

BLUEHOPE SOLUTIONS LIMITED

CIN: U27102MP2024PLC072261

Registered Office: Survey No. 211/1, Opposite Sector-C and Metalman, Sanwer Road Industrial Area, Indore 452015 (MP)

Phone: +91-9109904500|Email: csbluehope@gmail.com

NOTICE OF ADJOURNED 1st ANNUAL GENERAL MEETING

Notice is hereby given that the 1st Annual General Meeting of the Members of BLUEHOPE SOLUTIONS LIMITED, which was originally convened on Friday, the 19th day of September, 2025 at 12:00 p.m. at the Registered Office of the Company, was adjourned due to lack of quorum.

The adjourned meeting will now be held on Friday, the 26th day of September, 2025 at 12:00 p.m. at the Registered Office of the Company, situated at Survey No. 211/1, Opp. Sector – C & Metalman, Sanwer Road Industrial Area, Indore – 452015 (M.P.), to transact the following business:

ORDINARY BUSINESS:

1. TO ADOPT AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON:

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended as on 31st March 2025, along with the reports of Board of Directors and the Auditors thereon.

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. TO APPOINT A DIRECTOR IN PLACE OF THE ONE RETIRING BY ROTATION:

To appoint a director in place of Mr. Shyamsunder Mundra (DIN: 00113199), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shyamsunder Mundra (DIN: 00113199), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. TO CONSIDER AND APPOINT M/S. ASHOK KHASGIWALA & CO. LLP., CHARTERED ACCOUNTANTS STATUTORY AUDITOR OF THE COMPANY.

“RESOVLED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and all other applicable provisions, together read with Companies Audit and Auditors Rules 2014 , the consent of Members of the Company be and is hereby accorded to appoint M/s. Ashok khasgiwala & co. LLP., Chartered Accountants, Indore (Firm Reg. No C400037) as Statutory Auditors of the Company for

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the period of five consecutive years commencing from the conclusion of 1st Annual General Meeting (AGM) till the conclusion of 6th Annual General Meeting of the company, subject to their eligibility under section 141 of the Companies Act, 2013, at a remuneration as may be decided by the Board with the mutual consent of the auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matter, filing and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:

4. TO CHANGE THE DESIGNATION OF MR. SHYAMSUNDER MUNDRA (DIN: 00113199) FROM MANAGING DIRECTOR TO NON- EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), and all other applicable laws, rules, and regulations read with Article of Association of the Company as amended from time to time, and recommendation of board of director and approval of members of company be and is hereby accorded to approve change the designation of Mr. Shyamsunder Mundra (DIN: 00113199) from Managing Director to Non- Executive director of the company on such terms and conditions as decided by the Board of Directors of the company.

RESOLVED FURTHER THAT, the remuneration payable to the Non- Executive director shall be as mutually agreed upon between the Company and Mr. Shyamsunder Mundra.

RESOLVED FURTHER THAT, The Board of Directors of the Company be and are hereby authorized jointly/ severally to take such steps as may be necessary, desirable or expedient to give effect to this resolution.

5. TO APPROVE THE APPOINTMENT OF MRS. GEETA MUNDRA AS MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY.

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Special Resolution:

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“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (‘the Act’), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the Articles of Association of the Company and all other applicable legal provisions, if any, including any statutory modifications or reenactments thereof and subject to such consents, approvals from such statutory authorities, as may be necessary, from time to time, and subject to such conditions, restrictions as may be specified by such authorities and as recommended by the Board of directors, the approval of the members of the Company be and is hereby accorded to the appointment of **Mrs. Geeta Mundra (DIN:00113261) as Managing Director and Chairman** of the company for a period of **05 (Five) years** starting from **3rd April 2025 to 2nd April 2030**, whose office shall not be liable to determination by retirement of directors by rotation upon such terms and conditions and at the remuneration as mentioned in the explanatory statement forming part of this notice with liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the appointment in accordance with the provisions of the Act, and as may be agreed to between the Board of Directors and Mrs. Geeta Mundra.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Regd. Offic:

**Survey No. 211/1, Opp. Sector- C & Metalman,
Sanwer Road Industrial Area, Indore- 452015 (M.P.)**

Website: www.bluehope.co.in

E-mail: csbluehope@gmail.com

Indore, 19.09. 2025

By order of the board of directors

s/d

Anurag Mundra

Director

DIN: 00113172

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THE POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of Members not exceeding

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50(fifty) in number and holding in aggregate not more than 10(ten) percent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such a person shall not act as a proxy for any other person or shareholder. The holder of the proxy shall prove his identity at the time of attending the meeting.

2. Proxy form duly stamped and executed in order to be effective, must reach the registered office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting. Proxy form for the AGM is enclosed.
3. The Members/Representative/ Proxy(s) are requested to bring attendance slip, as enclosed, duly filled in, together with their copy of the notice convening the Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
6. All documents referred to in the above notice and explanatory statement are available for inspection at the registered office of the Company on all working days (except Saturday, Sundays and Public holidays) during working hours upto the date of the Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
8. The copy of the Notice along with the Annual Report is being sent through electronic mode to all the members whose email address are registered with the Company/Depository Participants(s).

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard II on General Meetings)

Item No. 4: Change in Designation of Mr. Shyamsunder Mundra (00113199) from Managing Director of the Company to Nonexecutive Director- Special Resolution

Mr. Shyamsunder Mundra was appointed as Managing Director of the company at the time of incorporation of the company, i.e. 23rd July 2024 the Board of Directors at their meeting held on April 3rd, 2025 , proposed and approved the change in designation of **Mr. Shyamsunder Mundra** from Managing Director to Non-Executive Director of the Company.

Mr. Shyam Sunder Mundra has attained the age of 81 years. Pursuant to the provisions of the Companies Act, 2013 and other applicable laws, he is being re-designated as a Non-Executive Director. The consent

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of the members is required by way of a Special Resolution.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors and Relatives of the Directors of the Company are interested in the proposed Resolution except Mrs. Geeta Mundra and Mr. Anurag Mundra.

Item No. 5: Appointment of Mrs. Geeta Mundra as Managing Director and Chairman.

The Board of Directors at their Meeting held on 03rd April 2025, has proposed to appointment of Mrs. Geeta Mundra, as the Executive Chairman and Managing Director the Company, for a period of 5 years with effect from 03rd April 2025, subject to approval by the members of the Company in a ensuing general meeting. She holds a Master's degree from Vikram University, Ujjain.

Mrs. Geeta Mundra has attended the age of 75 years and as per Section 196(3) of the Companies Act,2013 states that no Company shall continue the employment of any person who has attained the age of seventy years, as Managing Director, Whole-Time Director or Manager unless it is approved by the members by passing a special resolution.

The details of remuneration payable to Mrs. Geeta Mundra is as under:

I. Remuneration	
a) Basic Salary	Not exceeding Rs. 100000/- per month each.
b) Incentive	As allowable under the Companies Act, 2013.
c) Allowance	Mentioned Below.
Category A	
1. House Rent Allowance	50% of the Basic salary.
2. *Medical Expense	Not exceeding one month salary in a year or three months salary in a block of three years.
3. Leave travel assistance	Expenses incurred for self and family in accordance with the rules of the Company.
4. Club Fees	Subject to maximum of two clubs.

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5. Personal accident insurance premium	Not exceeding Rs. 8000/- p.a.
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*payment towards medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 5 of the Notice.

None of the Directors and Relatives of the Directors of the Company are interested in the proposed Resolution except Mr. Shyamsunder Mundra and Mr. Anurag Mundra.

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Indore, 19.09.2025

By order of the board of directors

s/d

Anurag Mundra

Director

DIN: 00113172