13,39,659 (Thirteen Lakhs Thirty-Nine Thousand Six Hundred and Fifty-Nine) Series B2 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 1,33,96,590/- (Rupees One Crore Thirty-Three Lakhs Ninety-Six Thousand Five Hundred Ninety Only);
- vi. 1,28,207 (One Lakh Twenty-Eight Thousand Two Hundred and Seven) Series B3 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 12,82,070/- (Rupees Twelve Lakhs Eighty-Two Thousand Seventy Only);
- vii. 14,17,252 (Fourteen Lakhs Seventeen Thousand Two Hundred Fifty-Two) Series C Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 1,41,72,520/- (Rupees One Crore Forty-One Lakhs Seventy-Two Thousand Five Hundred Twenty Only);
- viii. 19,80,112 (Nineteen Lakhs Eighty Thousand One Hundred Twelve) Series D Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 1,98,01,120/- (Rupees One Crore Ninety-Eight Lakhs One Thousand One Hundred Twenty Only);
- ix. 6,25,000 (Six Lakhs Twenty-Five Thousand) Series D1 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 62,50,000/- (Rupees Sixty-Two Lakhs Fifty Thousand Only);
- x. 6,00,000 (Six Lakhs) Series D2 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 60,00,000/- (Rupees Sixty Lakhs Only);
- xi. 3,00,000 (Three Lakhs) Series D3 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 30,00,000/- (Rupees Thirty Lakhs Only);
- xii. 1,69,122 (One Lakh Sixty-Nine Thousand One Hundred Twenty Two) Series E Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 16,91,220/- (Rupees Sixteen Lakhs Ninety-One Thousand Two Hundred Twenty Only);
- xiii. 7,292 (Seven Thousand Two Hundred Ninety-Two) Series E1 Optionally Convertible Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 72,920/- (Rupees Seventy-Two Thousand Nine Hundred Twenty Only);
- xiv. 3,95,840 (Three Lakhs Ninety-Five Thousand Eight Hundred Forty) Series E2 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 39,58,400/- (Rupees Thirty-Nine Lakhs Fifty-Eight Thousand Four Hundred Only);
- xv. 3,23,246 (Three Lakhs Twenty-Three Thousand Two Hundred Forty-Six) Series F Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 32,32,460/- (Rupees Thirty-Two Lakhs Thirty-Two Thousand Four Hundred Sixty Only); and
- xvi. 1,90,00,000 (One Crores Ninety Lakhs) Series G Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 19,00,00,000/- (Rupees Nineteen Crores Only).
- xvii. 1,05,00,000 (One Crore Five Lakh) Series H Preference Shares of Re. 1/- (Rupee One only) each aggregating to ₹ 1,05,00,000/- (Rupees One Crores Five Lakhs Only)."

to

₹ 45,05,00,000/- (Indian Rupees Forty Five Crores Five Lacs only) divided into 45,05,00,000 (Forty Five Crores Five Lacs) Equity shares of ₹ 1/- (Indian Rupee One only) each, by way of cancellation of unissued Preference Shares of the Company.

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5th thereof by the following new Clause 5th:

"5th. The Authorized Share Capital of the Company is ₹ 45,05,00,000/- (Indian Rupees Forty Five Crores Five Lacs only) divided into 45,05,00,000 (Forty Five Crores Five Lacs) Equity shares of ₹ 1/- (Indian Rupee One only) each, as may be increased, reduced, varied, modified and/or reclassified in accordance with the Articles of Association of the Company and the Act, from time to time. "

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be required to give effect to the aforesaid resolution including the filing of Form SH-7, Form MGT-14 and any other necessary e-forms and documents with the Registrar of the Companies under the Ministry of Corporate Affairs.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include the Committee of the Board and any duly constituted committee empowered to exercise its powers, including powers conferred under this resolution), be and is hereby authorized to take from time to time all decisions and such

steps as may be necessary and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to issue certified true copies of the above resolutions and the same may be forwarded to any concerned authorities for necessary action.”

By order of the Board of Directors

For Bluestone Jewellery and Lifestyle Limited

(Formerly known as Bluestone Jewellery and Lifestyle Private Limited)

Sd/-

Paras Shah

Company Secretary

ACS: 30357

Place: Mumbai

Date: 04th September, 2025

Registered Office:

Site No.89/2 Lava Kusha Arcade,

Munnekolal Village, Outer Ring Road, Marathahalli, Bangalore – 560037

Notes:

1. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**Act**") as amended, read with the relevant rules made thereunder and Secretarial Standard No. 2 ("**SS-2**") on General Meetings issued by the Institute of Company Secretaries of India, in respect of special business is annexed hereto and forms part of this Notice. The Board of Directors of the Company has considered and decided to include Item Nos. 4 and 5, as Special Business in the forthcoming Annual General Meeting ("**AGM**").
 2. The Ministry of Corporate Affairs ("**MCA**") has, vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "**MCA Circulars**") has permitted convening the AGM 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 MCA Circulars, and applicable provisions of the Act read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), AGM shall be conducted through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.
 3. The Notice along with the Annual Report for FY2024-25 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM for FY2024-25 will also be available on the Company's website <https://www.bluestone.com/investor-relations.html#governance> website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail ID, cut-off date for e-voting etc.
- Pursuant to the MCA Circulars, since this AGM is held through VC/OAVM, (a) route map to the venue is not required and therefore, the same is not annexed to this Notice; (b) Members will not be able to appoint proxies for the meeting, and hence, proxy form and attendance slip is not annexed to this Notice; and (c) physical attendance of Members has been dispensed accordingly Attendance Slip is not annexed to this Notice.
4. However, the body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis.
- Large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee, the Auditors etc. will not be subject to the aforesaid restriction of first-come-first serve basis.
6. Participation of members through VC/OVAM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
 7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the General Meeting through VC/OVAM. Institutional Investors/Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter at its corporate office of the Company through email at designated e-mail address of the Company i.e. secretarial@bluestone.com or upload on the VC portal/e-voting portal.
 8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the General Meeting. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of General Meeting, i.e. September 29, 2025. Members seeking to inspect such documents can send an email to secretarial@bluestone.com.

9. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP).
10. 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 the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (**NSDL**) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the General Meeting will be provided by NSDL. The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the General Meeting may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the Instructions For E-Voting Section which forms part of this Notice.
11. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.bluestone.com/investor-relations.html#governance>. 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 if listed and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. In accordance with the MCA circulars and SEBI circular, the Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to Members whose E-mail IDs are registered with the Company/Registrar & Share Transfer Agent ("RTA") or the Depository Participants ("DPs"). Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to Members whose E-mail IDs are not registered with the Company or its RTA or with DP providing the weblink of Company's website from where the Annual Report for the financial year 2024-25 can be accessed.
13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA at KFin Technologies Limited (formerly known as KFin Technologies Private Limited), to receive copies of the Annual Report for the Financial Year 2024-25 in electronic mode. Members may provide their detail in the sheet annexed to this Notice.
14. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Share Registrar and Transfer Agent: **KFin Technologies Limited (formerly known as KFin Technologies Private Limited)**, Unit: Bluestone Jewellery and Lifestyle Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel No: +91 040-68301881, (040) 6716 2222, Email- inward.ris@kfintech.com.
15. Additional information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meeting ("SS-2") in respect of the Directors seeking reappointment at the AGM, forms an integral part of this Notice.
16. The Audited Accounts of the Company's subsidiaries are available on the Company's website at <https://www.bluestone.com/investor-relations.html#annualFinancials>.
17. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form. Members holding shares in physical form are requested to notify any change in their address or bank details to the RTA quoting their Folio Number. The members holding shares in the demat form are requested

to update such details with their respective Depository Participants.

19. The members who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
20. As per Regulation 40 of the Listing Regulations, as amended, the request for transfer of securities shall not be processed unless the securities are held in dematerialised form. Further the request for transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. Hence members who hold shares in physical form are requested to dematerialize their shares, so they can transfer their shares in future, if so desire. In view of this and also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode
21. Non-Resident Indian members are requested to inform to the Company's Registrar and Transfer Agents, of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
22. Members present at the AGM and who have not cast their vote on resolutions set out in the Notice convening the AGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the AGM.
23. However, Members who have exercised their right to vote during the Remote e-voting period may attend the AGM but shall not be entitled to cast their vote again.
24. Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again. Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the AGM. If a member cast votes by both modes, then voting done through Remote e-voting shall prevail. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
25. Members who would like to express their views or ask questions with respect to the agenda item(s) of the meeting may register themselves as a speaker by sending an e-mail in advance at-least 3 days prior to meeting from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number secretarial@bluestone.com. Only those Members who have registered themselves as speaker will be able to express their views / ask questions / seek clarifications at the meeting. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@bluestone.com. These queries will be replied by the company suitably. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday September 26, 2025 at 09:00 A.M. IST and ends on Sunday, September 28, 2025 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 22, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 22, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

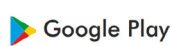
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 are 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders 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.com or call at 022 - 4886 7000
Individual Shareholders 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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/either> on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [https://](https://eservices.nsdl.com/with)

eservices.nsdl.com/with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:	6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.	b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .
c) How to retrieve your 'initial password'?	c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.	d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.	7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
	8. Now, you will have to click on "Login" button.
	9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 by e-mail to info@cspjoshi.com; with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 secretarial@bluestone.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@bluestone.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the AGM through laptops for better experience.
3. Further Members will be required to switch on the camera on their devices during the AGM and use internet with a good speed to avoid any disturbance during the AGM.
4. 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.
26. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@bluestone.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@bluestone.com. These queries will be replied by the company suitably.
27. Mr. Parth Joshi, Proprietor of M/s. Parth Joshi & Co., Company Secretaries (ACS No. 47604/CP No. 24341), has been appointed by the Board as the Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during

this AGM in a fair and transparent manner. The Scrutinizer shall, within 2 working days from the conclusion of the AGM, prepare a consolidated scrutinizer's report of the votes cast in favour or against, if any, and forthwith furnish the same to the Chairman of the meeting or a person authorized by him who shall countersign the same and declare the result of the voting.

28. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
29. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.bluestone.com/investor-relations.html>, notice board of the Company at the registered office as well as the corporate office and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to NSE and BSE.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 3 – Re-appointment of Mr. Prashanth Prakash (DIN: 00041560) who retires by rotation, and being eligible, offers himself for re-appointment

Mr. Prashanth Prakash (DIN: 00041560), as a Non-Executive Director of the Company, is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

Mr. Prashanth Prakash (DIN: 00041560), aged 60 years, is Bachelor's degree in engineering, specializing in computer science and technology, from Bangalore University, Master's degree in science from the University of Delaware; and Honorary Doctor of Science from the University of Mysore. Mr. Prashanth Prakash (DIN: 00041560) joined Accel in 2008 and focuses on consumer, online marketplaces, and SaaS companies. He started his investing career as a co-founder of Erasmic, one of India's first early-stage funds, and before that, founded two companies in the Internet and multimedia publishing sectors.

Disclosure relating to Director pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given hereunder:

Date of First Appointment on the Board	October 26, 2011
Date of Birth	May 29, 1965
Expertise in specific functional area, experience, skills and capabilities required for the	Governance and Risk Management, Human Capital, Strategic Direction, Mergers and Acquisitions, Tech and Digital and Innovation
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Terms and conditions of appointment	Proposed to be re-appointed as a Director of the Company, Liable to retire by rotation.
Shareholding of Non-Executive Directors in the listed entity including shareholding as a beneficial owner	None
Chairpersonship/Membership of the Committee(s) of the Board of Directors of the Company as on the date of Notice	Member of Nomination and Remuneration Committee; Member of Stakeholder's Relationship Committee; Member of Corporate Social Responsibility Committee.
Other Directorships	As per Annexure 1
Membership/Chairmanship of committee of other public limited companies in which he/she is a Director	Audit Committee: NIL Stakeholders' Relationship Committee: Nil (Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders' Relationship Committee have been considered.)
Listed entities in which the Director has resigned in past three years	NIL

ANNEXURE 1: OTHER DIRECTORSHIPS/DETAILS FOR MR. PRASHANTH PRAKASH

Sr. No.	Names of the Companies	Designation
1.	Erasmic Consulting Private Limited	Whole-time director
2.	Big Tree Entertainment Private Limited	Director
3.	Leapmile Logistics Private Limited	Director
4.	ULink AgriTech Private Limited	Director
5.	Homevista Décor and Furnishings Private Limited	Director
6.	Furn Bambu Private Limited	Director
7.	Karnataka Digital Economy Mission	Nominee Director
8.	Krishi Kalpa Foundation	Director
9.	Hella Infra Market Limited	Nominee Director
10.	Vilcart Solutions Private Limited	Director
11.	ACT Capital Foundation for Social Impact	Director
12.	I-Hub For Robotics And Autonomous Systems Innovation Foundation	Director
13.	Culkey Foundation	Director
14.	Unboxing BLR Foundation	Director
15.	BioPeak Wellness Private Limited	Director
16.	Edunetwork Private Limited	Nominee Director

He does not hold equity shares in the Company. He has attended 17 board meetings out of 17 board meetings held during the FY 2024-2025.

Mr. Prashanth Prakash is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 or debarred from holding the office of director by virtue of any regulatory or statutory orders passed by any government, regulatory or statutory authority including but not limited to the SEBI.

Expect Mr. Prashanth Prakash, being the appointee herein and his relatives to the extent of their shareholding in the Company, if any None of the Promoter, key managerial personnel or directors of the Company and/or their relatives may be deemed to be concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item no. 3 of the Notice.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, and Section 152 of the Companies Act, 2013, the Board recommends passing of the ordinary resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 4 - APPOINTMENT OF M/S. MIHEN HALANI AND ASSOCIATES, COMPANY SECRETARIES, AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF FIVE (5) CONSECUTIVE YEARS:

In accordance with Section 204 of the Companies Act, 2013 ("**Act**") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), every listed entity is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the Members at its Annual General Meeting ("**AGM**") and such Secretarial Auditor(s) is required to be a peer reviewed company secretary.

Based on the recommendation of the Audit Committee, the Board, at its meeting held on September 04, 2025, after evaluating all the criteria and considering various factors such as independence, industry experience across listed entities, technical skills, competency, efficiency in conducting the audit etc., has approved the appointment of M/s. Mihen Halani & Associates, Company Secretaries, (Peer Review Certificate no. 6925/2025) (Proprietor Mr. Mihen Halani, FCS No.9926) as Secretarial Auditors of the Company for a term of five consecutive years commencing from Financial Year 2025-26 up to the Financial Year 2029-30, subject to the approval of the Members of the Company.

Brief Profile of M/s. Mihen Halani & Associates is as follows:

With a vision to regard the law relating to corporate governance as prime and with the courage to provide flexible corporate governance business solutions, M/s. Mihen Halani & Associates ("MHA"), was established in the year 2013. The firm is led by CS Mihen Halani, a Fellow Member of the Institute of Company Secretaries of India (ICSI), with overall 15 years of experience advising diverse businesses across sectors such as Real Estate, Infrastructure, Finance, and Technology. MHAs' versatile team has extensive company secretarial, governance and legal expertise spanning a wide range of specialisms, industries & sectors. The team closely works with the board of directors to provide a suitable governance framework in a wide range of organizations from unlisted/listed companies, start-ups to multinational companies. The team has been successful in planning and implementing innovative strategies to meet the dynamic nature of law and business. MHA adheres to the highest professional standards to provide quality and time bound services. MHA has established values and work ethics which have paved the way towards achieving governance standards in organizations at various levels. MHA looks forward for creating a path that shall create a brand value which is synonymous to trust and value addition.

M/s. Mihen Halani & Associates, have given their consent to act as the Secretarial Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Act and Regulation 24A of the Listing Regulations.

Based on the recommendation of the Audit Committee and the Board of Directors, the proposed remuneration payable to the Secretarial Auditors for the Financial Year 2025-26 is ₹ 1,00,000/- excluding applicable taxes and out-of-pocket expenses. The remuneration for subsequent year(s) of their tenure shall be determined by the Board (upon recommendation of the Audit Committee), in consultation with the Secretarial Auditors.

The Board in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the promoters, directors or key managerial personnel of the Company and/or their relatives may be deemed to be concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item no. 4 of the Notice.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the Ordinary resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Members' approval is sought by way of **ordinary resolution** proposed under Item no. 4 of the accompanying Notice.

ITEM NO. 5: RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Memorandum of Association (MOA) is a foundational statutory document that defines the scope and framework of a company's operations. It comprises essential clauses, including the Object Clause, which delineates the primary and ancillary objectives for which the company is incorporated, thereby guiding its legal and operational boundaries under the Companies Act, 2013. The Board of Directors, in their meeting held on September 04, 2025, approved the reclassification of the Authorized Capital of the Company, subject to the approval of the Shareholders of the Company. The Authorized Capital of the Company will be reclassified as mentioned in the resolution set out in Item no. 5 of this Notice.

The Articles of Association of the Company, permits the Company to alter its Authorised Share Capital. The proposed change of capital clause requires the approval of shareholders through Ordinary Resolution pursuant to the applicable provisions of the Companies Act, 2013.

The Board at its meeting held on September 04, 2025, considered and approved the reclassification of the Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company, subject to the approval of the shareholders as per the following details:

From current authorized capital of ₹ 45,05,00,000/- (Indian Rupees Forty Five Crores Five Lacs only) divided into the following classes:

- i. 16,82,90,700 (Sixteen Crore Eighty-Two Lakhs Ninety Thousand Seven Hundred) Equity Shares of Re. 1/- (Rupee One Only) each aggregating to ₹ 16,82,90,700/- (Rupees Sixteen Crore Eighty-Two Lakhs Ninety Thousand Seven Hundred Only);
- ii. 6,09,594 (Six Lakh Nine Thousand Five Hundred Ninety-Four) Series A Preference Shares of ₹ 10/- (Rupee Ten Only) each aggregating to ₹ 60,95,940 (Rupees Sixty Lakhs Ninety Five Thousand Nine Hundred Forty Only);
- iii. 1,86,982 (One Lakh and Eighty-Six Thousand Nine Hundred Eighty-Two) Series B Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 18,69,820/- (Rupees Eighteen Lakhs Sixty-Nine Thousand Eight Hundred Twenty Only);
- iv. 88,624 (Eighty-Eight Thousand Six Hundred Twenty-Four) Series B1 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 8,86,240/- (Rupees Eight Lakhs Eighty-Six Thousand Two Hundred Forty Only);
- v. 13,39,659 (Thirteen Lakhs Thirty-Nine Thousand Six Hundred and Fifty-Nine) Series B2 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 1,33,96,590/- (Rupees One Crore Thirty-Three Lakhs Ninety-Six Thousand Five Hundred Ninety Only);
- vi. 1,28,207 (One Lakh Twenty-Eight Thousand Two Hundred and Seven) Series B3 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 12,82,070/- (Rupees Twelve Lakhs Eighty- Two Thousand Seventy Only);
- vii. 14,17,252 (Fourteen Lakhs Seventeen Thousand Two Hundred Fifty-Two) Series C Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 1,41,72,520/- (Rupees One Crore Forty-One Lakhs Seventy-Two Thousand Five Hundred Twenty Only);
- viii. 19,80,112 (Nineteen Lakhs Eighty Thousand One Hundred Twelve) Series D Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 1,98,01,120/- (Rupees One Crore Ninety-Eight Lakhs One Thousand One Hundred Twenty Only);
- ix. 6,25,000 (Six Lakhs Twenty-Five Thousand) Series D1 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 62,50,000/- (Rupees Sixty-Two Lakhs Fifty Thousand Only);
- x. 6,00,000 (Six Lakhs) Series D2 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 60,00,000/- (Rupees Sixty Lakhs Only);
- xi. 3,00,000 (Three Lakhs) Series D3 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 30,00,000/- (Rupees Thirty Lakhs Only)
- xii. 1,69,122 (One Lakh Sixty-Nine Thousand One Hundred Twenty Two) Series E Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 16,91,220/- (Rupees Sixteen Lakhs Ninety- One Thousand Two Hundred Twenty Only);
- xiii. 7,292 (Seven Thousand Two Hundred Ninety-Two) Series E1 Optionally Convertible Redeemable Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 72,920/- (Rupees Seventy-Two Thousand Nine Hundred Twenty Only);
- xiv. 3,95,840 (Three Lakhs Ninety-Five Thousand Eight Hundred Forty) Series E2 Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 39,58,400/- (Rupees Thirty- Nine Lakhs Fifty-Eight Thousand Four Hundred Only);
- xv. 3,23,246 (Three Lakhs Twenty-Three Thousand Two Hundred Forty-Six) Series F Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 32,32,460/- (Rupees Thirty- Two Lakhs Thirty-Two Thousand Four Hundred Sixty Only); and

xvi. 1,90,00,000 (One Crores Ninety Lakhs) Series G Preference Shares of ₹ 10/- (Rupees Ten Only) each aggregating to ₹ 19,00,00,000/- (Rupees Nineteen Crores Only).

xvii. 1,05,00,000 (One Crore Five Lakh) Series H Preference Shares of Re. 1/- (Rupee One only) each aggregating to ₹1,05,00,000/- (Rupees One Crores Five Lakhs Only)."

to

₹ 45,05,00,000/- (Indian Rupees Forty Five Crores Five Lacs only) divided into 45,05,00,000 (Forty Five Crores Five Lacs) Equity shares of ₹ 1/- (Indian Rupee One only) each, by way of cancellation of unissued Preference Shares of the Company.

A copy of the proposed Memorandum of Association of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of the General Meeting and shall also be uploaded on the website of the Company at "<https://www.bluestone.com/investor-relations.html#governance>".

As per the provisions of the Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (and rules and regulations thereunder), consent of the Members by way of an Ordinary Resolution, is required to approve the alteration in the Memorandum of Association of the Company.

Accordingly, the consent of the members is being sought for alteration of the Memorandum of Association as mentioned in the ordinary resolution at item no.5 of the accompanying notice.

None of the promoters, Directors or Key Managerial Personnel of the Company and/or the relatives may be deemed to be concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

In terms of Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board recommends passing of the Ordinary resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Members' approval is sought by way of **ordinary resolution** proposed under Item no. 5 of the accompanying Notice.

**By order of the Board of Directors
For Bluestone Jewellery and Lifestyle Limited**

(Formerly known as Bluestone Jewellery and Lifestyle Private Limited)

Sd/-

Paras Shah

Company Secretary
ACS: 30357

Place: Mumbai

Date: 04th September, 2025

Registered Office:

Site No.89/2 Lava Kusha Arcade,
Munnekolal Village, Outer Ring Road, Marathahalli, Bangalore -560037.

Form No. SH-13

Nomination Form

(Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014)

To,
The Company Secretary,
BLUESTONE JEWELLERY AND LIFESTYLE LIMITED
(Formerly known as Bluestone Jewellery and Lifestyle Private Limited)
89/2, Lava Kusha Arcade, Munnekolal Village,
Outer Ring Road, Marathahalli, Bangalore – 560037.

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. PARTICULARS OF NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder(s): _____

Signatures: _____

Witness with name and address: _____

Form No. SH-14

Cancellation or Variation of Nomination

(Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debenture) Rules, 2014)

To,
The Company Secretary,
BLUESTONE JEWELLERY AND LIFESTYLE LIMITED
(Formerly known as BlueStone Jewellery and Lifestyle Private Limited)
89/2, Lava Kusha Arcade, Munnekolal Village,
Outer Ring Road, Marathahalli, Bangalore – 560037.

I/We _____ hereby cancel the nomination(s) made by me/us in favor of _____
_____ (name and address of the nominee).

OR

I/We _____ hereby nominate the following person in place of _____
_____ as nominee in respect of the below mentioned securities in whom shall vest all
rights in respect of such securities in the event of my/our death.

1. PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled/varied)

Nature of securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.
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2. PARTICULARS OF THE NEW NOMINEE/S —

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

3. IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:

Address of guardian:

Signature _____

Name of the Security Holder(s) _____

Signature _____

Witness with name and address: _____