

# Notice of the Annual General Meeting

**BLUE STAR LIMITED**

CIN: L28920MH1949PLC006870

Registered Office: Kasturi Buildings

Mohan T Advani Chowk, Jamshedji Tata Road, Mumbai 400 020

Tel: +91 22 6665 4000, www.bluestarindia.com

**NOTICE** is hereby given that the 71<sup>st</sup> Annual General Meeting (the 'AGM') of the Members of Blue Star Limited ('the Company') will be held on Tuesday, August 13, 2019 at 3:30 p.m. at Jai Hind College Hall, Sitaram Deora Marg, ("A" Road), Churchgate, Mumbai 400 020, 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, 2019, along 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, 2019, together with the report of the Auditors thereon.
2. To declare dividend on the equity shares of the Company for the year ended March 31, 2019.
3. To appoint a Director in place of Mr Dinesh N Vaswani (DIN: 00306990), who retires by rotation, and being eligible, offers himself for re-appointment.

## B. SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration amounting to ₹12,00,000 (Rupees Twelve Lakhs only) excluding out of pocket expenses and other applicable taxes, payable to M/s Narasimha Murthy & Co, Hyderabad, Cost Accountants, (Firm Registration No. 000042), who were appointed as the Cost Auditors of the Company, by the Board of Directors based on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified and confirmed."
5. 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 16 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations'), Mrs Rumjhum Chatterjee (DIN: 00283824), who was appointed as an Additional Independent Director by the Board of Directors, with effect from February 5, 2019, who holds office up to the date of this Annual General Meeting, and has submitted a declaration confirming that she meets the criteria of independence as specified in the Act and Listing Regulations, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing her candidature for the office of Director, and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years, from February 5, 2019 to February 4, 2024."
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 16 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations'), Mr Arvind K Singhal (DIN: 00709084), who was appointed as an Additional Independent Director by the Board of Directors, with effect from February 5, 2019, who holds office up to the date of this Annual General Meeting, and has submitted a declaration

confirming that he meets the criteria of independence as specified in the Act and Listing Regulations, and who is eligible for appointment, 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, and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years, from February 5, 2019 to February 4, 2024.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs Sunaina Murthy (DIN: 07865860), who was appointed as an Additional Non-Executive Promoter Director by the Board of Directors, with effect from April 1, 2019, who holds office up to the date of this Annual General Meeting, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing her candidature for the office of Director, and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, be and is hereby appointed as a Non-Executive Promoter Director of the Company, 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**  
**Membership No: A11028**

Date : May 2, 2019

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, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 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.

A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the ‘Act’) in respect of the Special Business specified under Item no(s) 4 to 7 of the accompanying Notice is annexed hereto.
3. Disclosure pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/re-appointment at the Annual General Meeting, is annexed to this Notice.

4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send a certified copy of the relevant board resolution to the Company, authorising their representative(s) 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 August 2, 2019 as per lists to be furnished by National Securities Depository Limited (NSDL) and Central Depository 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 Transfer Agent (RTA) on or before August 2, 2019.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 3, 2019 to Tuesday, August 13, 2019 (both days inclusive).
7. Pursuant to the provisions of Section 124 of the Act, the Unpaid/Unclaimed Dividend up to the financial year 2010-11 has been transferred by the Company to the Investor Education and Protection Fund (the 'IEPF') established by the Central Government.
8. Pursuant to the provisions of Section 124(5) of the Act, dividend for the financial year 2011-12 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 consecutive years or more, will be transferred to IEPF. Shareholders who have so far not encashed the dividend warrant(s) for the financial year 2011-12 are requested to make their claim to the Secretarial Department at the Corporate Office of the Company at Band Box House, 4<sup>th</sup> floor, 254 D, Dr Annie Besant Road, Worli, Mumbai 400 030 or the office of the RTA of the Company, failing which the unpaid/unclaimed amount will be transferred to the IEPF in the month of September 2019.

The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of IEPF. Members are requested to take note of the aforesaid and claim their unclaimed dividends immediately to avoid transfer of the underlying shares.

Details of unpaid/unclaimed dividend are uploaded on the website of the Company [www.bluestarindia.com](http://www.bluestarindia.com). Shareholders can however, claim both, the unclaimed dividend amount and the equity shares transferred to IEPF, by making an application to the IEPF Authority through Form IEPF-5 available on the website of the Authority [www.iepf.gov.in](http://www.iepf.gov.in) and in the manner specified under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
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). Members holding shares in physical form are requested to intimate the changes to the RTA of the Company. 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.
10. Members are advised to avail the facility for receipt of dividends through Electronic Clearing Services (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 RTA (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 RTA of the Company.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of the Company.
13. Pursuant to SEBI notification dated June 8, 2018, transfer of shares in physical mode is prohibited and mandates holding in demat except in case of transmission or transposition. Accordingly, Members holding shares in physical form are requested to convert their holdings to dematerialised form through depository participant. Members may contact the Company's RTA for any assistance in this regard.
14. An electronic copy of the Annual Report for the financial year 2019 alongwith the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting alongwith 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 same are being sent to the Members in the permitted mode. Members may note that the Annual Report and the Notice is available on the Company's website [www.bluestarindia.com](http://www.bluestarindia.com).
15. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai during the 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](mailto:rnt.helpdesk@linkintime.co.in).
16. 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 a.m. to 5:00 p.m.) on all working days up to and including the date of the AGM of the Company.
17. M/s Deloitte Haskins & Sells LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company for a period of five consecutive years at the 70<sup>th</sup> Annual General Meeting held on August 8, 2018. Their appointment was subject to ratification by the Members at every subsequent Annual General Meeting.  
  
Pursuant to the recent amendment, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the AGM.
18. The route map showing directions to reach the venue of the AGM is annexed to the Notice of the AGM.

#### **19. VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its 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 AGM (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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on August 10, 2019 (9:00 a.m. IST) and ends on August 12, 2019 (5:00 p.m. 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 6, 2019 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 details of the process and manner for remote e-voting are explained as mentioned below:

**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 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 by NSDL. 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. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - 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.nsd.com](http://www.evoting.nsd.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
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 clicking 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 a scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [navnitb@nlba.in](mailto:navnitb@nlba.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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 6, 2019.
- 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 i.e. August 6, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll.
- v. Mr Bharat Upadhyay of M/s N L Bhatia & Associates, Practicing Company Secretaries (Membership No. 5436 CP No. 4457) has been appointed as the Scrutiniser to scrutinise the remote e-voting process and voting at AGM in a fair and transparent manner.
- vi. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutiniser, to all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- vii. The Scrutiniser, after the conclusion of voting at the AGM, 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 48 hours from the conclusion of the AGM, 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 along with the report of the Scrutiniser shall be placed on the website of the Company [www.bluestarindia.com](http://www.bluestarindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://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 displayed on the notice board at the Registered Office as well as the Corporate 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 AGM, i.e. Tuesday, August 13, 2019.

# Annexure to Notice

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

### **ITEM NO. 4**

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s Narasimha Murthy & Co, Hyderabad, Cost Accountants (Firm Registration No. 000042), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at a remuneration of ₹12,00,000 (Rupees Twelve Lakhs only) (excluding out of pocket expenses and applicable taxes).

In terms of the provisions of Section 148 of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors 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. 4 of the Notice for the approval by the Members.

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

### **ITEM NO. 5**

In compliance with the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the Board of Directors appointed Mrs Rumjhum Chatterjee (DIN: 00283824) as an Additional Independent Director of the Company for a term of 5 consecutive years from February 5, 2019 to February 4, 2024, not liable to retire by rotation. Her appointment is subject to approval of Members at the AGM.

Mrs Rumjhum Chatterjee is one of the co-founders of Feedback Infra Group and serves as its Managing Director and Head-Human Capital, and is its Chief Compliance Officer. She is also Chairperson of the Feedback Foundation Trust. She is a Member of the Board of Somany Ceramics Limited. She pioneered the practice of community-led interventions for rehabilitation and resettlement post land acquisition for infrastructure projects. She has a deep interest in women's empowerment. She holds a degree in Psychology from Calcutta University.

As an active member of Confederation of Indian Industry (CII), she has served as the first woman Chairperson for CII Northern Regional Council (2016-17). She is a Member of the National Council of CII, and currently chairs the National Committee on Women's Empowerment and the CII Indian Women Network (IWN).

The Company has received a notice under Section 160 of the Act, from a member, proposing the candidature of Mrs Rumjhum Chatterjee for the office of Director of the Company. The Nomination and Remuneration Committee has also recommended to the Board the appointment of Mrs Rumjhum Chatterjee.

Mrs Rumjhum Chatterjee has given a declaration confirming that she meets the criteria of independence as prescribed under the Act and Listing Regulations.

In the opinion of the Board, Mrs Rumjhum Chatterjee fulfils conditions specified in the Act and Listing Regulations and is independent of the Management.

A copy of the draft letter of her appointment setting out the terms and conditions of her 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. 5 of the Notice for appointment of Mrs Rumjhum Chatterjee as an Independent Director of the Company for a term of 5 consecutive years, effective February 5, 2019 for approval of the Members.



Except Mrs Rumjhum Chatterjee as it concerns herself, none of the other Directors or Key Managerial Personnel or their relatives, is financially or otherwise, concerned or interested in the said resolution.

#### **ITEM NO. 6**

In compliance with the Act and Listing Regulations, the Board of Directors appointed Mr Arvind K Singhal (DIN: 00709084) as an Additional Independent Director of the Company for a term of 5 consecutive years from February 5, 2019 to February 4, 2024, not liable to retire by rotation. His appointment is subject to approval of Members at this AGM.

Mr Arvind K Singhal is the Founder & Chairman of Technopak Advisors, one of India's leading management consulting firms focusing on four sectors that cover Consumer Products & Retail, Textiles & Apparel, Food Services & Agriculture, and Education & Skills Development. He is also a member on the Boards of Welspun India, Greaves Cotton Limited, Metro Shoes, and Premium Transmission Limited. He holds an Engineering degree from IIT-Roorkee (Electronics & Communication) and an MBA (Finance & Marketing) from UCLA, USA. He has also served on several committees in the leading chambers of commerce and industry in India.

The Company has received a notice under Section 160 of the Act, from a member, proposing the candidature of Mr Arvind K Singhal for the office of Director of the Company. The Nomination and Remuneration Committee has also recommended to the Board the appointment of Mr Arvind K Singhal.

Mr Arvind K Singhal has given a declaration confirming that he meets the criteria of independence as prescribed under the Act and Listing Regulations.

In the opinion of the Board, Mr Arvind K Singhal fulfils conditions specified in the Act and Listing Regulations and is independent of the Management.

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 Arvind K Singhal as an Independent Director of the Company for a term of 5 consecutive years, effective February 5, 2019 for approval of the Members.

Except Mr Arvind K Singhal as it concerns himself, none of the other Directors or Key Managerial Personnel or their relatives, is financially or otherwise, concerned or interested in the said resolution.

#### **ITEM NO. 7**

In compliance with the Act and Listing Regulations, the Board of Directors appointed Mrs Sunaina Murthy (DIN: 07865860) as an Additional Non-Executive Promoter Director of the Company effective April 1, 2019, liable to retire by rotation, who shall hold office up to the date of the AGM subject to approval of Members at the AGM.

Mrs Sunaina Murthy holds a Bachelor's degree in Molecular Genetics from the University of Rochester, and a Master's degree in Biotechnology from Northwestern University. She began her career as a cancer researcher at the University of Pennsylvania, and then worked at a venture capital firm specialising in life sciences. Thereafter, she co-managed a USD 3 billion healthcare fund for AIM Capital Management, USA, where she made investments in publicly traded companies in the areas of biotechnology, medical devices, pharmaceuticals, hospitals and other healthcare services. After moving back to India in 2006, she consulted for CMEA Ventures, a California-based venture capital firm, and other companies in the life sciences space. She has recently shifted gears and co-founded a digital newspaper for children, named currentkids.in, a venture to curate and simplify current affairs for children.

## Annexure to Notice

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The Company has received a notice under Section 160 of the Act, from a member, proposing the candidature of Mrs Sunaina Murthy for the office of Director of the Company. The Nomination and Remuneration Committee has also recommended to the Board the appointment of Mrs Sunaina Murthy.

The Board of Directors recommends the ordinary resolution as set out at item no. 7 of the Notice for appointment of Mrs Sunaina Murthy as a Non-Executive Promoter Director of the Company effective April 1, 2019 for approval of the Members.

Except Mrs Sunaina Murthy as it concerns herself, and Mr Vir S Advani, none of the other Directors or Key Managerial Personnel or their 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**  
**Membership No: A11028**

Date : May 2, 2019

Place : Mumbai

**Profile of Directors seeking appointment/re-appointment at the 71<sup>st</sup> Annual General Meeting:**

	<b>Mrs Rumjhum Chatterjee</b>	<b>Mr Arvind K Singhal</b>	<b>Mrs Sunaina Murthy</b>	<b>Mr Dinesh N Vaswani</b>
<b>Age</b>	58 years	60 years	45 years	56 years
<b>Director Identification Number (DIN)</b>	00283824	00709084	07865860	00306990
<b>Date of first Appointment</b>	05.02.2019	05.02.2019	01.04.2019	01.12.2016
<b>Brief Resume (including profile, qualification, experience and expertise in specific functional areas)</b>	<p>Mrs Rumjhum Chatterjee is one of the co-founders of Feedback Infra Group and serves as its Managing Director and Head-Human Capital, and is its Chief Compliance Officer. She is also Chairperson of the Feedback Foundation Trust. She is a Member of the Board of Somany Ceramics Limited. She pioneered the practice of community-led interventions for rehabilitation and resettlement post land acquisition for infrastructure projects. She has a deep interest in women's empowerment. She holds a degree in Psychology from Calcutta University. As an active member of Confederation of Indian Industry (CII), she has served as the first woman Chairperson for CII Northern Regional Council (2016-17). She is a Member of the National Council of CII, and currently chairs the National Committee on Women's Empowerment and the CII Indian Women Network (IWN).</p>	<p>Mr Arvind K Singhal is the Founder &amp; Chairman of Technopak Advisors, one of India's leading management consulting firms focusing on four sectors that cover Consumer Products &amp; Retail, Textiles &amp; Apparel, Food Services &amp; Agriculture, and Education &amp; Skills Development. He is also a member on the Boards of Welspun India, Greaves Cotton Limited, Metro Shoes, and Premium Transmission Limited. He holds an Engineering degree from IIT-Roorkee (Electronics &amp; Communication) and an MBA (Finance &amp; Marketing) from UCLA, USA.</p> <p>Mr Arvind K Singhal has also served on several committees in the leading chambers of commerce and industry in India.</p>	<p>Mrs Sunaina Murthy holds a Bachelor's degree in Molecular Genetics from the University of Rochester, and a Master's degree in Biotechnology from Northwestern University. She began her career as a cancer researcher at the University of Pennsylvania, and then worked at a venture capital firm specialising in life sciences. Thereafter, she co-managed a USD 3 billion healthcare fund for AIM Capital Management, USA, where she made investments in publicly traded companies in the areas of biotechnology, medical devices, pharmaceuticals, hospitals and other healthcare services. After moving back to India in 2006, she consulted for CMEA Ventures, a California-based venture capital firm, and other companies in the life sciences space.</p> <p>Mrs Sunaina Murthy has recently shifted gears and co-founded a digital newspaper for children, named currentkids.in, a venture to curate and simplify current affairs for children.</p>	<p>Mr Dinesh N Vaswani is the Founder and Managing Director of Acuitas Capital Advisors Pvt Ltd, a multi-family investment office focused on advising families on their investment portfolios in India. He has over three decades of experience in both investing in and operating companies in India and the US. He holds an MBA from the Wharton School of Business and a BBA cum laude from the University of Texas at Austin.</p> <p>Dinesh was a Managing Director at Temasek Holdings Advisors India Pvt Ltd, established Bessemer Venture Partners' operations in India and he has served on a number of Boards of public and private companies.</p>

## Annexure to Notice

	<b>Mrs Rumjhum Chatterjee</b>	<b>Mr Arvind K Singhal</b>	<b>Mrs Sunaina Murthy</b>	<b>Mr Dinesh N Vaswani</b>
<b>Terms and conditions of appointment/re-appointment</b>	As detailed in the respective resolutions and explanatory statement			Liabile to retire by rotation
<b>Remuneration last drawn (including sitting fees, if any)</b>	As mentioned in the Corporate Governance Report		NA	As mentioned in the Corporate Governance Report
<b>Remuneration proposed to be paid</b>	As per Nomination and Remuneration Policy of the Company			
<b>Shareholding in the Company</b>	Nil	Nil	72,525 Equity Shares of ₹2/- each	26,944 Equity Shares of ₹2/- each
<b>Relationship with other Director/ Key Managerial Personnel of the Company</b>	None	None	Mrs Sunaina Murthy is sister of Mr Vir S Advani, Vice Chairman & Managing Director of the Company	None
<b>No. of Board Meetings attended during the year</b>	2/5	2/5	NA	5/5
<b>Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	<ul style="list-style-type: none"> <li>• Somany Ceramics Limited</li> <li>• Feedback Energy Distribution Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Welspun India Limited</li> <li>• Greaves Cotton Limited</li> <li>• Metro Brands Limited</li> </ul>	None	None
<b>Public Limited Companies in which Director is Member of the Audit and Stakeholders' Relationship Committee (including the Company)</b>	None	None	None	None
<b>Public Limited Companies in which Director is Chairman of the Audit and Stakeholders' Relationship Committee (including the Company)</b>	None	None	None	None

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING





**BLUE STAR LIMITED**

(CIN: L28920MH1949PLC006870)

Regd Office: Kasturi Buildings, Mohan T Advani Chowk  
Jamshedji Tata Road, Mumbai 400 020

Website: www.bluestarindia.com; Phone: +91 22 6665 4000

**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 No./DP ID-Client ID: \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ 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 71<sup>st</sup> Annual General Meeting of the Company, to be held on Tuesday, August 13, 2019 at 3:30 p.m. at Jai Hind College Hall, Sitaram Deora Marg, ("A" Road), Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For*	Against*
<b>ORDINARY BUSINESS</b>			
1	Adoption of Financial Statements (Standalone and Consolidated), Board's Report and Auditors' Reports for the year ended March 31, 2019		
2	Declaration of dividend on equity shares		
3	Reappointment of Mr Dinesh N Vaswani, who retires by rotation		
<b>SPECIAL BUSINESS</b>			
5	Ratification of the remuneration of M/s Narasimha Murthy & Co, Hyderabad, Cost Accountants for financial year ended March 31, 2019		
6	Appointment of Mrs Rumjhum Chatterjee as an Independent Director of the Company		
7	Appointment of Mr Arvind K Singhal as an Independent Director of the Company		
8	Appointment of Mrs Sunaina Murthy as an Non-Executive Promoter Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019 Signature of Member \_\_\_\_\_

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 member of the Company. A person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total Share Capital of the Company. Members holding more than 10% 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 71<sup>st</sup> 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.

