

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U70200MH2010PLC204612

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECB1588M

(ii) (a) Name of the company

BLUE STAR ENGINEERING & ELI

(b) Registered office address

KASTURI BUILDINGMOHAN T.ADVANI CHOWK
JAMSHEDJI TATA ROAD
MUMBAI
Maharashtra
400020

(c) *e-mail ID of the company

secretarialdesk@bluestarindia.

(d) *Telephone number with STD code

02266654000

(e) Website

(iii) Date of Incorporation

22/06/2010

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)(viii) *Whether Annual general meeting (AGM) held Yes No(a) If yes, date of AGM (b) Due date of AGM (c) Whether any extension for AGM granted Yes No**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY***Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	96.58

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Blue Star Limited	L28920MH1949PLC006870	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY**(i) *SHARE CAPITAL**

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	55,000,000	52,925,052	52,925,052	52,925,052
Total amount of equity shares (in Rupees)	110,000,000	105,850,104	105,850,104	105,850,104

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	55,000,000	52,925,052	52,925,052	52,925,052
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	110,000,000	105,850,104	105,850,104	105,850,104

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,800,000	0	0	0
Total amount of preference shares (in rupees)	180,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
10% Cumulative Redeemable Preference Shares				
Number of preference shares	1,800,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	180,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	52,925,052	105,850,104	105,850,104	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	52,925,052	105,850,104	105,850,104	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

- Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable
- Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			212,619,800
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			100,000,000
Deposit			0
Total			312,619,800

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

1,910,648,800

(ii) Net worth of the Company

726,422,162

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	52,925,052	100	0	
10.	Others	0	0	0	
	Total	52,925,052	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	1	0	1	0	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	5	0	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VIR SUNEEL ADVANI	01571278	Director	25	
THIAGARAJAN BALAS	01790498	Director	20	
NEERAJ BASUR	00402617	Director	0	
THEYYUNNI KOZHIKO	00494661	Director	0	
SUNIL BHATIA	03424622	Director	0	02/05/2018
PREM PAUL KALLIATH	AAHPK1750A	CEO	0	
MANSI SHASHWAT LA	AMGPG6304B	Company Secretar	0	11/07/2018

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
YOGESH DATTATRAY	AERPJ3618J	Company Secretar	04/05/2017	APPOINTMENT
YOGESH DATTATRAY	AERPJ3618J	Company Secretar	27/07/2017	CESSATION
MANSI SHASHWAT LA	AMGPG6304B	Company Secretar	28/07/2017	APPOINTMENT
SUJAN CHATTERJEE	03242549	Director	31/12/2017	CESSATION
SUJAN CHATTERJEE	ACQPC5762P	CFO	31/12/2017	CESSATION
NEERAJ BASUR	00402617	Director appointed	01/01/2018	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	11/08/2017	7	5	100

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/05/2017	5	4	80
2	27/07/2017	5	5	100
3	25/10/2017	5	4	80
4	23/01/2018	5	4	80

C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	04/05/2017	3	2	66.67
2	AUDIT COMM	27/07/2017	3	3	100
3	AUDIT COMM	25/10/2017	3	2	66.67
4	AUDIT COMM	23/01/2018	3	2	66.67
5	NOMINATION	04/05/2017	3	2	66.67
6	NOMINATION	27/07/2017	3	3	100
7	NOMINATION	23/01/2018	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/07/2018
								(Y/N/NA)
1	VIR SUNEEL	4	4	100	7	7	100	No
2	THIAGARAJA	4	4	100	0	0	0	Yes
3	NEERAJ BAS	1	1	100	0	0	0	Yes
4	THEYYUNNI H	4	4	100	7	7	100	Yes
5	SUNIL BHATI	4	1	25	7	2	28.57	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PREM PAUL KALLI	CEO	16,120,142	0	0	957,161	17,077,303
	Total		16,120,142	0	0	957,161	17,077,303

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNIL BHATIA	DIRECTOR	0	0	0	20,000	20,000
2	THEYYUNNI KOZH	DIRECTOR	0	0	0	75,000	75,000
	Total		0	0	0	95,000	95,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

BHARAT UPADHYAY

Whether associate or fellow

Associate Fellow

Certificate of practice number

4457

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

VIR
SUNEEL
ADVANI
Digitally signed by VIR
SUNEEL ADVANI
Date: 2018.09.21
15:28:26 +05'30'

DIN of the director

01571278

To be digitally signed by

BHARAT
RAMAKANT
UPADHYAY
Digitally signed by
BHARAT RAMAKANT
UPADHYAY
Date: 2018.09.21
16:04:41 +05'30'

Company Secretary

Company secretary in practice

Membership number

5436

Certificate of practice number

4457

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf BSEEL MGT8 Final Signed.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Form No. MGT-8
CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

For the financial year ended March 31, 2018
[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

Blue Star Engineering & Electronics Limited
CIN: U70200MH2010PLC204612
Paid Up Capital: Rs. 10,58,50,000/-

We have examined the registers, records and books and papers of **Blue Star Engineering & Electronics Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on March 31, 2018. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act as a Public Limited Company, and is active;
2. The Company has maintained registers/records & making entries therein is made within the time prescribed therefore;
3. The Company has filed forms and returns as stated in the annual return, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court or other authorities~~ is within the time limit and whenever required, with additional filing fees.
4. The Company has called/convened/held meetings of Board of directors or its Committees and the meetings of the members of the company are held on due dates as stated in the annual return, and in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minutes Book maintained for the purpose and the same has been signed;
5. The Company has not closed its register of members/security holders during the financial year;



6. The Company has not given any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. The Company has entered into transactions with related parties. All the transactions with related parties are in the ordinary course of business and on an arm's length basis.
8. There was no issue/ allotment/ transfer/transmission/ buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and no issue of share/security certificates in all instances.
9. There were no instances requiring the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
10. During the year, the Company has not declared any dividend, there has been no unpaid/ unclaimed dividend/other amounts pending to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. Signing of audited financial statement is as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. There were following Changes in the constitution of the Board with respect to appointments/ resignation/ disclosure of the Directors, is in compliance with the provisions of the Act:
 - a) Mr. Sujan Chatterjee resigned as Director with effect from December 31, 2017
 - b) Mr. Neeraj Basur was appointed as Director to fill casual vacancy with effect from January 01, 2018.
13. The Company ratified the appointment of M/s SRBC & Co LLP (Firm Registration No. 324982E/E300003) as Statutory Auditors of the Company pursuant to the provisions of section 139 of the Act for Financial Year 2017-18.
14. The Company was not required to obtain approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under various provisions of the Act;
15. The Company has neither accepted nor renewed deposits and therefore no repayment is required to be made.
16. The Borrowings made by the Company were in compliance with provisions of the Act and Rules made thereunder. No charge/mortgage was created during the year;
17. The Company has not given any loans and made investment or given any guarantee or provided any security to other Bodies corporate or person falling under the provisions of section 186 of the Act.



18. There is no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the financial year.



For N L Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800

Bharat Upadhyay

Bharat Upadhyay
Partner
FCS No.5436
C.P. No. 4457

Date: 7th September, 2018
Place: Mumbai

List of Shareholders

As on March 31, 2018

Name of Members / Shareholders	Folio Number	Number of Shares held	Nominal Value per Shares	Total Amount of shares held	Class of Shares
Blue Star Limited	1	52,924,932	2	105,849,864	Equity Shares
Ashok M Advani (Nominee of Blue Star Limited)	3	20	2	40	Equity Shares
Suneel M Advani (Nominee of Blue Star Limited)	8	20	2	40	Equity Shares
Vir S Advani (Nominee of Blue Star Limited)	5	25	2	50	Equity Shares
Sujan Chatterjee (Nominee of Blue Star Limited)	10	20	2	40	Equity Shares
B Thiagarajan (Nominee of Blue Star Limited)	11	20	2	40	Equity Shares
Vijay Devadiga (Nominee of Blue Star Limited)	12	15	2	30	Equity Shares
Total		52,925,052	2	105,850,104	

For Blue Star Engineering & Electronics Limited



Neeraj Basur
Director

DIN: 00402617

Address: Band Box House, 4th Floor, 254 D, Dr. Annie Besant Road, Worli, Mumbai 400 030