BLUE BLENDS (INDIA) LIMITED

CIN : L17120MH1981PLC023900

JBF House, 2nd Floor,
Old Post Office Lane,
Kalbadevi Road,
Mumbai - 400 002. (India)

To,

The Manager,
Department of Corporate Services,
The Bombay Stock Exchange Limited,
25th Floor, Phiroz Jejeebhoy Towers,
Dalal Street, Fort, Mumbai-400 001

Respected Sir,

Sub.: Outcome of Board Meeting held on 05th May, 2017
Scrip Code: BSE: 502761
NSE: BLUEBLENDS

This is to inform you that, the Board of Directors of the Company at its meeting held today, i.e. 05th May, 2017 have interalia considered and approved the following matters;

1. Notice for conducting the postal ballot for Ratification of preferential issue of 50 Secured Optionally Convertible Redeemable Debentures of Rs. 10,00,000/- each allotted to Edelweiss Stressed & Troubled Assets Revival Fund – 1.
2. Appointment of Mr. Sunil Bohra, Partner of P C Surana & Co., Practicing Chartered Accountant, as a scrutinizer for conducting the Postal Ballot in fair & transparent manner.
3. Calendar of Events for conducting the postal ballot.
4. Disclosure from Directors' under provisions of section 164, 184 and 149 of the Companies Act, 2013

This is to further inform you that, the Board Meeting commences on 3.00 PM and concluded at 4.00 PM.

Kindly take the note of the above.

Thanking You.

FOR BLUE BLENDS INDIA LIMITED

BLUE BLENDS (INDIA) LIMITED BOMBAY-2

KUSHALRAJ SONIGDA
COMPANY SECRETARY

PLACE : MUMBAI
DATE : 05.05.2017

ENCL : CALENDAR OF EVENTS
POSTAL BALLOT NOTICE

CC TO : NATIONAL STOCK EXCHANGE
DELHI STOCK EXCHANGE

Phone : 2208 8736, 2208 5951 • Fax : 91-22-2208 0470
Email : blueblends.ho@gmail.com / blueblends@yahoo.com • Website : www.blueblends.com

BLUE BLENDS (INDIA) LIMITED

CIN : L17120MH1981PLC023900

JBF House, 2nd Floor,
Old Post Office Lane,
Kalbadevi Road,
Mumbai - 400 002. (India)

CALENDAR OF EVENTS FOR POSTAL BALLOT

ISIN NO. INE113O01014

Sr. No.	Particulars	Date
1.	Date of appointment of scrutinizer	05/05/2017
2.	Benpos Date for Sending Notice	28/04/2017
3.	Cut-off date to record the entitlement of the shareholders to cast their vote electronically (date should not be earlier than 7 days prior to AGM/EGM)	28/04/2017
4.	Date of completion of **dispatch** of notice including process and manner for voting by electronic means	08/05/2017
5.	Date and time of commencement of voting through electronic means	09/05/2017
6.	Date and time of end of voting through electronic means	07/06/2017
7.	Submission of the Report by the Scrutinizer	On or before 09/06/2017
8.	Date and Time of AGM	NA
9.	Date of declaration of the result by the Chairman	On or before 09/06/2017
10.	Book Closure date	NA

FOR BLUE BLENDS INDIA LIMITED

KUSHALRAJ SONIGDA
COMPANY SECRETARY

PLACE : MUMBAI
DATE : 05.05.2017

Phone : 2208 8736, 2208 5951 • Fax : 91-22-2208 0470
Email : blueblends.ho@gmail.com / blueblends@yahoo.com • Website : www.blueblends.com

BLUE BLENDS (INDIA) LIMITED

(CIN:L17120MH1981PLC023900)
Registered Office: 2nd Floor, JBF House, Old Post Office Lane, Kalbadevi Road, Mumbai-400002
Phone: 022-22085951 Fax: 022-22080470
Website: www.blueblends.com Email Id: blueblends.ho@gmail.com

Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 including any statutory modifications or re-enactments thereof ("the Act") relevant provisions of the SEBI Listing Obligations & Disclosure Requirements Regulations, 2015 (**LODR, 2015**) and other applicable provisions, if any, that the resolutions given below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS

1. Ratification of preferential issue of 50 Secured Optionally Convertible Redeemable Debentures ("OCD") of Rs. 10,00,000/- each.

   The Company is, therefore, seeking your consent for the said proposal by Special Resolution in compliance with the provisions of the Companies Act, 2013 read with rules made thereunder and other applicable provisions, if any, of the Act or any other statutory enactments. Explanatory Statement pursuant to applicable provisions of the Act pertaining to the said resolution setting out the material facts and reasons thereof is annexed to the Notice. Said Resolution and Explanatory Statement thereto along with the Postal Ballot Form is being sent herewith for your consideration.

   The Postal Ballot form is enclosed for your consideration seeking the Members assent or dissent in writing or through e-voting within a period of thirty (30) days from the date of dispatch of the Notice.

   The attached Postal Ballot Form is to be used by Members for the purpose of exercising their respective votes in respect of the said draft special resolutions.

   In the event the resolution as set out below are assented to by requisite majority of Members through this Postal Ballot, the same shall be deemed to have been passed as special resolution at the General Meeting of the Company. The date of announcement of the result shall be considered to be the date of the General Meeting and the date of passing of the said resolution.

   The Directors have appointed Mr. Sunil Bohra, Partner of P C Surana & Co., Practising Chartered Accountant as Scrutinizer (**'the Scrutinizer'**) for scrutinizing the voting through the Postal Ballot, including e-voting, in a fair and transparent manner.

   You are requested to carefully read instructions printed on the Postal Ballot Form, including for the e-voting, and ensure that the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage pre-paid envelope or through e-voting, reaches the Scrutinizer on or before the close of working hours i.e. **5.00 p.m.(IST), on Wednesday, 07th June 2017,** failing which it will be strictly considered that no reply has been received from the Member.

   The Company is pleased to offer an e-voting facility as an alternate option to its Members to enable them to cast their votes electronically. E-Voting is optional. In case you desire to exercise your vote by using the e-voting facility, then you are required to carefully follow the instructions for e-voting.

BLUE BLENDS (INDIA) LIMITED BOMBAY-2

PROPOSED RESOLUTION

RATIFICATION OF PREFERENTIAL ISSUE OF 50 SECURED OPTIONALLY CONVERTIBLE REDEEMABLE DEBENTURES ("OCD") OF RS. 10,00,000/- EACH

To consider and if thought fit, to pass with or without modifications the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the Special Resolution passed through Postal Ballot results declared on January 24, 2017 for issue of 50 Secured Optionally Convertible Redeemable Debentures ("OCD") of Rs. 10,00,000/- each to **Edelweiss Stressed & Troubled Assets Revival Fund – I** ("**Investor**") on preferential basis and in compliance with the requirement of Stock Exchanges and in accordance with the in- principle approval of BSE & NSE dated January 25, 2017 & February 08, 2017 respectively and in compliance of regulations of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) 2009, and Section 42 & 71 of Companies Act, 2013 and other applicable provisions, approval of the members of the Company be and is hereby accorded to ratify the disclosures made in the Postal Ballot notices dated December 09, 2016 sent to shareholders."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Anand Arya, Chairman & Managing Director of the Company be and is hereby authorized to execute necessary documents, papers, agreements etc. and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any committee of directors or director or officer of the Company or any other person.

Registered Office
2nd Floor, JBF House,
Old Post Office Lane, Kalbadevi Road,
Mumbai – 400002
Place : Mumbai
Date : May 5th, 2017

By the order of the Board of Directors
For Blue Blends (India) Limited

Kushalraj Sonigda
Company Secretary

NOTES

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of Item No. 1 set out in the Notice is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on April 28, 2017.
3. Resolutions passed by Members through the Postal Ballot including e-voting are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
4. The Directors of the Company have appointed Mr. Sunil Bohra, Partner of M/s. P C Surana & Co., Chartered Accountant, Mumbai as the Scrutinizer for Scrutinizing the Postal Ballot Forms and e-voting in a fair and transparent manner.
5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form/s, if sent by courier or by registered post/speed post at the expense of the Members, will also be accepted.

6. The Postal Ballot Form/s may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form/s should reach the Scrutinizer Office at 205-206, Standard House, M K Road, Marine Lines, Mumbai – 400020 not later than 5.00 p.m. (IST) on Wednesday June 07, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

7. The Scrutinizer will submit his report to the Director after the completion of the scrutiny of the Postal Ballot including e-voting. The result of the Postal Ballot including e-voting shall be declared on or before **Friday, June 09, 2017**and be communicated to the BSE and NSE. The same would also be displayed on the Company's website at **'www.blueblends.com'.**

8. **Voting through electronic means (e-voting):**

In terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called 'the Rules' for the purpose of this section of the Notice) and the SEBI Listing Obligations & Disclosure Requirements Regulations, 2015 ('LODR, 2015'), the Company is also providing an e-voting facility to Members as an alternative facility to voting physically through the Postal Ballot, to exercise their votes on the items of business given in the Postal Ballot Notice. This is facilitated through an electronic voting system through the e-voting platform provided by the Central Depository Services (India) Limited ('CDSL') to those members holding shares as on Friday, April 28, 2016 being the Cut-off date (Record date for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining the voting rights of Members entitled to participate in the voting process.

9. **The instructions for e-voting are as under:**

The voting period begins at **09.00 a.m. IST on Tuesday May 09th, 2017 and ends at 5.00 p.m. IST on Wednesday June 07th, 2017.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the **cut-off date which is Friday April 28th, 2017**), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for e-voting after 5.00 p.m. IST on Wednesday June 07th, 2017.

a. Log on to the e-voting website **www.evotingindia.com** during the voting period.

b. Click on the **"Shareholders"** tab

c. Select the **"COMPANY NAME"** from the drop down menu and click on **"SUBMIT"**

d. Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

e. Next enter the Image Verification as displayed and Click on Login.

f. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

g. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

h. After entering these details appropriately, click on "SUBMIT" tab.

i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

k. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

p. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

BLUE BLENDS (INDIA) LIMITED BOMBAY-2

q. **Note for Institutional Shareholders**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https:// www.evotingindia.co.in and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

r. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.co.in** under help section or write an email to **helpdesk.evoting@cdslindia.com**.

s. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by physical postal ballot shall prevail, and the votes cast through e-voting will be treated as invalid.

t. All material documents referred to in the Notice will be made available for inspection at the Registered Office of the Company during working hours on any working day up to the date of Voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Special Business

Item No. 1

As per undertaking submitted to Stock Exchanges for obtaining In-principle approval for the allotment of 50 OCD's of Rs. 10,00,000/- each to Investor, ratification was required to be obtained from the shareholders for the following aspects:

1. **Ultimate Beneficial Owners of Investor:**

Pursuant to the Special Resolution passed through Postal Ballot on 24th January, 2017 approval of shareholders was accorded to the Company to make allotment of 50 OCD's of Rs. 10,00,000/- as per Chapter VII of SEBI (ICDR) Regulations 2009 to Edelweiss Stressed & Troubled Assets Revival Fund – I. However in the said notice, names of Ultimate beneficial owner and /or ultimate control were not disclosed.

The Board has made allotment of 50 OCD's to Edelweiss Stressed & Troubled Assets Revival Fund – I on February 09, 2017.

Particulars of the Investor and the Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares allotted pursuant to Conversion of Redeemable Debentures and / or who ultimately control the investor;

Sr. No.	Name, PAN and Address of the investor	Category	Identity of the natural person who are the ultimate beneficial owners / ultimate control
1	**Edelweiss Stressed & Troubled Assets Revival Fund – I** **Address:** Edelweiss House, 15th Floor, Off C.S.T. Road, Kalina, Mumbai 400098, acting through its trustee, Edelweiss Trustee Services Limited ("**Trustee**"), a company registered under the provisions of the Companies Act, 1956, having its registered and corporate office at Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400098 PAN: AAATE5014C	*Alternative Investment Fund Category II*	Investor is a Trust whose Trustee is\ Edelweiss Trustee Services Ltd. (ETSL) (PAN : AABCE4989J) which is 100% owned by Edelweiss Financial Services Ltd. (EFSL), a listed entity. Investor is managed by Edelweiss Alternative Asset Advisors Ltd. (PAN: AABCE9810G) which is 95% owned by Edelweiss Financial Services Ltd. (EFSL) (PAN : AAACE1461E), a listed entity.

2. Pre and post shareholding of Investor

The investor does not hold any equity shares of the company. The post preferential holding will depend upon the price and number of shares converted, if conversion right is exercised by the investor."

Relevant Date- The Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the equity shares to be allotted upon conversion of the OCD shall be based on the date which is thirty days prior to the date on which the holders of the OCDs issue a conversion notice in writing to the Company for conversion of the OCDs.

Conversion Price: The principal amount of the OCDs shall be convertible in Equity Shares of the Company at a price per Equity Share as determined in accordance with the SEBI (ICDR) Regulations based on the Relevant Date.

As per the SEBI (ICDR) Regulations, the equity shares of the Company shall be allotted to the holders of OCDs upon conversion, at a price not less than higher of the following:

a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the relevant date; or

b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a stock exchange during the two weeks preceding the relevant date.

Explanation: For the purpose of the aforesaid, 'stock exchange' means any of BSE Limited and National Stock Exchange of India Limited, in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date.

As per undertaking submitted to Stock Exchanges, the Company is required to obtain ratification from the shareholders by specifically mentioning name of the beneficial owners and / or who ultimately control the investor.

The board commends the special Resolution set out at item No.1 of the Notice for approval by the shareholders.

Registered Office
2nd Floor, JBF House,
Old Post Office Lane, Kalbadevi Road,
Mumbai – 400002
Place : Mumbai
Date : May 05, 2017

By the order of the Board of Directors
For Blue Blends (India) Limited

Kushalraj Sonigda
Company Secretary

