

Notice of the Annual General Meeting

NOTICE is hereby given that the 70th Annual General Meeting of the Members of Blue Star Limited ('the Company') will be held on Wednesday, August 8, 2018 at 10.00 am at P. L. Deshpande Maharashtra Kala Academy, (Ravindra Natya Mandir), Sayani Road, Next to ICICI Bank, Prabhadevi, Mumbai - 400 025, to transact the following business:

A. ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, together with the reports of the Auditors thereon.
2. To declare dividend on the equity shares of the Company for the year ended March 31, 2018.
3. To appoint a Director in place of Mr Suneel M Advani (DIN: 00001709), who retires by rotation, and being eligible, offers himself for reappointment.
4. Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemption or re-enactments thereof for the time being in force), M/s Deloitte Haskins & Sells LLP be and are hereby appointed as the Statutory Auditors of the Company in place of M/s S R B C & Co LLP, Chartered Accountants, (Firm Registration No. 324982E/E300003), existing statutory auditors of the Company, for a period of 5 years, to hold office from conclusion of the 70th Annual General Meeting until the conclusion of the 75th Annual General Meeting of the Company to be held for the financial year 2022-23, at such remuneration as may be determined by the Board of Directors."

B. SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration amounting to ₹12,00,000 (Rupees Twelve Lakhs only) plus applicable taxes and reimbursement of the out of pocket expenses; payable to M/s Narasimha Murthy & Co, Hyderabad, Cost Accountants, (Firm Registration No. 000042), who were appointed by the Board of Directors as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
6. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr Anil Harish (DIN: 00001685), who was appointed as an Additional Independent Director by the Board of Directors, with effect from November 22, 2017, and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years, with effect from November 22, 2017, not liable to retire by rotation."

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

By Order of the Board of Directors

Vijay Devadiga
Company Secretary

Date : May 14, 2018
Place : Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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. A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES SUBMITTED ON BEHALF OF CORPORATE MEMBERS MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of Special Business specified under Item no(s). 5 and 6 is annexed to this Notice.
3. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-II), with respect to Directors seeking appointment/reappointment at the Annual General Meeting, is annexed to this Notice.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
5. The dividend, as recommended by the Board, if approved at the Meeting, will be paid to those Members whose names appear:
 - (a) As Beneficial Owners as at the end of business hours on July 27, 2018 as per lists to be furnished by National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL), in respect of the shares held in electronic form.
 - (b) As Member in the Register of Members of the Company after giving effect to all valid share transfers in physical form which are lodged with the Company or its Registrar and Share Transfer Agent (RTA) on or before July 27, 2018.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 28, 2018 to Wednesday, August 8, 2018 (both days inclusive).
7. Pursuant to the provisions of Section 124 of the Act, the Unpaid/Unclaimed Dividend for the financial year 2009-10 has been transferred by the Company to the Investor Education and Protection Fund ('IEPF') established by the Central Government.
8. Pursuant to the provisions of Section 124(5) of the Act, dividend for the financial year 2010-11 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF. Shareholders who have so far not encashed the dividend warrant(s) for the financial year 2010-11 are requested to make their claim to the Secretarial Department at the Registered Office of the Company or the office of the Registrar and Share Transfer Agents of the Company, failing which the unpaid/unclaimed amount will be transferred to the IEPF in the month of September 2018.

In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), in addition to the unpaid or unclaimed dividend which is required to be transferred by the Company to IEPF, equity shares relating to such unpaid/unclaimed dividend are also required to be transferred to an account, namely the IEPF Suspense Account. Members are requested to take note of the aforesaid newly notified sections of the Act, and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF Suspense Account. Details of unpaid/unclaimed dividend are uploaded on the website of the Company before transferring to IEPF. The Company provides an opportunity to the shareholders to claim the unpaid/unclaimed dividend due to them, failing which shares (held either in physical or electronic mode) shall be transferred by the Company to IEPF Suspense Account.

Shareholders can however, claim both, the unclaimed dividend amount and the equity shares transferred to IEPF Suspense Account from the IEPF Authority, by making an application in the manner specified under the IEPF Rules.

Pursuant to the provisions of Section 124 and 125 of the Act, and the IEPF Rules, as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Suspense Account after complying with the procedure laid down under the IEPF Rules.

9. Members holding shares in the dematerialised 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 the 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 Registrar & Share Transfer Agents of the Company.
10. Members are advised to avail of the facility for receipt of dividends through Electronic Clearing Service (ECS).
The Reserve Bank of India has launched a facility for receipt of dividends through National Electronic Clearing Service, a centralised ECS operation to provide a wider network, which requires updating of new bank account details with the DP. You are therefore advised to update your bank details with your DP (in case of those who are holding shares in dematerialised mode) or the Company (in case of those who are holding the shares in physical mode) at an early date in order to avail the facility in future.
11. Members wishing to avail of dispatch of various notices, communications and documents including Annual Reports by the Company in electronic mode are requested to register their email IDs with the Company by intimating the same to the Registrar & Share Transfer Agents of the Company.
12. An electronic copy of the Annual Report for 2018 is being sent to all the Members whose email IDs are registered with the Company/DP(s) for communication purposes unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2018 are being sent in the permitted mode.
13. An electronic copy of the Notice of the 70th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/DP(s) for communication purposes unless any Member has requested for only a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 70th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form are being sent to the Members in the permitted mode.
14. Members may note that the Notice of the 70th Annual General Meeting and the Annual Report for 2018 is available on the Company's website www.bluestarindia.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the email id: rnt.helpdesk@linkintime.co.in.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company.

16. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-II) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Annual General Meeting (remote e-voting) will be provided by NSDL.
- II. The facility for voting through electronic voting system or poll shall be made available at the venue of the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- III. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on August 5, 2018 (9.00 am IST) and ends on August 7, 2018 (5.00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of August 1, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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://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. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - c) How to retrieve your 'initial password'?
 - 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. .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'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - 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) Physical “**User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 navnitb@nlba.in with a copy marked to evoting@nsdl.co.in.
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 Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, ‘A’ wing, 4th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will address the grievances connected with the voting by electronic means.

VI. Other Instructions:

- i. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).
- ii. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of August 1, 2018.

- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- iv. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date, only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through poll.
- v. Bharat Upadhyay of M/s N L Bhatia & Associates, Practicing Company Secretaries (Membership No. 5436 CP No. 4457) has been appointed as the Scrutiniser for providing facility to the Members of the Company to scrutinise the remote e-voting process and voting at Annual General Meeting in a fair and transparent manner.
- vi. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiniser, to all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- vii. The Scrutiniser, after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 days from the conclusion of the Annual General Meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- viii. The results declared alongwith the report of the Scrutiniser shall be placed on the website of the Company www.bluestarindia.com and on the website of NSDL www.evoting.nsdl.com, immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed. The results shall also be available for inspection at the Registered Office of the Company.
- ix. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Annual General Meeting, i.e. Wednesday, August 8, 2018.

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Narasimha Murthy & Co, Hyderabad, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018. In terms of the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

The Board of Directors recommends the ordinary resolution as set out at item no. 5 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6

In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has appointed Mr Anil Harish as an additional Independent Director of the Company for a period of 5 consecutive years with effect from November 22, 2017. As an Additional Director, Mr Anil Harish holds office till the date of this Annual General Meeting.

Mr Anil Harish is a Partner at M/s D. M. Harish & Co, a reputed law firm catering to diverse areas of law including, Property, Exchange Control, Foreign Investments, Trusts, Wills and Indian and International Taxation. Mr. Anil Harish has been ranked by the prestigious legal directory of Chambers & Partners as a leading tax lawyer having a solid clientele of both domestic and overseas organizations. He has been on the Managing Committee of the Indian Merchants Chamber, Chamber of Tax Consultants and ITAT Bar Association, and an office bearer of several institutions in the legal field such as the Society of Indian Law Firms, of which he was the Executive Vice President. Mr Anil is on the Advisory Board of the magazine, "Property Scape" as well as of the Accommodation Times Institute of Real Estate Management and of Real Estate Management Institute. He is also involved with several educational and charitable trusts and serves as director on the boards of reputed companies. He is a key speaker in various prestigious events in India and abroad, and has addressed on the complex legal and taxation issues.

The Company has received a declaration under section 149 from Mr Anil Harish confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr Anil Harish for the office of Director of the Company.

A copy of the draft letter of his appointment setting out the terms and conditions of his appointment as an Independent Director is available for inspection at the registered office of the Company on all working days during normal business hours.

The Board of Directors recommends the ordinary resolution as set out at item no. 6 of the Notice for appointment of Mr Anil Harish as an Independent Director of the Company for a period of 5 consecutive years, with effect from November 22, 2017 for approval of the Members.

Except Mr Anil Harish as it concerns himself, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives, is financially or otherwise, concerned or interested in the said resolution.

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

By Order of the Board of Directors

Vijay Devadiga
Company Secretary

Date : May 14, 2018
Place : Mumbai

Profile of Directors seeking appointment/re-appointment at the 70th Annual General Meeting pursuant to Secretarial Standards on General Meeting (SS - II) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Suneel M Advani	Anil Harish
Date of Birth/Age	23.02.1944/74yrs	19.03.1954/64yrs
Director Identification Number (DIN)	00001709	00001685
Date of first Appointment	03.03.1983	22.11.2017
Expertise in specific General Functional area	Entrepreneur	Legal and Taxation Consultant
Qualification	<ul style="list-style-type: none"> • Double graduate in Electrical Engineering and Economics from MIT, USA. • LLB degree from Mumbai University. 	<ul style="list-style-type: none"> • B.A., L.L.B. (University of Mumbai) • L.L.M. (University of Miami)
Shareholding in the Company	56,26,827 Equity Shares	Nil
Relationship with Other Director/KMPs	Mr Suneel M Advani is father of Mr Vir S Advani, Managing Director of the Company	Not Applicable
No. of Board meetings held during the tenure and attended by the Director during FY 17-18	5/5	2/5
List of outside Directorships held (Public Limited Companies)	Nil	Hinduja Global Solutions Limited Hinduja Ventures Limited Future Enterprises Limited Oberoi Realty Limited Essel Finance Home Loans Limited
Chairman/Member of the Committee of the Board of Directors of the Company	<p>Chairman: Corporate Social Responsibility Committee</p> <p>Member: Nomination and Remuneration Committee Investor Grievance cum Stakeholders Relationship Committee Risk Management Committee Share Transfer Committee Executive Management Committee</p>	<p>Member: Audit Committee</p>
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a Director	Nil	<p>Chairman: Hinduja Global Solutions Limited Hinduja Ventures Limited</p> <p>Members: Oberoi Realty Limited</p>
(a) Audit Committee	Nil	Nil
(b) Investor Grievance cum Stakeholders Relationship Committee	Nil	Nil

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



**BLUE STAR****BLUE STAR LIMITED**

(CIN: L28920MH1949PLC006870)

Regd Office: Kasturi Buildings, Mohan T Advani Chowk, J Tata Road,
Mumbai 400 020, India; Email: rnt.helpdesk@linkintime.co.in;Website: www.bluestarindia.com; Phone: +91 22 6665 4000, Fax: +91 22 6665 4151/52**PROXY FORM**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

Name of the member(s): _____ Email Id: _____

Registered address: _____ Folio/DP ID-Client ID No.: _____

I/We, being the member(s) of _____ shares of the above named Company hereby appoint:

(1) Name: _____ Address: _____

Email Id: _____ Signature: _____, or failing him/her;

(2) Name: _____ Address: _____

Email Id: _____ Signature: _____, or failing him/her;

(3) Name: _____ Address: _____

Email Id: _____ Signature: _____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 70th Annual General Meeting of the Company, to be held on Wednesday, August 8, 2018 at 10.00 am at P. L. Deshpande Maharashtra Kala Academy, (Ravindra Natya Mandir), Sayani Road, Next to ICICI Bank, Prabhadevi, Mumbai - 400 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For*	Against*
ORDINARY BUSINESS			
1	Adoption of Financial Statement (Standalone and Consolidated), Board's Report and Auditors' Reports for the year ended March 31, 2018		
2	Declaration of dividend on equity shares		
3	Reappointment of Mr Suneel M Advani, who retires by rotation		
4	Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors and fixing their remuneration		
SPECIAL BUSINESS			
5	Ratification of the remuneration of M/s Narasimha Murthy & Co, Hyderabad, Cost Accountants for financial year ended March 31, 2018		
6	Appointment of Mr Anil Harish as an Independent Director of the Company		

Signed this _____ day of _____, 2018 Signature of shareholder _____

Affix
Revenue
Stamp not
Less than
₹1/-**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A proxy need not be a Member of the Company. A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy who shall not act as Proxy for any other Member.**
- For the resolutions, explanatory statement and notes, please refer to the Notice of the 70th Annual General Meeting.
- *3. It is optional to put a '✓' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any of the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.