



BLUE STAR INFOTECH LIMITED

The Great Oasis, 8th Floor, D-13, MIDC,
Andheri (East), Mumbai 400 093, India.

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CIN: L72200MH1997PLC110459

4th March 2016

**The Manager
Listing Department,
The National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051**

Dear Sir/Madam,

**Stock Code: BLUESTINFO
Sub: Proceedings of the Postal Ballot**

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, copy of the proceedings to confirm the results with respect to the Postal Ballot is enclosed herewith for your records.

Thanking you,

Yours faithfully,
For **Blue Star Infotech Limited**

V. Sudarshan
Chief Financial Officer and Company Secretary

**PROCEEDINGS OF THE MEETING TO DECLARE THE RESULTS OF THE POSTAL BALLOT HELD
ON 27TH FEBRUARY 2016 AT 11.10 AM AT THE GREEN ROOM, JAI HIND COLLEGE HALL, 23-24,
"A" ROAD, CHURCHGATE, MUMBAI: 400 020**

PRESENT:

- | | |
|------------------------------------|--|
| 1. Mr. Sudeshkumar V. Joshi | Scrutinizer, Proprietor of M/s. Sudeshkumar & Associates, Chartered Accountants |
| 2. Mr. V. Sudarshan | Chief Financial Officer and Company Secretary |

Background

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ["The Act"] read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (Including any Statutory Modification(S) or re-enactment thereof for the time being in force), and SEBI circular bearing no. CIR/CFD/CMD/16/2015 dated 30 November, 2015 Issued by the Securities and Exchange Board of India ("SEBI"), the approval of the shareholders through Ordinary Resolution was sought vide Postal Ballot Notice dated 22nd January 2016 for the following:

- 1. Consent pursuant to the provisions of Section 391 to 394 of the Companies Act, 1956 or the applicable provisions of the Companies Act, 2013 to the Composite Scheme of Amalgamation of Blue Star Infotech Limited and Blue Star Infotech Business Intelligence and Analytics Private Limited with Blue Star Limited and their respective shareholders and creditors.**

The dispatch of the aforesaid notice to the shareholders of the Company was completed on 25th January 2016 and the newspaper advertisement to this effect was published, both in English and Regional Newspaper on 28th January 2016.

The Directors of the Company through Circular resolution dated 4th January 2016, appointed CA Sudeshkumar V. Joshi, Proprietor of M/s. Sudeshkumar & Associates, Chartered Accountants, as the Scrutinizer to receive and scrutinize the completed Postal Ballot forms received from the shareholders and to conduct the postal ballot in a fair and transparent manner. The postal ballot forms and the self-addressed business reply envelopes were sent for casting of votes by the shareholders. E voting facility was also provided to the shareholders by the Company. The members were requested to return the physical postal ballot forms duly completed along with the assent or dissent so as to reach the scrutinizer not later than 05.00 pm, 25th February 2016. In case of e voting, members were requested to cast their vote up to 05.00 pm, 25th February 2016.

After due scrutiny of all the postal ballot forms received, the scrutinizer, CA Sudeshkumar V. Joshi submitted his report on the Postal Ballot on 27th February 2016, as under:

Resolution No. 1:

Consent pursuant to the provisions of Section 391 to 394 of the Companies Act, 1956 or the applicable provisions of the Companies Act, 2013 to the Composite Scheme of Amalgamation of Blue Star Infotech Limited and Blue Star Infotech Business Intelligence and Analytics Private Limited with Blue Star Limited and their respective shareholders and creditors.

Type of resolution required: Ordinary Resolution

Mode of Voting: Postal Ballot Papers & E-voting

Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/ resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-voting	55,92,424	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		NA	NA	NA	NA	NA	NA
Public Institutions	E-voting	11,58,379	9,44,335	81.52%	9,44,335	0	100.00%	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.00%	0	0	0.00	0.00
	Total		9,44,335	81.52%	9,44,335	0	100.00%	0.00
Public - Non Institutions	E-voting	40,49,197	5,35,622	13.23%	5,20,962	14,660	97.26%	2.74%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		3,49,272	8.63%	3,47,761	1,511	99.57%	0.43%
	Total		8,84,894	21.86%	8,68,723	16,171	98.17%	1.83%
Total		10800000	18,29,229	16.94	18,13,058	16,171	99.12%	0.88%

*Promoters and Promoter Groups are not eligible to vote.

The Company Secretary after receiving the Scrutinizers' report, communicated the information over the call to the Chairman and Managing Director of the Company, Mr. Suneel Advani, and explained

the results to him. The Company Secretary announced that the Ordinary resolution proposed in the Postal Ballot Notice dated 22nd January 2016 was duly passed by requisite majority.

The Ordinary Resolution duly approved by the shareholders are as under:

1. **Consent pursuant to the provisions of Section 391 to 394 of the Companies Act, 1956 or the applicable provisions of the Companies Act, 2013 to the Composite Scheme of Amalgamation of Blue Star Infotech Limited and Blue Star Infotech Business Intelligence and Analytics Private Limited with Blue Star Limited and their respective shareholders and creditors.**

RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of Companies Act, 2013 as may be applicable, the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble High Court of Judicature at Bombay and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Bombay or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the proposed amalgamation embodied in the Composite Scheme of Amalgamation of Blue Star Infotech Limited, and Blue Star Infotech Business Intelligence and Analytics Private Limited with Blue Star Limited and their respective shareholders and creditors ("**Scheme**") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Bombay while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the above resolution to the extent of their respective shareholding in the Company.

18,13,058 shares were in favour of the resolution representing 99.12% of the votes polled and the resolution was passed by requisite majority.

Date: 04th March 2016
Place: Mumbai

For Blue Star Infotech Limited



V. Sudarshan
Chief Financial Officer and Company Secretary