BLUE BLENDS (INDIA) LIMITED

Regd. Office: JBF House, 2nd Floor, Old Post Office Lane,
Kalbadevi Road, Mumbai – 400 002.

POSTAL BALLOT NOTICE

Notice Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001

Dear Member(s)

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 and any amendments thereto, any proposal to lease, sell or otherwise dispose off the whole or substantially the whole of an undertaking has to be approved by the shareholders of the Company by way of a Postal Ballot.

Accordingly, we are appending the Postal Ballot Form and the draft Resolution along with the Explanatory Statement pertaining to the said Resolution explaining in detail the material facts, for your consideration. The Company has appointed Mr. Milan Mehta of M/s. Milan Mehta & Associates, Company Secretaries, as Scrutinizer to scrutinize the Postal Ballots in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, fill up the Form, give your assent or dissent on the resolution at the end of the Form and sign the same and return the form duly completed in the attached self-addressed, postage prepaid envelope so as to reach the scrutinizer before the close of working hours, on or before 6th May, 2013.

The Scrutinizer shall submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the result of Postal Ballot will be announced by the Chairman on 13th May, 2013 at the Registered Office of the Company.

Members may please note that a resolution will be deemed to have been passed as ordinary resolution if the votes cast in favor should be more than the votes cast against and the date of announcement of the result of the postal ballot.

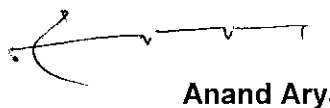
DRAFT RESOLUTION

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a), Section 192A read with the Companies (Passing of Resolutions by Postal Ballot) Rules 2001 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such consents, approvals, permissions and sanctions as may be necessary from the concerned Statutory Authorities(s) and subject to such terms and conditions as may be imposed by them, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include any Committee thereof) for the sale/disposal/transfer of the Company's units situated at Plot No. 32-33-34, 825/4, Diwan Sons, Udyognagar, Village Mahim, Palghar, Dist. Thane (Maharashtra) and Plot No.A-9, M.I.D.C. Murbad, (Kalyan), Dist. Thane (Maharashtra) comprising of Freehold Land along with Building and Structures standing thereon and Plant & Machineryo lying therein for such consideration to be determined by the Board, including the authority to finalize the terms and conditions as well as means, methods or modes in respect thereof."

"RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to finalize and execute all required documents including schemes, agreements, memorandum, deeds of conveyance and other documents with such modifications as may be required from time to time and to do and perform all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their discretion for completion of the transaction as aforesaid in the best interest of the Company including the power to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

By the Order of the Board
For Blue Blends (India) Limited



Anand Arya
Chairman & Managing Director

Place: Mumbai
Date: 22/03/2013

Enclosures:

1. **Explanatory Statement**
2. **Postal Ballot Form**
3. **Self-addressed postage prepaid envelope addressed to the Scrutinizer**

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT
[Pursuant to Section 173 (2) and 192A (2) of Companies Act, 1956]

The Company have two units situated at Plot No. 32-33-34, 825/4, Diwan Sons, Udyognagar, Village Mahim, Palghar, Dist. Thane (Maharashtra) and Plot No.A-9, M.I.D.C. Murbad, (Kalyan), Dist. Thane (Maharashtra) together with structures thereon. Out of this, unit at Murbad is closed for last several years and unit at Palghar is not functionally profitable and has become very old and machinery is also not in good condition. Therefore it is recommended sale of these properties. It will generate funds to reduce the borrowings of the Company.

Section 293(1) (a) of the Companies Act, 1956 provides that the Board of Directors shall not, without the consent of the shareholders of the Company in the General Meeting sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. Accordingly, the sanction of the shareholders is sought in this resolution for the sale of the company's immovable property being Plot No. 32-33-34, 825/4, Diwan Sons, Udyognagar, Village Mahim, Palghar, Dist. Thane (Maharashtra) and Plot No.A-9, M.I.D.C. Murbad, (Kalyan), Dist. Thane (Maharashtra) together with structures thereon and the plant and machinery lying therein.

Board of Directors of the Company accordingly recommends the Ordinary Resolution for approval by the members.

None of the Directors is deemed to be concerned or interested in the resolution except Mr. Anand Arya who is interested or concerned to the extent of shares held by him in the Company.

By the Order of the Board
For Blue Blends (India) Limited



Anand Arya
Chairman & Managing Director

Registered Office:
JBF House, 2nd, Floor,
Old Post Office Lane,
Kalbadevi Road,
Mumbai – 400 002.

Place : Mumbai
Date : 22/03/2013

BLUE BLENDS (INDIA) LIMITED
Regd. Office: JBF House, 2nd Floor, Old Post Office Lane,
Kalbadevi Road, Mumbai – 400 002.

Serial No.-

POSTAL BALLOT FORM
(Please read the instructions carefully before completing this Form)

Name of the Shareholder	
Registered Address of the Shareholder	
Registered Folio No./DPID/Client ID:	
Number of Shares Held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing tick (√) in the appropriate box below.

Description	No. of Shares	I/We assent the Resolution (FOR)	I/We dissent the Resolution (AGAINST)
Ordinary Resolution for u/s 293 (1) (a) of the Companies Act, 1956 for sale/disposal/ transfer of the whole or substantially the whole undertaking of the Company situated at Plot No. 32-33-34, 825/4, Diwan Sons, Udyognagar, Village Mahim, Palghar, Dist. Thane (Maharashtra) and Plot No.A-9, M.I.D.C. Murbad, (Kalyan), Dist. Thane (Maharashtra) comprising of Freehold Land along with Building and Structures standing thereon and Plant & Machinery lying therein.			

Place:

Date:

(Signature of the Share Holder)

INSTRUCTIONS

1) A shareholder desiring to exercise his/her vote by postal ballot shall complete his/her postal ballot for in all respect and send it in the name of Scrutinizer in the attached self addressed postage prepaid envelope.

2) The Consent of Shareholder must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing in a tick mark (√) in the appropriate column.

3) The Postal Ballot Form should be completed and signed by the Sole/First named Shareholder. In the absence of the first named shareholder in a joint holding, the Form may be completed and signed by the next named Shareholder. However, where the Form is sent separately by the first named Shareholder and the Joint holder(s), the vote of the first shareholder shall be valid.

4) In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with signature(s) of Authorized Signatory.

5) The Right of voting by Postal Ballot shall not be exercised by a proxy.

6) Unsigned, incorrect or incomplete Postal Ballot Form will be rejected.

7) The postage pre-paid self-addressed envelope bears the name of Scrutinizer appointed by the Board of Directors. The duly completed Postal Ballot Form should reach Scrutinizer on or before working hours 6th May, 2013, and Postal Ballot received after 6th May, 2013 will be treated as invalid Postal Ballot.

8) Scrutinizer's decision on the validity of a Postal Ballot Form will be final.