

Notice

May 16, 2012

NOTICE is hereby given that the 64th Annual General Meeting of the Members of the Company will be held at Jai Hind College Hall, 23-24, Sitaram Deora Marg ('A' Road), Churchgate, Mumbai 400 020, on Tuesday, July 31, 2012 at 2.30 pm to transact the following business:

A. ORDINARY BUSINESS

1. To receive and adopt the Directors' Report, the audited Balance Sheet as at March 31, 2012, the Statement of Profit & Loss for the financial year ended as at the same date and the Auditors' Report thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr Satish Jamdar who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Pradeep Mallick who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

B. SPECIAL BUSINESS

6. To pass with or without modification, the following resolution as a Special Resolution:-

Special Resolution

Approval for payment of managerial remuneration to Mr Ashok M Advani

"RESOLVED THAT in modification of the earlier resolution passed regarding the appointment and payment of managerial remuneration and perquisites paid / to be paid to Mr Ashok M Advani, who was the Whole-time Director designated as 'Executive Chairman' of the Company during the financial year April 2011 to March 2012 (presently Non-Executive Director and Chairman) by the Board of Directors at its meeting held on 12th May, 2008 and the Ordinary Resolution passed by the Shareholders at their Annual General Meeting (AGM) of the Company held on 28th July, 2008, (then re-appointed as Managing Director of the Company) for a period of three years, with effect from 1st October, 2008 to 30th September, 2011 and further appointed by the Board of Directors at its Board meeting held on 24th May, 2011 and Ordinary Resolution passed by the Members at their AGM held on 29th July, 2011, as Executive Chairman, for a period of five years, with effect from 1st October, 2011 to 30th September, 2016, for which the Company had filed eForm-25C with the Registrar of Companies, Maharashtra, Mumbai, pursuant to the provisions of Section 269 regarding his appointment and the payment of managerial remuneration and payment of commission not exceeding 2% of the net profit of the Company, subject to the total managerial remuneration not exceeding the individual and overall ceiling prescribed under Section 198 read with Section 309 of the Companies Act, 1956, the Members do hereby approve as under;

Waiver of excess managerial remuneration:

That, pursuant to provisions of Sections 198(4), 309(3), 310 and 311 of the Companies Act, 1956 ("the Act") and read with Section II of Part II (C) of Schedule XIII thereto and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof) and subject to the approval of Ministry of Corporate Affairs, Government of India, New Delhi and as approved by the Board of Directors and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities in granting such approvals, permissions and sanctions and pursuant to Article No.120 of Articles of Association of the Company, do hereby ratify, confirm and approve the protection of the payment of the excess managerial remuneration, paid / to be paid to Mr Ashok M Advani, which had exceeded the total managerial remuneration payable within the ceiling prescribed under Schedule XIII to the Act read with Sections 198 and 309 of the Act, for the period from 01.04.2011 to 30.11.2011 i.e. by ₹13,05,575/- per month and ₹17,05,575/- per month to be paid for the balance period from 01.12.2011 to 31.03.2012 (both amounts excluding the payment towards Provident Fund, Gratuity Fund, Annuity Fund and Superannuation Fund and excluding payment of commission not exceeding 2% of the net profit of the Company computed in the manner laid down in Sections 349 and 350 of the Act.)

AND THAT the said excess managerial remuneration and perquisites paid / to be paid to Mr Ashok M Advani, for the said period, notwithstanding absence or inadequacy of profits, shall be treated as the 'minimum remuneration' payable in the absence or inadequacy of profits, in accordance with the provisions of Sections 198(4), 309(3), 310 and 311 of the Act and read with Section II of Part II (C) of Schedule XIII thereto and other applicable provisions, if any, of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT the perquisites as referred to above, shall be in addition to the salary paid / to be paid to Mr Ashok M Advani and shall inter alia include (1) the allowances, furnished accommodation or house rent in lieu thereof; gas, electricity, water and furnishings; medical reimbursement and leave travel concessions for self and family; club fees; and personal accident insurance or such other perquisites and/or cash compensation in accordance with the Rules applicable to other Senior Executives of the Company, subject to the condition that the total perquisites, including the cash compensation, shall be restricted to an amount equivalent to twice the annual salary of Mr Ashok M Advani and that for the purpose of calculating the above, perquisites shall be evaluated as per income-tax Rules wherever applicable; (2)(a) Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these are, either singly or put together, not taxable under the Income-tax Act, 1961 for the time being and from time to time in force, (b) Gratuity benefits as per the rules of the Company as applicable to other Senior Executives of the Company, (c) Encashment of leave at the end of the tenure as per Rules of the Company and that the said perquisites shall not be included in computation of ceiling on perquisites mentioned in (1) above; and (3) Car for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites."

7. To pass with or without modification the following resolution as Special Resolution:-

Special Resolution

Approval for payment of managerial remuneration to Mr Suneel M Advani

"RESOLVED THAT in modification of the earlier resolution passed regarding the appointment and payment of managerial remuneration and perquisites paid / to be paid to Mr Suneel M Advani, who was the Vice-Chairman and Managing Director of the Company during the financial year April 2011 to March 2012, (presently Executive Vice-Chairman) by the Board of Directors at its meeting held on 12th May, 2008 and the Ordinary Resolution passed by the Shareholders at their Annual General Meeting (AGM) of the Company held on 28th July, 2008, for a period of three years, with effect from 1st October, 2008 to 30th September, 2011 and further re-appointed by the Board of Directors at its Board Meeting held on 24th May, 2011 and Ordinary Resolution passed by the Members at their AGM held on 29th July, 2011, as Vice-Chairman & Managing Director, for a period of five years, with effect from 1st October, 2011 to 30th September, 2016, for which the Company had filed eForm-25C with the Registrar of Companies, Maharashtra, Mumbai, pursuant to the provisions of Section 269 regarding his re-appointment and the payment of managerial remuneration and payment of commission not exceeding 2% of the net profit of the Company, subject to the total managerial remuneration not exceeding the individual and overall ceiling prescribed under Section 198 read with Section 309 of the Companies Act, 1956, the Members do hereby approve as under;

Waiver of excess managerial remuneration:

That, pursuant to provisions of Sections 198(4), 309(3), 310 and 311 of the Companies Act, 1956 ("the Act") and read with Section II of Part II (C) of Schedule XIII thereto and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof) and subject to the approval of Ministry of Corporate Affairs, Government of India, New Delhi and as approved by the Board of Directors, and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities in granting such approvals, permissions and sanctions and pursuant to Article No.120 of Articles of Association of the Company, do hereby ratify, confirm and approve the protection of the payment of the excess managerial remuneration, paid / to be paid to Mr Suneel M Advani, which had exceeded the total managerial remuneration payable within the ceiling prescribed under Schedule XIII to the Act read with Sections 198 and 309 of the Act, for the period from 01.04.2011 to 30.11.2011 i.e. by ₹10,85,106/- per month and ₹14,85,106/- per month to be paid for the period from 01.12.2011 to 31.03.2012 (both amounts excluding the payment towards Provident Fund, Gratuity Fund, Annuity Fund and Superannuation Fund and excluding payment of commission not exceeding 2% of the net profit of the Company computed in the manner laid down in Sections 349 and 350 of the Act.)

AND THAT the said excess managerial remuneration and perquisites paid/to be paid to Mr Suneel M Advani, for the said period, notwithstanding absence or inadequacy of profits shall be treated as the 'minimum remuneration' payable in the absence or inadequacy of profits, in accordance with the provisions of Sections 198(4), 309(3), 310, and 311 of the Act and read with Section II of Part II (C) of Schedule XIII thereto and other applicable provisions, if any, of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT the perquisites as referred to above, shall be in addition to the salary paid/to be paid to Mr Suneel M Advani and shall inter alia include (1) the allowances, furnished accommodation or house rent in lieu thereof; gas, electricity, water and furnishings; medical reimbursement and leave travel concessions for self and family; club fees; and personal accident insurance or such other perquisites and/or cash compensation in accordance with the Rules applicable to other Senior Executives of the Company, subject to the condition that the total perquisites, including the cash compensation,

shall be restricted to an amount equivalent to twice the annual salary of Mr Suneel M Advani and that for the purpose of calculating the above, perquisites shall be evaluated as per Income-tax Rules wherever applicable; (2)(a) Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these are, either singly or put together, not taxable under the Income-tax Act, 1961 for the time being and from time to time in force, (b) Gratuity benefits as per the rules of the Company as applicable to other Senior Executives of the Company, (c) Encashment of leave at the end of the tenure as per Rules of the Company and that the said perquisites shall not be included in computation of ceiling on perquisites mentioned in (1) above; and (3) Car for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites."

8. To pass with or without modification the following resolution as Special Resolution :-

Special Resolution

Approval for payment of managerial remuneration to Mr Satish Jamdar

"RESOLVED THAT in modification of the earlier resolution passed regarding the appointment and payment of managerial remuneration and perquisites paid / to be paid to Mr Satish Jamdar, Managing Director of the Company, by the Board of Directors at its meeting held on 15th May, 2009 and the Ordinary Resolution passed by the Shareholders at their Annual General Meeting (AGM) of the Company held on 27th July, 2009, for a period of five years, with effect from 1st July, 2009 to 30th June, 2014 for which the Company had filed eForm-25C with the Registrar of Companies, Maharashtra, Mumbai, pursuant to the provisions of Section 269 regarding his appointment and the payment of managerial remuneration and payment of commission not exceeding 2% of the net profit of the Company, subject to the total managerial remuneration not exceeding the individual and overall ceiling prescribed under Section 198 read with Section 309 of the Companies Act, 1956 the Members do hereby approve as under;

Waiver of excess managerial remuneration :

That, pursuant to provisions of Sections 198(4), 309(3), 310 and 311 of the Companies Act, 1956 ("the Act") and read with Section II of Part II (C) of Schedule XIII thereto and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof) and subject to the approval of Ministry of Corporate Affairs, Government of India, New Delhi and as approved by the Board of Directors and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities in granting such approvals, permissions and sanctions and pursuant to Article No.120 of Articles of Association of the Company, do hereby ratify, confirm and approve the protection of the payment of the excess managerial remuneration, paid /to be paid to Mr Satish Jamdar, which had exceeded the total managerial remuneration payable within the ceiling prescribed under Schedule XIII to the Act read with Sections 198 and 309 of the Act, for the period from 01.04.2011 to 30.11.2011 i.e. by ₹6,76,214/- per month and ₹10,76,214/- per month to be paid for the period from 01.12.2011 to 31.03.2012 (both amounts excluding the payment towards Provident Fund, Gratuity Fund, Annuity Fund and Superannuation Fund and excluding payment of commission not exceeding 2% of the net profit of the Company computed in the manner laid down in Sections 349 and 350 of the Act.)

AND THAT the said excess managerial remuneration and perquisites paid / to be paid to Mr Satish Jamdar, notwithstanding absence or inadequacy of profits, shall be treated as the 'minimum remuneration' payable in the absence or inadequacy of profits, in accordance with the provisions of Sections 198(4), 309(3), 310 and 311 of the Act and read with Section II of Part II (C) of Schedule XIII thereto and other applicable provisions, if any, of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT the perquisites as referred to above, shall be in addition to the salary paid / to be paid to Mr Satish Jamdar and shall inter alia include (1) the allowances, furnished accommodation or house rent in lieu thereof; gas, electricity, water and furnishings; medical reimbursement and leave travel concessions for self and family; club fees; and personal accident insurance or such other perquisites and/or cash compensation in accordance with the Rules applicable to other Senior Executives of the Company, subject to the condition that the total perquisites, including the cash compensation, shall be restricted to an amount equivalent to twice the annual salary of Mr Satish Jamdar and that for the purpose of calculating the above, perquisites shall be evaluated as per Income-tax Rules wherever applicable; (2)(a) Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these are, either singly or put together, not taxable under the Income-tax Act, 1961 for the time being and from time to time in force, (b) Gratuity benefits as per the rules of the Company as applicable to other Senior Executives of the Company, (c) Encashment of leave at the end of the tenure as per Rules of the Company and that the said perquisites shall not be included in computation of ceiling on perquisites mentioned in (1) above; and (3) Car for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites."

9. To pass with or without modification the following resolution as Special Resolution:-

Special Resolution

Approval for payment of managerial remuneration to Mr Vir S Advani

"RESOLVED THAT in modification of the earlier resolution passed regarding the appointment and payment of managerial remuneration and perquisites paid / to be paid to Mr Vir S Advani, Executive Director of the Company, by the Board of Directors at its meeting held on 12th May, 2010 and the Ordinary Resolution passed by the Shareholders at their Annual General Meeting (AGM) of the Company held on 27th July, 2010, (then appointed as Executive Director of the Company) for a period of five years, with effect from 1st July 2010 to 30th June, 2015, for which the Company had filed eForm-25C with the Registrar of Companies, Maharashtra, Mumbai, pursuant to the provisions of Section 269 regarding his appointment and the payment of managerial remuneration and payment of commission not exceeding 1% of the net profit of the Company, subject to the total managerial remuneration not exceeding the individual and overall ceiling prescribed under Section 198 read with Section 309 of the Companies Act, 1956, the Members do hereby approve as under;

Waiver of excess managerial remuneration :

That, pursuant to provisions of Sections 198(4), 309(3), 310 and 311 of the Companies Act, 1956 ("the Act") and read with Section II of Part II (C) of Schedule XIII thereto and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof) and subject to the approval of Ministry of Corporate Affairs, Government of India, New Delhi and as approved by the Board of Directors and subject to such conditions and modifications, as may be imposed or prescribed by any of the authorities in granting such approvals, permissions and sanctions and pursuant to Article No.120 of Articles of Association of the Company, do hereby ratify, confirm and approve the protection of the payment of the excess managerial remuneration, paid / to be paid to Mr Vir S Advani, which had exceeded the total managerial remuneration payable within the ceiling prescribed under Schedule XIII to the Act read with Sections 198 and 309 of the Act, for the period from 01.04.2011 to 30.11.2011 i.e. by ₹2,63,960/- per month and ₹6,63,960/- per month to be paid for the period from 01.12.2011 to 31.03.2012 (both amounts excluding the payment towards Provident Fund, Gratuity Fund, Annuity Fund and Superannuation Fund and excluding payment of commission not exceeding 1% of the net profit of the Company computed in the manner laid down in Sections 349 and 350 of the Act.)

AND THAT the said excess managerial remuneration and perquisites paid / to be paid to Mr Vir S Advani, for the said period, notwithstanding absence or inadequacy of profits shall be treated as the 'minimum remuneration' payable in the absence or inadequacy of profits, in accordance with the provisions of Sections 198(4), 309(3), 310 and 311 of the Act and read with Section II of Part II (C) of Schedule XIII thereto and other applicable provisions, if any, of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT the perquisites as referred to above, shall be in addition to the salary paid / to be paid to Mr Vir S Advani and shall inter alia include (1) the allowances, furnished accommodation or house rent in lieu thereof; gas, electricity, water and furnishings; medical reimbursement and leave travel concessions for self and family; club fees; and personal accident insurance or such other perquisites and/or cash compensation in accordance with the Rules applicable to other Senior Executives of the Company, subject to the condition that the total perquisites, including the cash compensation, shall be restricted to an amount equivalent to twice the annual salary of Mr Vir S Advani and that for the purpose of calculating the above, perquisites shall be evaluated as per Income-tax Rules wherever applicable; (2) (a) Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these are, either singly or put together, not taxable under the Income-tax Act, 1961 for the time being and from time to time in force, (b) Gratuity benefits as per the rules of the Company as applicable to other Senior Executives of the Company, (c) Encashment of leave at the end of the tenure as per Rules of the Company and that the said perquisites shall not be included in computation of ceiling on perquisites mentioned in (1) above; and (3) Car for use on Company's business and telephone and other communication facilities at residence will not be considered as perquisites."

NOTES:

1. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Special Business under Item nos. 6, 7, 8 and 9 above is annexed hereto. Information as required under Clause 49(VIA) of the Listing Agreement, relating to the Directors proposed to be re-appointed, is also provided in the Annexure to this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, July 18, 2012 to Wednesday, July 25, 2012 (both days inclusive).
4. The dividend if declared at the Annual General Meeting will be credited/dispached on August 3, 2012, only to those Members whose names appear on the Company's Register of Members on July 25, 2012.
5. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of payment is required to be transferred to the Investor Education and Protection Fund of the Central Government and accordingly, the Company will be transferring the unpaid and unclaimed amount pertaining to Dividend paid for the year 2004-05 to the Investor Education and Protection Fund of the Central Government in August, 2012.
Members who have not encashed the dividend warrant(s) for Dividend 2005 or any subsequent dividend payment(s) so far, are requested to make their claims to the Company immediately. Please note that as per Section 205C of the Companies Act, 1956, no claim shall lie against the Company or the said Fund in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the date of payment and no payment shall be made in respect of such claims.
6. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc., to their Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members. Members holding shares in physical form are requested to intimate the changes to the Share Transfer Agents of the Company.
7. Members are advised to avail of the facility for receipt of dividends through Electronic Clearing Service (ECS). Reserve Bank of India has launched a new facility for receipt of dividends through NECS, a centralized ECS operation to provide wider network, which requires updating of new bank account details with the Depository Participant (DP). You are, therefore, advised to update your bank details with your DP (in case of those who are holding shares in dematerialized mode) or the Company (in case of those who are holding the shares in physical mode) at an early date in order to avail of the facility in future.
8. Members wishing to avail of service/despatch of various notices, communications and documents including Annual Reports by the Company in electronic mode are requested to write to the Company accordingly and register their e-mail IDs with the Company by intimating the same to the Registrar & Share Transfer Agents of the Company.

By Order of the Board of Directors

Sangameshwar Iyer
Company Secretary

Annexure to Notice

1. EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 ANNEXED TO THE NOTICE DATED 16TH MAY, 2012.

ITEM NO. 6

Mr Ashok M Advani, Chairman

(Executive Chairman upto 31 March 2012)

The Company has made an application to the Central Government seeking its approval for making payment of remuneration to Mr Ashok M Advani for the financial year 2011-12. It is necessary to obtain the approval of the shareholders also for this purpose.

Accordingly, necessary Special Resolution is proposed in Item no.6

Apart from Mr Ashok M Advani, Mr Suneel M Advani and Mr Vir S Advani, are also concerned or interested in this item of business.

The following additional information as required by Schedule XIII to the Companies Act, 1956 is given below.

I. General Information :

i) Nature of Industry

Blue Star Limited is India's largest central airconditioning company with an annual turnover of ₹2725 crores, a network of 29 offices, 7 modern manufacturing facilities, over 1200 dealers and around 2800 employees. Blue Star was founded in 1943 and became a Public Limited Company in 1969.

Blue Star caters to the airconditioning needs of a large number of corporate, commercial and residential customers and has also established leadership in the field of commercial refrigeration equipment ranging from water coolers to cold storages. The Company also offers comprehensive Electrical Contracting and Plumbing & Fire Fighting Services. Blue Star's other businesses include marketing and maintenance of hi-tech professional electronic and industrial products.

The Company has manufacturing facilities at Thane, Dadra, Bharuch, Ahmedabad, Himachal Pradesh (2 Plants) and Wada which use state-of-the-art manufacturing equipment to ensure that the products have consistent quality and reliability

ii) Date or expected date of commencement of commercial production

N.A.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

N.A.

iv) Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2012 :

(₹ in lakhs)

Particulars	Amount
Turnover and Other Income	272,459.08
Loss as per Profit & Loss Account	(8,914.59)
Profit / (Loss) as computed under section 309(5) read with section 198	(7,626.74)
Net Worth	47,389.94

v) Export performance and net foreign exchange collaborations :

Earnings in foreign currency during the year were ₹14945.80 lakhs.

vi) Foreign Investments or collaborators, if any :

There was no foreign investment during the year.

II. Information about the appointee:

i) Background details:

Mr Ashok M Advani is an MBA from the Harvard Graduate School of Business Administration, an Electrical Engineer from MIT, USA and a B.Sc (Honours) from Mumbai University.

He joined Blue Star in 1969 and held a variety of senior positions in manufacturing and finance in the Company before he took over the Company's affairs as Chairman & Chief Executive in 1984. He was redesignated as Chairman & Managing Director in 2005 and Executive Chairman in 2009. As Executive Chairman, he was responsible for Corporate Strategy, Corporate Governance, Investor Relations and Corporate Social Responsibility. He has relinquished his position as the Executive Chairman and continues as Chairman with effect from April 1, 2012.

Mr Ashok M Advani is the Vice Chairman of Blue Star Infotech Limited. He has been a member of the Local Advisory Board of The Chase Manhattan Bank and a past President of the Bombay Chamber of Commerce and Industry.

ii) Past remuneration during the financial year ended 31st March, 2011:

	(₹ in lakhs)
Salary	65.40
Perquisites	130.80
Commission	209.18

iii) Recognition or Awards :

Mr Ashok M Advani has been a senior member of various Industry Associations.

iv) Job profile and his suitability :

Given his qualifications, vast experience and deep knowledge of the business in which the Company operates and also the contribution made by him towards the impressive past track record of the Company, the remuneration proposed is commensurate with his job profile and justified.

v) Remuneration Proposed for the year ended 31st March, 2012. :

	(₹ in lakhs)
Salary	67.80
Perquisites	135.58
Commission	Nil

vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) :

Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee(s) in other companies in the industry.

vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed, the appointee also belongs to the promoter group.

III. Other Information :

i) Reasons of loss or inadequate profits:

The Company incurred a loss after tax of ₹89 crores for the year 2011-12 which could be mainly attributed to the following reasons:

- Substantial cost over-runs and erosion of gross margins in the Company's biggest business segment, viz. Electro Mechanical Projects and Packaged Airconditioning Systems the major part of which is a contracting/projects business. It involves system design and engineering, manufacture and procurement of equipment, project execution at job site, and project commissioning. Most of these projects are fixed price contracts. During the year the Company reviewed a majority of projects under execution to assess actual costs incurred and expected costs to completion. Given the general inflationary conditions, the review revealed substantial cost over-runs and erosion of gross margin in many of the fixed price contracts. In accordance with Accounting Standard AS7, the cost increase, including the impact of revision of expected cost to completion of such projects has been absorbed in the accounts for the year 2011-12 resulting in losses and reduced revenues.
- Due to prevailing inflationary conditions, the cost of metals and other commodities used in the products manufactured by the Company increased substantially during the year resulting in lower margins.
- The steep depreciation in the exchange rate of the rupee vis-a-vis the US dollar also resulted in significantly higher costs for the room air conditioners and refrigeration products business as these have a substantial import content.
- The swift and sharp depreciation of the rupee vis-a-vis the US dollar also resulted in a substantial foreign exchange loss for the Company on the unhedged portion of its short term foreign currency borrowings.

- Due to the sluggish economic growth and tight liquidity conditions there was a very noticeable slow-down in the execution of several ongoing projects leading to blocking of working capital and undue delay in collections from customers. This deterioration in cash flow led to a significantly higher level of borrowings in the first half of the year and despite strong and successful corrective action on this front in the second half of the year, the increase in interest rates and the higher borrowings in the first half of the year resulted in a higher outgo towards interest for the year.
- ii) Steps taken by the Company:
- The Company has taken several corrective measures to improve profitability:
- Strict guidelines have been issued for minimum gross margins and terms of payment for new order bookings. While this could impact order booking to some extent, especially in view of the weak investment climate prevailing at present, it is important that the Company seeks profitable business rather than mere top-line growth.
 - Greater thrust on the growth of its room airconditioner and refrigeration products businesses. In an otherwise dull room airconditioner market which declined by 10%, the Company achieved 25% growth by successfully expanding market coverage in the residential segment and mid-sized Tier III and Tier IV towns.
 - Improving the cash flow has been accorded top priority with a company-wide drive on collection of dues from customers and careful control of cash outflows so as to bring the borrowings down to manageable levels.
 - Wherever possible, price increases have been carried out to maintain margins.
 - A longer term plan was initiated to address costs across the entire value chain including product design, value engineering, procurement, manufacturing, logistics and marketing. This should start yielding results in the current year.
 - Control of operating expenses and overheads across the board is being exercised. Employee expenses are being curtailed by trimming excess headcount and outsourcing various processes in non core support functions like administration, warehousing and payroll to bring about substantial reduction in costs.

IV. Disclosures:

Necessary disclosures have been made in the Annual Report

ITEM NO. 7

Mr Suneel M Advani, Executive Vice-Chairman

(Vice-Chairman & Managing Director upto 31 March 2012)

The Company has made an application to the Central Government seeking its approval for making payment of remuneration to Mr Suneel M Advani for the financial year 2011-12. It is necessary to obtain the approval of the shareholders also for this purpose.

Accordingly, necessary Special Resolution is proposed in Item no.7

Apart from Mr Suneel M Advani, Mr Ashok M Advani and Mr Vir S Advani, are also concerned or interested in this item of business.

The following additional information as required by Schedule XIII to the Companies Act, 1956 is given below :-

I. General Information :

i) Nature of Industry

Blue Star Limited is India's largest central airconditioning company with an annual turnover of ₹2725 crores, a network of 29 offices, 7 modern manufacturing facilities, over 1200 dealers and around 2800 employees. Blue Star was founded in 1943 and became a Public Limited Company in 1969.

Blue Star caters to the airconditioning needs of a large number of corporate, commercial and residential customers and has also established leadership in the field of commercial refrigeration equipment ranging from water coolers to cold storages. The Company also offers comprehensive Electrical Contracting and Plumbing & Fire Fighting Services. Blue Star's other businesses include marketing and maintenance of hi-tech professional electronic and industrial products.

The Company has manufacturing facilities at Thane, Dadra, Bharuch, Ahmedabad, Himachal Pradesh (2 Plants) and Wada which use state-of-the-art manufacturing equipment to ensure that the products have consistent quality and reliability.

ii) Date or expected date of commencement of commercial production

N.A.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

N.A.

- iv) Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2012 :
(₹ in lakhs)

Particulars	Amount
Turnover and Other Income	272,459.08
Loss as per Profit & Loss Account	(8,914.59)
Profit / (Loss) as computed under section 309(5) read with section 198	(7,626.74)
Net Worth	47,389.94

- v) Export performance and net foreign exchange collaborations :
Earnings in foreign currency during the year were ₹14945.80 lakhs.

- vi) Foreign Investments or collaborators, if any :
There was no foreign investment during the year.

II. Information about the appointee:

- i) Background details :

Mr Suneel M Advani is a double graduate in Electrical Engineering and Economics from MIT, USA. He also holds a degree in Law from Mumbai University.

He joined Blue Star in 1969 as a Management Trainee and moved up steadily by holding responsible positions before he was elevated to the position of President and Vice Chairman in 1984. He was redesignated as Vice Chairman & Managing Director of the Company in 2005. He has relinquished his position of Managing Director w.e.f. April 1, 2012 and is presently Executive Vice Chairman of the Company.

As Executive Vice Chairman he oversees the Electro Mechanical Projects Group, Corporate Communications & Marketing and Public Relations.

Mr Suneel M Advani is also the Chairman & Managing Director of Blue Star Infotech Limited; Chairman of Blue Star Infotech (UK) Limited, and Blue Star Infotech America, Inc. as well as a Director of Blue Star Electro-Mechanical Limited. Mr Suneel M Advani is a Member of the CII National Council, the apex governing body of CII. Besides, he is also associated with other trade associations and was the President of the Refrigeration and Airconditioning Manufacturers' Association (RAMA).

- ii) Past remuneration during the financial year ended 31st March, 2011 :

	(₹ in lakhs)
Salary	65.40
Perquisites	104.40
Commission	209.18

- iii) Recognition or Awards :

Mr Suneel M Advani is a senior member of various Industry Associations.

- iv) Job profile and his suitability:

Given his qualifications, vast experience and deep knowledge of the business in which the Company operates and also the contribution made by him towards the impressive past track record of the Company, the remuneration proposed is commensurate with his job profile and justified.

- v) Remuneration Proposed for the year ended 31st March, 2012:

	(₹ in lakhs)
Salary	67.80
Perquisites	109.17
Commission	Nil

- vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee(s) in other companies in the industry.

- vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :
Besides the remuneration proposed, the appointee also belongs to the promoter group.

iii. Other Information:

i) Reasons of loss or inadequate profits :

The Company incurred a loss after tax of ₹89 crores for the year 2011-12 which could be mainly attributed to the following reasons:

- Substantial cost over-runs and erosion of gross margins in the Company's biggest business segment, viz. Electro Mechanical Projects and Packaged Airconditioning Systems the major part of which is a contracting/projects business. It involves system design and engineering, manufacture and procurement of equipment, project execution at job site, and project commissioning. Most of these projects are fixed price contracts. During the year the Company reviewed a majority of projects under execution to assess actual costs incurred and expected costs to completion. Given the general inflationary conditions, the review revealed substantial cost over-runs and erosion of gross margin in many of the fixed price contracts. In accordance with Accounting Standard AS7, the cost increase, including the impact of revision of expected cost to completion of such projects has been absorbed in the accounts for the year 2011-12 resulting in losses and reduced revenues.
- Due to prevailing inflationary conditions, the cost of metals and other commodities used in the products manufactured by the Company increased substantially during the year resulting in lower margins.
- The steep depreciation in the exchange rate of the rupee vis-a-vis the US dollar also resulted in significantly higher costs for the room air conditioners and refrigeration products business as these have a substantial import content.
- The swift and sharp depreciation of the rupee vis-a-vis the US dollar also resulted in a substantial foreign exchange loss for the Company on the unhedged portion of its short term foreign currency borrowings.
- Due to the sluggish economic growth and tight liquidity conditions there was a very noticeable slow-down in the execution of several ongoing projects leading to blocking of working capital and undue delay in collections from customers. This deterioration in cash flow led to a significantly higher level of borrowings in the first half of the year and despite strong and successful corrective action on this front in the second half of the year, the increase in interest rates and the higher borrowings in the first half of the year resulted in a higher outgo towards interest for the year.

ii) Steps taken by the Company:

The Company has taken several corrective measures to improve profitability:

- Strict guidelines have been issued for minimum gross margins and terms of payment for new order bookings. While this could impact order booking to some extent, especially in view of the weak investment climate prevailing at present, it is important that the Company seeks profitable business rather than mere top-line growth.
- Greater thrust on the growth of its room airconditioner and refrigeration products businesses. In an otherwise dull room airconditioner market which declined by 10%, the Company achieved 25% growth by successfully expanding market coverage in the residential segment and mid-sized Tier III and Tier IV towns.
- Improving the cash flow has been accorded top priority with a company-wide drive on collection of dues from customers and careful control of cash outflows so as to bring the borrowings down to manageable levels.
- Wherever possible, price increases have been carried out to maintain margins.
- A longer term plan was initiated to address costs across the entire value chain including product design, value engineering, procurement, manufacturing, logistics and marketing. This should start yielding results in the current year.
- Control of operating expenses and overheads across the board is being exercised. Employee expenses are being curtailed by trimming excess headcount and outsourcing various processes in non core support functions like administration, warehousing and payroll to bring about substantial reduction in costs.

IV. Disclosures:

Necessary disclosures have been made in the Annual Report

ITEM NO. 8

Mr Satish Jamdar, Managing Director

The Company has made an application to the Central Government seeking its approval for making payment of remuneration to Mr Satish Jamdar, for the financial year 2011-12. It is necessary to obtain the approval of the shareholders also for this purpose. Accordingly, necessary Special Resolution is proposed in Item no.8

The following additional information as required by Schedule XIII to the Companies Act, 1956 is given below :-

I. General Information :

i) Nature of Industry

Blue Star Limited is India's largest central airconditioning company with an annual turnover of ₹2725 crores, a network of 29 offices, 7 modern manufacturing facilities, over 1200 dealers and around 2800 employees. Blue Star was founded in 1943 and became a Public Limited Company in 1969.

Blue Star caters to the airconditioning needs of a large number of corporate, commercial and residential customers and has also established leadership in the field of commercial refrigeration equipment ranging from water coolers to cold storages. The Company also offers comprehensive Electrical Contracting and Plumbing & Fire Fighting Services. Blue Star's other businesses include marketing and maintenance of hi-tech professional electronic and industrial products.

The Company has manufacturing facilities at Thane, Dadra, Bharuch, Ahmedabad, Himachal Pradesh (2 Plants) and Wada which use state-of-the-art manufacturing equipment to ensure that the products have consistent quality and reliability.

ii) Date or expected date of commencement of commercial production

N.A.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

N.A.

iv) Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2012 :

(₹ in lakhs)

Particulars	Amount
Turnover and Other Income	272,459.08
Loss as per Profit & Loss Account	(8,914.59)
Profit / (Loss) as computed under section 309(5) read with section 198	(7,626.74)
Net Worth	47,389.94

v) Export performance and net foreign exchange collaborations:

Earnings in foreign currency during the year were ₹14945.80 lakhs.

vi) Foreign Investments or collaborators, if any :

There was no foreign investment during the year.

II. Information about the appointee:

i) Background details:

Mr Satish Jamdar is a Mechanical Engineering Graduate from IIT Bombay and also qualified in Systems Management from NIIT and Management Studies from UK and USA. He joined Blue Star in 1996 as Vice President – Manufacturing and has over 35 years of experience in manufacturing, materials management and IT projects, having worked for companies such as Siemens, BPL-Sanyo and Alstom.

Mr Jamdar spearheaded the establishment of Blue Star's modern state-of-the-art manufacturing facilities in Dadra, Himachal and Wada . He was promoted as Executive Director in 2003, and Deputy Managing Director in 2007 and Managing Director of the Company in 2009. As Managing Director, Mr Jamdar oversees the operations and support activities of the Company. He is also a Director of Blue Star Electro-Mechanical Limited and Chairman of the CII Maharashtra State Council.

ii) Past remuneration during the financial year ended 31st March, 2011 :

(₹ in lakhs)

Salary	41.85
Perquisites	83.70
Commission	182.96

iii) Recognition or Awards :

Mr Satish Jamdar is the Chairman of the CII Maharashtra State Council.

iv) Job profile and his suitability :

Given his qualifications, vast experience and deep knowledge of the business in which the Company operates and also

the contribution made by him towards the impressive past track record of the Company, the remuneration proposed is commensurate with his job profile and justified.

v) Remuneration Proposed for the year ended 31st March, 2012:

	(₹ in lakhs)
Salary	42.60
Perquisites	85.16
Commission	Nil

vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) :

Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee(s) in other companies in the industry.

vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :

Besides the remuneration proposed, he does not have any other pecuniary relationship with the Company.

III. Other Information :

i) Reasons of loss or inadequate profits :

The Company incurred a loss after tax of ₹89 crores for the year 2011-12 which could be mainly attributed to the following reasons :

- Substantial cost over-runs and erosion of gross margins in the Company's biggest business segment, viz. Electro Mechanical Projects and Packaged Airconditioning Systems the major part of which is a contracting/projects business. It involves system design and engineering, manufacture and procurement of equipment, project execution at job site, and project commissioning. Most of these projects are fixed price contracts. During the year the Company reviewed a majority of projects under execution to assess actual costs incurred and expected costs to completion. Given the general inflationary conditions, the review revealed substantial cost over-runs and erosion of gross margin in many of the fixed price contracts. In accordance with Accounting Standard AS7, the cost increase, including the impact of revision of expected cost to completion of such projects has been absorbed in the accounts for the year 2011-12 resulting in losses and reduced revenues.
- Due to prevailing inflationary conditions, the cost of metals and other commodities used in the products manufactured by the Company increased substantially during the year resulting in lower margins.
- The steep depreciation in the exchange rate of the rupee vis-a-vis the US dollar also resulted in significantly higher costs for the room air conditioners and refrigeration products business as these have a substantial import content.
- The swift and sharp depreciation of the rupee vis-a-vis the US dollar also resulted in a substantial foreign exchange loss for the Company on the unhedged portion of its short term foreign currency borrowings.
- Due to the sluggish economic growth and tight liquidity conditions there was a very noticeable slow-down in the execution of several ongoing projects leading to blocking of working capital and undue delay in collections from customers. This deterioration in cash flow led to a significantly higher level of borrowings in the first half of the year and despite strong and successful corrective action on this front in the second half of the year, the increase in interest rates and the higher borrowings in the first half of the year resulted in a higher outgo towards interest for the year.

ii) Steps taken by the Company:

The Company has taken several corrective measures to improve profitability:

- Strict guidelines have been issued for minimum gross margins and terms of payment for new order bookings. While this could impact order booking to some extent, especially in view of the weak investment climate prevailing at present, it is important that the Company seeks profitable business rather than mere top-line growth.
- Greater thrust on the growth of its room airconditioner and refrigeration products businesses. In an otherwise dull room airconditioner market which declined by 10%, the Company achieved 25% growth by successfully expanding market coverage in the residential segment and mid-sized Tier III and Tier IV towns.
- Improving the cash flow has been accorded top priority with a company-wide drive on collection of dues from customers and careful control of cash outflows so as to bring the borrowings down to manageable levels.

- Wherever possible, price increases have been carried out to maintain margins.
- A longer term plan was initiated to address costs across the entire value chain including product design, value engineering, procurement, manufacturing, logistics and marketing. This should start yielding results in the current year.
- Control of operating expenses and overheads across the board is being exercised. Employee expenses are being curtailed by trimming excess headcount and outsourcing various processes in non core support functions like administration, warehousing and payroll to bring about substantial reduction in costs.

IV. Disclosures :

Necessary disclosures have been made in the Annual Report

ITEM NO. 9

Mr Vir S Advani, Executive Director

The Company has made an application to the Central Government seeking its approval for making payment of remuneration to Mr Vir S Advani for the financial year 2011-12. It is necessary to obtain the approval of the shareholders also for this purpose.

Accordingly, necessary Special Resolution is proposed in Item no.9

Apart from Mr Vir S Advani, Mr Suneel M Advani and Mr Ashok M Advani, are also concerned or interested in this item of business. The following additional information as required by Schedule XIII to the Companies Act, 1956 is given below :-

I. General Information :

i) Nature of Industry

Blue Star Limited is India's largest central airconditioning company with an annual turnover of ₹2725 crores, a network of 29 offices, 7 modern manufacturing facilities, over 1200 dealers and around 2800 employees. Blue Star was founded in 1943 and became a Public Limited Company in 1969.

Blue Star caters to the airconditioning needs of a large number of corporate, commercial and residential customers and has also established leadership in the field of commercial refrigeration equipment ranging from water coolers to cold storages. The Company also offers comprehensive Electrical Contracting and Plumbing & Fire Fighting Services. Blue Star's other businesses include marketing and maintenance of hi-tech professional electronic and industrial products.

The Company has manufacturing facilities at Thane, Dadra, Bharuch, Ahmedabad, Himachal Pradesh (2 Plants) and Wada which use state-of-the-art manufacturing equipment to ensure that the products have consistent quality and reliability.

ii) Date or expected date of commencement of commercial production

N.A.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

N.A.

iv) Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2012 :

(₹ in lakhs)

Particulars	Amount
Turnover and Other Income	272,459.08
Loss as per Profit & Loss Account	(8,914.59)
Profit / (Loss) as computed under section 309(5) read with section 198	(7,626.74)
Net Worth	47,389.94

v) Export performance and net foreign exchange collaborations :

Earnings in foreign currency during the year were ₹14945.80 lakhs.

vi) Foreign Investments or collaborators, if any :

There was no foreign investment during the year.

II. Information about the appointee :

i) Background details :

Mr Vir S Advani holds a BS degree in Systems Engineering and a BA degree in Economics from the University of Pennsylvania. He has also completed a comprehensive Executive Management Programme on Leadership Development at Harvard Business School. He has been in the Blue Star Group for over a decade, after a 2-year working stint in New York.

In 2000, he joined Blue Star Infotech, and then founded Blue Star Design & Engineering in 2003, designated as its Chief Executive Officer. In 2007, he moved to Blue Star Limited as Vice President - Corporate Affairs, where he made valuable contributions in a company-wide profit improvement programme as well as in electro mechanical projects in a short span of time. He was promoted as Executive Vice President in 2008; President - Corporate Affairs & Special Projects in 2009 and Executive Director of the Company in 2010. In July 2011, he took over the business operations of the Electro Mechanical Projects Group and was redesignated as President, Electro Mechanical Projects Group and Executive Director. Mr Vir S Advani is also a Director of Blue Star Design & Engineering Limited, Blue Star Electro Mechanical Limited and J.T. Advani Finance Private Limited.

ii) Past remuneration during the financial year ended 31st March, 2011 :

	(₹ in lakhs)
Salary	19.80
Perquisites	39.60
Commission	138.44

iii) Recognition or Awards :

Mr Vir S Advani has held various responsible positions in his career.

iv) Job profile and his suitability :

Given his qualifications, vast experience and deep knowledge of the business in which the Company operates and also the contribution made by him towards the impressive past track record of the Company, the remuneration proposed is commensurate with his job profile and justified.

v) Remuneration Proposed for the year ended 31st March, 2012:

	(₹ in lakhs)
Salary	26.40
Perquisites	52.83
Commission	Nil

vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) :

Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee(s) in other companies in the industry.

vii) pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :

Besides the remuneration proposed, the appointee also belongs to the promoter group.

III. Other Information :

i) Reasons of loss or inadequate profits :

The Company incurred a loss after tax of ₹89 crores for the year 2011-12 which could be mainly attributed to the following reasons :

- Substantial cost over-runs and erosion of gross margins in the Company's biggest business segment, viz. Electro Mechanical Projects and Packaged Airconditioning Systems the major part of which is a contracting/projects business. It involves system design and engineering, manufacture and procurement of equipment, project execution at job site, and project commissioning. Most of these projects are fixed price contracts. During the year the Company reviewed a majority of projects under execution to assess actual costs incurred and expected costs to completion. Given the general inflationary conditions, the review revealed substantial cost over-runs and erosion of gross margin in many of the fixed price contracts. In accordance with Accounting Standard AS7, the cost increase, including the impact of revision of expected cost to completion of such projects has been absorbed in the accounts for the year 2011-12 resulting in losses and reduced revenues.

- Due to prevailing inflationary conditions, the cost of metals and other commodities used in the products manufactured by the Company increased substantially during the year resulting in lower margins.
- The steep depreciation in the exchange rate of the rupee vis-a-vis the US dollar also resulted in significantly higher costs for the room air conditioners and refrigeration products business as these have a substantial import content.
- The swift and sharp depreciation of the Rupee vis-a-vis the US dollar also resulted in a substantial foreign exchange loss for the Company on the unhedged portion of its short term foreign currency borrowings.
- Due to the sluggish economic growth and tight liquidity conditions there was a very noticeable slow-down in the execution of several ongoing projects leading to blocking of working capital and undue delay in collections from customers. This deterioration in cash flow led to a significantly higher level of borrowings in the first half of the year and despite strong and successful corrective action on this front in the second half of the year, the increase in interest rates and the higher borrowings in the first half of the year resulted in a higher outgo towards interest for the year.

ii) Steps taken by the Company:

The Company has taken several corrective measures to improve profitability:

- Strict guidelines have been issued for minimum gross margins and terms of payment for new order bookings. While this could impact order booking to some extent, especially in view of the weak investment climate prevailing at present, it is important that the Company seeks profitable business rather than mere top-line growth.
- Greater thrust on the growth of its room air conditioner and refrigeration products businesses. In an otherwise dull room air conditioner market which declined by 10%, the Company achieved 25% growth by successfully expanding market coverage in the residential segment and mid-sized Tier III and Tier IV towns.
- Improving the cash flow has been accorded top priority with a company-wide drive on collection of dues from customers and careful control of cash outflows so as to bring the borrowings down to manageable levels.
- Wherever possible, price increases have been carried out to maintain margins.
- A longer term plan was initiated to address costs across the entire value chain including product design, value engineering, procurement, manufacturing, logistics and marketing. This should start yielding results in the current year.
- Control of operating expenses and overheads across the board is being exercised. Employee expenses are being curtailed by trimming excess headcount and outsourcing various processes in non core support functions like administration, warehousing and payroll to bring about substantial reduction in costs.

IV. Disclosures :

Necessary disclosures have been made in the Annual Report

2. INFORMATION AS REQUIRED BY CLAUSE 49(VIA) OF THE LISTING AGREEMENT:

As required by Clause 49 (VIA) of the Listing Agreement with the Stock Exchange, the information relating to the Directors proposed to be re-appointed is provided hereunder:

ITEM NO. 3 - MR SATISH JAMDAR

Mr Satish Jamdar is a Mechanical Engineering graduate from IIT Bombay and also qualified in Systems Management from NIIT and Management Studies from UK and USA. He joined Blue Star in 1996 as Vice President - Manufacturing and has over 35 years of experience in manufacturing, materials management and IT projects, having worked for companies such as Siemens, BPL-Sanyo and Alstom.

After joining Blue Star, Mr Jamdar spearheaded the establishment of Blue Star's modern manufacturing facilities in Dadra, Himachal and Wada. He was also responsible for corporate financial services, air-conditioning and refrigeration service, international operations as well as the customised OEM business.

Mr Jamdar was promoted as Executive Director in 2003, Deputy Managing Director in 2007 and Managing Director of the Company in 2009. In his current appointment as Managing Director, Mr Jamdar oversees the operations and support services of the Company. He is also a Director of Blue Star Electro-Mechanical Limited and Chairman of the CII Maharashtra State Council.

Details of his other Directorship/Membership of Committees are given below:

Name of the Company	Directorship	Committee Membership
Blue Star Electro-Mechanical Limited	Director	-

Mr Jamdar holds 25000 equity shares of the Company.

ITEM NO. 4 - MR PRADEEP MALLICK

Mr Pradeep Mallick is a B.Tech from IIT Madras and Diploma holder in Business Management from UK. He is also a Chartered Engineer and Fellow of the Institution of Engineering & Technology, London. Mr Mallick was the Managing Director of Wartsila India Limited from 1988 to 2003, prior to which he worked with several leading companies in the field of electrical power transmission and distribution. He joined the Board of Blue Star in 2003.

Mr Mallick is also on the Boards of several other leading companies including Automotive Stampings & Assemblies, Elantas Beck India, ESAB India, Foseco India and Tube Investments of India. In addition, he is associated with Industry Associations such as CII, Bombay Chamber of Commerce & Industry and social organizations like Population First.

Details of his other Directorship/Membership of Committees are given below:

Name of the Company	Directorship	Committee Membership
Automotive Stampings and Assemblies Limited	Chairman	Audit Committee
Elantas Beck India Limited	Director	Audit Committee
ESAB India Limited	Director	Audit Committee
Foseco India Limited	Chairman	Audit & Shareholder & Investor Grievance Committee
Gravitational Network Advisors Pvt Limited	Director	-
IRIS Business Services Limited	Director	-
JRG Securities Limited	Director	Audit Committee
Mount Everest Mineral Water Limited	Director	Audit & Share Transfer-cum-Grievance Committee
Pragati Leadership Institute Pvt Limited	Director	-
Tube Investments of India Limited	Director	Audit Committee

Mr Mallick holds NIL equity shares in the Company.

BLUE STAR LIMITED
Kasturi Buildings
Mohan T Advani Chowk
Jamshedji Tata Road
Mumbai 400 020

May 16, 2012

By Order of the Board of Directors

Sangameshwar Iyer
Company Secretary

FOR THE ATTENTION OF SHAREHOLDERS

- Shareholders are requested to forward their queries on Accounts for the financial year ended March 31, 2012 to the Registered Office of the Company at least 10 days in advance to enable us to keep the information ready at the Meeting.
- The Annual Reports and Attendance Slips will not be distributed at the Annual General Meeting. Shareholders attending the Meeting are requested to bring the same along with them.