

Blue Star Limited
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www.bluestarindia.com

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 BSE Scrip Code: 500067	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 NSE Symbol: BLUESTARCO
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December 21, 2018

Dear Sirs,

Sub: Declaration of voting results of Postal Ballot

This is in reference to our letter dated November 21, 2018 enclosing therewith the Postal Ballot Notice dated October 30, 2018 seeking consent of Members of the Company through Special Resolutions for the following:

1. Re-appointment of Mr Shailesh Haribhakti (DIN:00007347) as an Independent Director of the Company;
2. Re-appointment of Mr Gurdeep Singh (DIN:00036922) as an Independent Director of the Company; and
3. Approval for payment of Commission to Non-Executive Directors up to 1% (one percent) of Net Profit of the Company.

Post-closing of voting period at 17:00 hours (IST) on December 21, 2018, the Scrutinizer has submitted his Report on the Results of the Postal Ballot (including e-voting) on December 21, 2018.

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), we would like to inform you that the said Resolutions have been passed by the Members of the Company with requisite majority.

In this regard, please find enclosed the following:

- Voting results as required under Regulation 44(3) of the Listing Regulations and the Scrutinizer's Report thereon dated December 21, 2018 - **Annexure A**
- Details of Directors re-appointed pursuant to Regulation 30, Part - A of Schedule III of the Listing Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 - **Annexure B**



The Results of the Postal Ballot alongwith the Scrutinizer's Report are being placed on the Company's website at www.bluestarindia.com and website of National Securities Depository Limited at www.evoting.nsdl.com

Thanking you,
Yours faithfully,
For **Blue Star Limited**


✓ **Vijay Devadiga**
Company Secretary



Encl: a/a

ANNEXURE A**Details of Voting Results of Postal Ballot (including e-voting) as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sr. No.	Particulars	Details
1.	Date of declaration of results of Postal Ballot (including e-voting)	Friday, December 21, 2018
2.	Total Number of Shareholders as on the cut-off date	46,877 Shareholders as on Friday, November 16, 2018
3.	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
4.	No of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

For Blue Star Limited


 **Vijay Devadiga**
Company Secretary

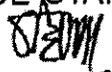
Blue Star Limited								
Resolution Required : (Special)			Resolution No. 1 - Re-appointment of Mr Shailesh Haribhakti (DIN:00007347) as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	37330502	37330502	100.0000	37330502	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37330502	100.0000	37330502	0	100.0000	0.0000
Public Institutions	E-Voting	29419872	21275554	72.3169	15647021	5628533	73.5446	26.4554
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21275554	72.3169	15647021	5628533	73.5446	26.4554
Public Non Institutions	E-Voting	29563514	2180255	7.3748	2173885	6370	99.7078	0.2922
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		152765	0.5167	149759	3006	98.0323	1.9677
	Total		2333020	7.8916	2323644	9376	99.5981	0.4019
Total		96313888	60939076	63.2713	55301167	5637909	90.7483	9.2517

For BLUE STAR LTD.


 VIJAY S. DEVADIGA
 Company Secretary
 Membership No. A11028

Blue Star Limited								
Resolution Required : (Special)			Resolution No. 2 - Re-appointment of Mr Gurdeep Singh (DIN:00036922) as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	37330502	37330502	100.0000	37330502	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37330502	100.0000	37330502	0	100.0000	0.0000
Public Institutions	E-Voting	29419872	21275554	72.3169	20428462	847092	96.0185	3.9815
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21275554	72.3169	20428462	847092	96.0185	3.9815
Public Non Institutions	E-Voting	29563514	2180255	7.3748	2174225	6030	99.7234	0.2766
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		141625	0.4791	139511	2114	98.5073	1.4927
	Total		2321880	7.8539	2313736	8144	99.6492	0.3508
Total		96313888	60927936	63.2598	60072700	855236	98.5963	1.4037

For BLUE STAR LTD.


VIJAY S. DEVADIGA
Company Secretary
MCA 21 No. A11028

Blue Star Limited								
Resolution Required : (Special)			Resolution No. 3 - Approval for payment of commission to Non-Executive Directors upto 1% (one percent) of Net Profit of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	37330502	37330502	100.0000	37330502	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37330502	100.0000	37330502	0	100.0000	0.0000
Public Institutions	E-Voting	29419872	25533968	86.7916	25533968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25533968	86.7916	25533968	0	100.0000	0.0000
Public Non Institutions	E-Voting	29563514	2180435	7.3754	2170664	9771	99.5519	0.4481
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		141625	0.4791	133178	8447	94.0357	5.9643
	Total		2322060	7.8545	2303842	18218	99.2154	0.7846
Total		96313888	65186530	67.6813	65168312	18218	99.9721	0.0279

For BLUE STAR LTD.


 VIJAY S. DEVADIGA
 Company Secretary
 Membership No. A11028



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
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brupadhyay@hotmail.com
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SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Mr. Suneel M. Advani
Chairman
Blue Star Limited
Kasturi Buildings,
Mohan T Advani Chowk,
Jamshedji Tata Road,
Mumbai 400 020

Dear Sir,

1. I, **Bharat R. Upadhyay**, Practicing Company Secretary (Membership No. FCS 5436 / C.P. No. 4457) of Mumbai, had been appointed as the Scrutinizer by the Board of Blue Star Limited (the 'Company') at its meeting held on 30th October, 2018 for scrutinizing the Postal Ballot process (including e-voting) for passing the following Special Resolutions:
 - 1.1. **Re-appointment of Mr. Shailesh Haribhakti (DIN: 00007347) as an Independent Director of the Company**
 - 1.2. **Re-appointment of Mr. Gurdeep Singh (DIN: 00036922) as an Independent Director of the Company**
 - 1.3. **Approval for Payment of Commission to Non-Executive Directors up to 1% (one percent) of Net Profit of the Company**
2. I had given my consent to act as Scrutinizer vide letter dated 17th October, 2018. At the meeting of the Board of the Company, **Mr. Vijay Devadiga**, Company Secretary was made responsible for the entire Postal Ballot process and authorized to do all things and to take all incidental and necessary steps for smooth conduct of the entire process relating to the voting by Postal Ballot including e-voting.
3. The Company had provided the facility of e-voting to the Members on the e-voting platform of National Securities Depository Limited ('NSDL').
4. My responsibility as a Scrutinizer for the e-voting and voting by Postal Ballot Form is restricted to provide a Scrutinizer's Report of the votes cast "in favour" or "against" the Special Resolutions stated in the Postal Ballot Notice dated October 30, 2018, based on reports generated from the e-voting system provided by NSDL, the authorized



agency to provide e-voting facilities, engaged by the Company and Postal Ballot Forms received through post.

5. The votes cast by the Members through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on NSDL's e-voting website after the close of e-voting period i.e. 17:00 hours (IST) on December 21, 2018.
6. The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot Forms.
7. Scrutiny of Postal Ballot Forms commenced on 12th December, 2018 in my presence and continued till 21st December, 2018.
8. The Postal Ballot Forms were duly opened in the presence of my representatives and scrutinized, and the shareholdings were matched / confirmed with the Register of Members of the Company / List of Beneficiaries as on the cut-off date i.e. November 16, 2018.
9. Particulars of all the Postal Ballot Forms received from the Members have been entered in the Register.
10. All Postal Ballot Forms received and e-voting cast up to 17:00 hours (IST) on December 21, 2018, the last date and time fixed by the Company for receipt of votes were considered for my scrutiny.
11. Envelopes containing Postal Ballot Forms received thereafter were not considered.
12. I have not found any defaced or mutilated ballot paper.
13. With reference to the above I submit my report as under:

The Company completed on 21st November, 2018, dispatch, to the Members of the Company whose names were appearing on the Register of Members or list of beneficiaries as supplied by the depositories as on the cut-off date i.e. Friday, November 16, 2018, the Postal Ballot Forms along with Postal Ballot Notice dated October 30, 2018 ("the said Notice") containing the text of the Resolutions and Explanatory Statement alongwith self-addressed postage pre-paid Business Reply Envelope by courier or registered / speed post / e-mail as under:

- i. 37,399 Members by e-mail
- ii. 9,478 Members by speed post / courier

Total Members- 46,877



The result of the scrutiny is as under:

Resolution No. 1 (Special Resolution):

Re-appointment of Mr. Shailesh Haribhakti (DIN: 00007347) as an Independent Director of the Company

Out of total 46,877 members, 345 members cast their votes by e-voting and 155 members by Postal Ballot Forms. Of the 155 Postal Ballot Forms, 15 Postal Ballot Forms comprising of 7253 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No.1

Votes cast:

Particulars	Number of Members Voted through			Number of Votes contained in			Percent age
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total (%)
Assent	132	291	423	149759	55151408	55301167	90.75
Dissent	6	54	60	3006	5634903	5637909	9.25
Total	138	345	483	152765	60786311	60939076	100

Note: Two shareholder's having folio number IN30075710443709 and IN30131320187640 have voted through e-voting as well as postal ballot, we have not considered voting by postal ballot. Vote not considered is 39.



N L Bhatia & Associates

Resolution No. 2 (Special Resolution):

Re-appointment of Mr. Gurdeep Singh (DIN: 00036922) as an Independent Director of the Company

Out of total 46,877 members, 345 members cast their votes by e-voting and 152 members by Postal Ballot Forms. Of the 152 Postal Ballot Forms, 15 Postal Ballot Forms comprising of 7253 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No.2

Vote Cast:

Particulars	Number of Members Voted through			Number of Votes contained in			Percentage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total (%)
Assent	132	321	453	139511	59933189	60072700	98.60
Dissent	3	24	27	2114	853122	855236	1.40
Total	135	345	480	141625	60786311	60927936	100

*Note: 1. Three shareholders have not voted in Resolution No. 2
2. Two shareholder's having folio number IN30075710443709 and IN30131320187640 have voted through e-voting as well as postal ballot, we have not considered voting by postal ballot. Vote not considered is 39.*



N L Bhatia & Associates

Resolution No. 3 (Special Resolution):

Approval for Payment of Commission to Non-Executive Directors up to 1% (one percent) of Net Profit of the Company

Out of total 46,877 members, 356 members cast their votes by e-voting and 152 members by Postal Ballot Forms. Of the 152 Postal Ballot Forms, 15 Postal Ballot Forms comprising of 7253 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot not signed or e) relevant authorisation not attached in case of voting by body corporate in respect of Resolution No.3

Vote cast:

Particulars	Number of Members Voted through			Number of Votes contained in			Peren tage
	Postal Ballot Forms	e-Voting	Total	Postal Ballot	e-Voting	Total	Total (%)
Assent	113	313	426	133178	65035134	65168312	99.97
Dissent	22	43	65	8447	9771	18218	0.03
Total	135	356	491	141625	65044905	65186530	100

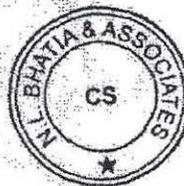
*Note: 1. Three shareholders have not voted in Resolution No. 3
2. Two shareholder's having folio number IN30075710443709 and IN30131320187640 have voted through e-voting as well as postal ballot, we have not considered voting by postal ballot. Vote not considered is 39.*

14. In view of the above scrutiny, I hereby certify that all the Special Resolutions have been passed with requisite majority on 21st December, 2018.

15. I have today handed over the Postal Ballot Forms and other relevant papers / Register and records for safe custody of Mr. Vijay Devadiga, Company Secretary of the Company who is authorized by the Board to supervise the Postal Ballot process.

You may accordingly declare the result of voting by Postal Ballot.

For NL Bhatia & Associates
Practicing Company Secretaries
UIN P1996MH055800



Bharat R Upadhyay

Bharat R Upadhyay
Partner
Scrutinizer
FCS No: 5436
CP No.: 4457

Date: 21/12/2018
Place: Mumbai

5

For BLUE STAR LTD.

VIJAY S. DEVADIGA
Company Secretary
Membership No. A11028

N L Bhatia & Associates

ANNEXURE B

Details of Directors re-appointed pursuant to Regulation 30, Part - A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

Re-appointment of Mr Shailesh Haribhakti (DIN:00007347) as an Independent Director of the Company	
Reason for change viz. appointment, resignation, death or otherwise	Re-appointment
Date of appointment/cessation (as applicable) & term of appointment	Mr Shailesh Haribhakti is re-appointed for a second term of five consecutive years from April 1, 2019 to March 31, 2024
Brief profile (in case of appointment)	Mr Shailesh Haribhakti is a Chartered Accountant, Certified Public Accountant, Certified Internal Auditor, Financial Planner, Cost Accountant and Fraud Examiner. He is a Chairman of New Haribhakti Business Services LLP and MentorCap Management Pvt. Ltd. Evolving from a background in Audit, Tax and Consulting, he seeks to create an enduring value for companies and organisations he is involved in by being a deeply-engaged Independent Director. He is a strong supporter of a clean and green environment, and is pioneering the concept of 'Innovating to Zero' in the social context. He serves on Board of multinational as well as Indian companies, and is also member of many Advisory Boards.
Disclosure of relationships between directors (in case of appointment of a director)	Mr Shailesh Haribhakti is not related to any Director of the Company.
Information as required pursuant to BSE Limited Circular with ref. no. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited with ref. no. NSE/ CML/ 2018/24, dated June 20, 2018	Mr Shailesh Haribhakti is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



Re-appointment of Mr Gurdeep Singh (DIN:00036922) as an Independent Director of the Company	
Reason for change viz. appointment, resignation, death or otherwise	Re-appointment
Date of appointment/ cessation (as applicable) & term of appointment	Mr Gurdeep Singh is re-appointed for a second term of four months from April 1, 2019 to July 31, 2019.
Brief profile (in case of appointment)	Mr Gurdeep Singh is a Chemical Engineering Graduate from IIT Delhi and has attended the Advanced Management Program at Harvard Business School. After graduation, he joined Hindustan Unilever Ltd. as a Management Trainee. He held various senior positions in the company, including Vice President - Technical, before he was expatriated to Brazil as Technical Director of the Unilever Detergents Business. He returned to Hindustan Unilever Ltd. in 1998 as Director – Human Resources, Corporate Affairs and Technology, and retired from the company in 2003. Apart from the Company's Board, he is also on the Boards of several leading companies.
Disclosure of relationships between directors (in case of appointment of a director)	Mr Gurdeep Singh is not related to any Director of the Company.
Information as required pursuant to BSE Limited Circular with ref. no. LIST/COMP/14/2018-19 and the National Stock Exchange of India Limited with ref. no. NSE/ CML/ 2018/24, dated June 20, 2018	Mr Gurdeep Singh is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

For **Blue Star Limited**



Vijay Devadiga
Company Secretary