N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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Scrutinizer's Report

[Pursuant to section 108 &110 of the Companies Act, 2013 and Rule 20 & Rule 22 respectively of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

Board of Directors
Blue Star Limited
Regd. Office: Kasturi Building Jamshedji Tata Road,
Mumbai - 400020.

1. I, **Mr. Bharat Upadhyay**, Practicing Company Secretary of Mumbai have been appointed as the Scrutinizer by the Committee of Directors (Amalgamation) of **Blue Star Limited** at its meeting held on January 22, 2016 for scrutinizing the Postal Ballot process conducted for public only (which includes e-voting also) for passing the following resolution as Ordinary resolution as per Circular bearing No. CIR/CFD/CMD/16/2015 dated November 30, 2015, , issued by SEBI(referred to as "SEBI Circular") and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:

Item No. 1:

To consider and, if thought fit, to pass the following resolution with requisite majority as per the SEBI Circular:

*"**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 & 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.*

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Address : 313, Shree Saidham CHSL, Vikrant Circle, Opp. Pancholi Hospital, 90 Feet Road, Ghatkopar (E), Mumbai -400 077.

***"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."*

2. I have given my consent to act as Scrutinizer of the Company vide our consent letter dated January 22, 2016. At the meeting of the Board of **Blue Star Limited**, Mr. Vijay Devadiga, Company Secretary, was made responsible for the entire postal ballot process conducted for public only and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process.

3. The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Depositories, by tying up with the National Securities Depository Limited (NSDL) e-voting facility.

4. The Company has published an advertisement on January 25, 2016 in the following newspaper, that is, The Free Press Journal and Navshakti and it carried the required information as specified in the rules.

5. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the NSDL e-voting Website.

6. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.

7. Scrutiny of ballots commenced on February 5, 2016 in my presence and continued till February 26, 2016.

8. The postal ballot forms were duly opened in the presence of my representatives and were scrutinized and the share holdings were matched / confirmed with the register of members of the Company/ list of beneficiaries as on January 15, 2016.

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 5.00 pm on February 25, 2016, 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 issued, subscribed and paid up equity capital is Rs. 17,98,72,210/-comprising of 8,99,36,105 Equity shares of Rs. 2 each. As on the Record date January 15, 2016 there were 19020 members.

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On January 25, 2016, the Company completed dispatch of Notice dated January 22, 2016 containing the proposed Resolution along with the Explanatory Statement to 19020 members as on cut-off date by email and speed post as under:

a) to 9761 members by emailing the same to their email address registered against their account and
b) to 19020 members by posting the same by Speed Post / Registered Post along with the Postal Ballot Form and self-addressed postage prepaid envelope. Out of above 155 number of envelopes returned undelivered.

Out of total member 19020 promoters members are 25 holding 35491497 number of shares and public member are 18995 holding 54444608 number of shares. We have not considered voting by promoters, vote cast by public shareholder only are considered.

14. We have also not considered Postal Ballots sent by 46 number of member's holding 43726 number of shares who are not shareholders/members as on cut-off date, that is, January 15, 2016.

Out of total 766 members, 148 members cast their votes by e-voting and 618 members by Postal Ballot Forms.

15. The combined result of Postal Ballot through e-voting and postal ballot forms is as under in respect of resolution:

Resolution-1

Out of the 618 Postal Ballot Forms, 33 Postal Ballot Forms comprising of 373233 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 authorization not attached in case of voting by body corporate in respect of Resolution No-1. and voted less number of shares

Date of the AGM/EGM	Postal Ballot and E-voting as per SEBI Circular bearing No. CIR/CFD/CMD/16/2015 dated November 30, 2015
Total number of shareholders on record date : 15/01/2016 Promoters and Promoter Group: Public:	19020 25 18995
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public :	NA

***Promoter and Promoter Group are not eligible to vote.**

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**	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	35491497	NA	NA	NA	NA	NA	NA
Public- Institutions	**E-Voting**	-	15253649	59.52	15246153	7496	99.95	0.049
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	-	0	0	0	0	0	0
	Total	25625824	15253649	59.52	15246153	7496	99.95	0.049
Public- Non Institutions	**E-Voting**	-	1309548	4.54	1305806	3742	99.71	0.29
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	-	4640310	16.10	4620550	19760	99.57	0.43
	Total	28818784	5949858	20.64	5926356	23502	99.60	0.39
Total		89936105	21203507	23.58	21172509	30998	99.85	0.15

Note: 13 members holding 50090 shares have voted in e-voting as well as in postal ballot, whereas, we have considered e-voting only.

16. In view of the above results, I hereby certify that the Ordinary Resolution proposed at Item No-1, have been passed with requisite majority.

17. I will hand over the Postal Ballot forms and other relevant papers / register and records for safe custody of Mr. Vijay Devadiga – Company Secretary who is authorized by the Board to supervise the Postal Ballot process after declaration of result on February 27, 2016 and signing of minutes by the chairman of the meeting.

Place: Mumbai
Date: 27th February, 2016

N.L. BHATIA & ASSOCIATES CS

Bharat Upadhyay
Scrutinizer
FCS-5436