



Blue Star Limited
Kasturi Buildings,
Mohan T Advani Chowk,
Jamshedji Tata Road,
Mumbai 400 020, India.
Tel : +91 22 6665 4000
Fax : +91 22 6665 4152
www.bluestarindia.com

By Fax / Hand Delivery

Post Board Meeting intimation to the Stock Exchanges

30 May, 2014

1. National Stock Exchange of India Ltd. Exchange Plaza Plot No. C/1, G Block Bandra - Kurla Complex Bandra (East) Mumbai - 400 051 NSE Scrip Code: BLUESTARCO	2. BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 001 BSE Scrip Code: 500067
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Dear Sir / Madam,

Re: Meeting of the Board of Directors of Blue Star Limited held on 30 May, 2014
and
Re: Notice pursuant to Clauses 22 and 36(g) of the Listing Agreement

1. We wish to inform you that, at the just concluded meeting of the Board of Directors ("Board") of Blue Star Limited ("Company" or "BSL") the Board has considered, and approved, the amalgamation of Company and its subsidiaries, namely, Blue Star Design and Engineering Limited ("BSEDEL") and Blue Star Electro-Mechanical Limited ("BSEML"), w.e.f. October 1 2014 (Appointed date), in terms of the draft scheme of amalgamation tabled before the Board ("Scheme") under Sections 391-394, read with Section 100 and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013. The Board of Directors of BSEDEL and BSEML have also, in their meetings held today approved the said amalgamation.
2. The Board has also approved the following Share Exchange Ratio:
 - (a) Every equity shareholder of BSL holding share in the Company on the record date shall be issued and allotted 15 (fifteen) fully paid up equity shares of BSEML each of face value of Rs. 2/- for every 4 (four) fully paid up equity shares of the Company each of face value of Rs. 2/-.



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- (b) Every preference shareholder of BSDEL holding share in BSDEL on the record date shall be issued and allotted 1 (one) 10% cumulative redeemable preference shares of BSEML each of face value of Rs. 100/- for every 1 (one) 10% cumulative redeemable preference shares of BSDEL each of face value of Rs. 100/-.

Upon Amalgamation, the equity shares of BSDEL and BSEML held by BSL will be cancelled.

3. The Share Exchange Ratio has been arrived at based on the valuation report prepared by Sharp & Tannan, an Independent Chartered Accountant, and confirmed by a fairness opinion prepared by Kotak Mahindra Capital Company Limited, an Independent Merchant Banker, submitted to the Audit Committee and presented to the Board at its meeting.
4. The draft Scheme has been recommended by the Audit Committee of the Company, at its meeting held on 30 May, 2014, taking into consideration, inter alia, the valuation report.
5. The equity shares of BSEML are proposed to be listed on BSE Ltd. and National Stock Exchange of India Limited. Post amalgamation, BSEML shall be renamed as Blue Star Limited.
6. The effectiveness of the Scheme is subject to, inter alia, receipt of necessary approvals under applicable law, including the approval of Stock Exchanges, shareholders and creditors of the Company and of BSDEL and BSEML, as required, as well as the sanction of the Hon'ble High Court of Judicature at Bombay and other concerned authorities.

Thanking you,

Very truly yours,

FOR BLUE STAR LIMITED

**SANGAMESHWAR IYER
COMPANY SECRETARY**