

May 22, 2020

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| BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 BSE Scrip Code: 500067 | National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 NSE Symbol: BLUESTARCO |
|--|---|

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2020

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, issued by M/s N L Bhatia & Associates, Practicing Company Secretaries.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For **Blue Star Limited**



Vijay Devadiga
Company Secretary



Encl: a/a

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N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnit@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

To,
The Board of Directors,
BLUE STAR LIMITED,
CIN: L28920MH1949PLC006870
KASTURI BUILDING JAMSHEDJI
TATA ROAD MUMBAI 400020

Sub: Annual Secretarial Compliance Report for the Financial Year 2019-20

Dear Sir,

We have been engaged by **BLUE STAR LIMITED** (hereinafter referred to as the 'Company') bearing CIN: L28920MH1949PLC006870 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Continuation sheet

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

Date: 22/05/2020

Place: Mumbai

For M/s N L Bhatia & Associates

Practicing Company Secretaries

UIN: P1996MH055800

UDIN: F005436B000270681

SD/-

Bharat R Upadhyay

Partner

FCS: 5436

CP. No. 4457



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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'ANNEXURE A'

Secretarial compliance report of Blue Star Limited for year ended 31st March, 2020

We, **M/s N L Bhatia & Associates**, Practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by Blue Star Limited (the 'Listed Entity');
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;
- e) books, papers, minute books, forms and returns filed;

for the year ended 31st March, 2020 in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations,
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- 1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 2) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- 3) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- 4) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the Financial Year**
- 5) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not applicable to the Company during the financial year**
- 6) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015; **Not applicable to the Company during the financial year**
- 7) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable to the Company during the financial year**
- 8) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- 9) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable to the Company during the financial year**
- 10) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, we hereby report that, for the year ended 31st March, 2020;

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------|--|------------|---|
| None | | | |

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the

Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Actions taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practising Company Secretary, if any. |
|---------|------------------|----------------------|--|--|
| None | | | | |

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practising Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... | Actions taken by the listed entity, if any | Comments of the Practising Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| NA | | | | |

Date: 22/05/2020
Place: Mumbai

For N. L. Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
UDIN: F005436B000270681

SD/-

Bharat R Upadhyay
Partner
FCS: 5436
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