

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **BLUE BLENDS (INDIA) LIMITED** will be held on Wednesday, 27th day of August, 2014 at 10.30 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400 021 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31st March, 2014, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pujaram Purohit who retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.
3. To appoint M/s. P.C.Surana & Co., Chartered Accountants, Mumbai, as the Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

SPECIAL BUSINESS:

4. REVISION IN TERMS OF REMUNERATION OF MR. ANAND ARYA, CHAIRMAN & MANAGING DIRECTOR

To consider and if thought fit to pass, with or without modification, the following resolutions as a Special Resolution:

“RESOLVED THAT in a partial modification of Resolution no. 1 passed at the Annual General Meeting of the Company held on 30th September, 2010, for the appointment and terms of remuneration of Mr. Anand Arya, Chairman & Managing Director of the Company and pursuant to the provisions of Section 197 & 198 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”), as amended or re-enacted from time to time, read with Schedule V of the Act, the Company hereby approves the revision in the terms of remuneration of Mr. Anand Arya, Chairman & Managing Director of the Company, with authority to the Board of Directors to determine the remuneration, (including the remuneration to be paid in the event of loss or inadequacy of

profits in any financial year during the tenure of his appointment), in such manner as they deem fit, with effect from 1st April, 2014, for the remainder of the tenure of his appointment, i.e. upto 31st May, 2015 as set out in the explanatory statement annexed to the Notice convening this meeting.

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. TO INCREASE THE BORROWING POWERS OF THE BOARD OF DIRECTORS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass the following resolution with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, consent of the company be and is hereby accorded to the Board of Directors of the company to borrow from time to time, for the purpose of the companies business, such sum or sums of monies, as they in their absolute discretion think fit, notwithstanding whether monies so borrowed together with the monies already borrowed by the company and remaining outstanding shall be in excess of the aggregate of the paid up share capital and free reserves but not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) over and above the paid up share capital and free reserves for the time being of the company.”

6. TO CREATE CHARGE/MORTGAGE ETC. ON COMPANY’S MOVABLE OR IMMOVABLE PROPERTIES IN TERMS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass the following resolution with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, consent of the company be and is hereby accorded to the Board of Directors of the company, for mortgaging and charging in such form and manner and on such terms and at such times as the board of directors may deem fit, the

movable and/or immovable assets and properties of the company, wherever situate, present and future, whether presently belonging to the company or not, in favor of any person including, but not limited to, financial/investment institutions, banks, insurance companies, mutual fund(s) corporate body(ies), trustees to secure the loans, borrowing, debenture, hire purchase and/or working capital facilities and other credit facilities up to a sum not exceeding Rs. 300,00,00,000/-(Rupees Three Hundred Crores only)

“RESOLVED FURTHER THAT”, the Board of Directors or such committee or person(s) as may be authorized by the board be and is hereby authorize to finalize the form, extent and manner of the documents and deeds, as may be applicable for creating the appropriate mortgages and or charges on such of the immovable and/or movable properties of the company on such terms and conditions at such times/tranches as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid rights and for performing all such acts and things as may be necessary for giving effect to this resolution.”

7. TO GIVE LOANS/GUARANTEES, PROVIDE SECURITIES AND MAKE INVESTMENTS IN SECURITIES.

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of shareholders of the Company be and is hereby given to the board of Directors for:-

- 1) giving any loan to any person or other body corporate,
- 2) giving any guarantee or providing any security in connection with a loan to any other body corporate or person and/or
- 3) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

Upto an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 600,000,000/- (Rupees Sixty Crores Only) which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/guarantees/securities given/provided to wholly owned subsidiary

companies and/or joint venture company and investments made in wholly owned subsidiary companies from time to time.

“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 negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for the investment to be made, loans and guarantees to be given and securities to be provided to any person and/or any body corporate, 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.

8. TO SET OFF DEBIT BALANCE OF PROFIT & LOSS ACCOUNT AGAINST OTHER RESERVES

To Consider and, if thought fit, pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the authority conferred on the Company by Article 50 of Articles of Association of the Company and in accordance with section 52 of the Companies Act, 2013 and other applicable provisions, read with section 66 of Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and subject to the approval of the Honorable Bombay High Court and other appropriate authorities in this regard, the members approve the reduction of the subscribed and paid-up equity share capital of the Company as outlined in detail in the Explanatory Statement with the specific approval being given to the following:

a. The debit balance of Rs. 403,092,823/- being the accumulated losses as at 31/03/2014 shall be adjusted as under:

Particulars	Amount in Rs.
Accumulated Losses	403,092,823
Adjusted against Capital Reserve	339,336,054
Adjusted against Share Premium	63,656,769
Balance accumulated Losses	Nil

b. The reduction will be carried out after it is confirmed by the Honorable Bombay High Court under section 101 of the Companies Act, 1956;

c. After the reduction of capital, the aggregate subscribed and paid-up share capital of the Company will be Rs. 194,089,880/- comprising of 19408988 equity shares of Rs. 10/- each.

d. 20500000 Equity Shares including 1091012 unissued equity shares of Rs.10/- each forming part of Authorised Capital shall stand altered as 20500000 Equity Shares of Rs. 10/- each.

"FURTHER RESOLVED THAT any of the directors of the Company be and is hereby authorised to apply to the Bombay High Court seeking its sanction to the above reduction in terms of section 101 and other applicable provisions of the Companies Act, 1956 and to do all necessary acts for obtaining the order of the High Court for the reduction of capital in terms of this resolution and giving effect to the order."

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

Place : Mumbai
Date : 28th April, 2014

**Archana Dubey
Company Secretary**

Registered Office:
JBF House, 2nd Floor,
Old Post Office Lane,
Kalbadevi Road,
Mumbai 400 002.
CIN: L17120MH1981PLC023900
E-mail: blueblends.ho@gmail.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 18th day of July, 2014 to Friday, 25th day, of July, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 related to the special business is annexed.
4. Members are requested to notify the change of address, if any, to the Company.
5. Members are requested to dematerialize their physical shareholding at the earliest. Your Company has dematerialization connectivity with C D S L only and **ISIN is INE113 O 01014.**
6. **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Premier Synthetics Limited (“the Company”) is pleased to offer e-voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Thirty Third Annual General Meeting (“AGM”) scheduled to be held on Wednesday, August 27, 2014 at 3.00 p.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link www.evotingindia.com

- The voting period begins at **09.00 a.m. IST on August 19, 2014 and ends at 6.00 p.m. IST on August 21, 2014.** 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 August 2, 2014**), 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 voting after 6.00 p.m. IST on August 21, 2014.
- The company has appointed Mr. Sunil Bohra, Partner, P.C. Surana & Co., Chartered Accountants, as the scrutinizer for conducting the e-voting process in a fair and transparent manner and he will submit his report to the chairman within 3 days of conclusion of voting.
- The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website

www.blueblends.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited, on which shares of the Company are listed.

Specific Instructions and process to be followed for e-voting:
IN CASE MEMBERS RECEIVE AN EMAIL:

- i) Log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on the “Shareholders” tab
- iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv) Now Enter your User ID:
 - a. Members Holding shares in Demat Form: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form: Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.
- vii) 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) <ul style="list-style-type: none"> • 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.

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) 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.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) 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.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xvi) 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.
- xvii) **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.
- xviii) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4

Revision in terms of remuneration of Mr. Anand Arya, Chairman & Managing Director:

At the Annual General Meeting of the Company held on 30th September, 2010, the Members of the Company had approved the appointment and terms of remuneration of Mr. Anand Arya, Chairman & Managing Director of the Company for a period of five years with effect from 1st April, 2010. In order to give flexibility to the Board of Directors to decide upon the remuneration to be granted to the Managing Director, it is proposed to revise the terms of remuneration of Mr. Anand Arya with effect from 1st April, 2014 for the remainder of the tenure of his appointment, i.e. upto 31st May, 2015. The Board of Directors at its meeting held on 28th April, 2014 have approved the aforesaid proposal, subject to the approval of the Members.

The revised terms and conditions of the remuneration of Mr. Anand Arya (hereinafter referred to as “CMD”) are given below:

- (i) Remuneration: (a) Basic Salary upto a maximum of Rs. 3,50,000/- per month, with authority to the Board or a committee thereof to fix his basic salary within the said maximum amount; (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.
- (ii) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the CMD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits. Perquisites, allowances and incentive remuneration as specified above.

Mr. Anand Arya is not liable to retire by rotation as Director of the company.

All other terms of appointment of Mr. Anand Arya as approved by the Members at their Annual General Meeting held on 30th September, 2010 will remain unchanged.

In compliance with the provisions of Section 197 & 198 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration of Mr. Anand Arya as specified above, are now placed before the Members for their approval.

This may be treated as an abstract of the terms and conditions of the revised remuneration of Mr. Anand Arya.

The resolution for the revision in remuneration of Mr. Anand Arya at Item No. 4 of the notice is recommended for approval by the Members.

Mr. Anand Arya is concerned or interested in Resolution No. 4 of the accompanying Notice as it is related to revision in terms of his remuneration. No other Directors are interested or concerned in this resolution.

ITEM NO: 5 & 6

Upon notification of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of members of the Company by way of Special resolution, borrow moneys apart from temporary loans obtained from the Company 's bankers in the ordinary course of business in excess of the aggregate of the paid-up share capital and its free reserve and create securities for such borrowings by creation of mortgage and/or charge on movable and immovable assets of the Company.

Further the Ministry of Corporate Affairs had vide its Circular dated March 25, 2014 clarified that the resolution(s) passed by the Companies under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed/approved by the members) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

Nonetheless, taking into account the business operations and future growth plans of the Company and to cater to the working capital needs, a fresh resolution is proposed to borrow monies, from time to time, for the purpose of the Company's business, notwithstanding that the monies to be borrowed by the Company together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 300,00,00,000/- (Rupees Three Hundred Crores only) and to create security for the borrowings by way of suitable mortgage, hypothecation or charge on all or any of the movable and/or immovable properties of the Company.

Accordingly, the Board of Directors of your Company recommends the passing of resolutions as set out at item no. 5 & 6 as the Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

Item No. 7

Pursuant to Section 186(2) and all other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors are authorized to give loan, guarantee or provide security in connection with a loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount, the aggregate of which should not exceed 60% of the paid up capital, Free Reserves and Securities premium Account or 100% of Free Reserves and Securities premium Account of the company, whichever is higher. In case the company exceeds the above mentioned limits then, prior approval of shareholders by way of Special resolution is required to be obtained. However, Rule 11 of the Rules provides that where a loan or guarantee is given or where a security is provided by a company to its wholly owned subsidiary company or a Joint Venture Company or acquisition is

made by a holding company, by way of subscription, purchase or otherwise, of the securities of its wholly owned subsidiary company, approval of shareholders is not required but such amounts will be taken into consideration for calculating the above limits.

The Company is undertaking various business activities through its subsidiaries and is also making strategic investments, from time to time, in subsidiaries, associates companies, other bodies corporate and would, therefore, be required to provide financial assistance/support by way of giving of loans/guarantees, providing of securities, making of investments in securities in order to expand its business activity and also for optimum utilization of funds. Accordingly, Board of Directors of the company may be authorized to give loans, guarantees, or provide securities to make investments as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 600,000,000/- (Rupees Sixty Crores only) which shall be over and above the said limits as specified in section 186(2) of the Act and the aggregate outstanding amount of loans/guarantees/securities provided/made to wholly owned subsidiary companies and investments made in wholly owned subsidiary companies, from time to time.

Except Directors and Key Managerial Personnel or their relatives who may be concerned or interested, financial or otherwise, by way of directorship/shareholding or in any other manner in one or more companies/bodies corporate/individuals as described in the said resolution, no other director or Key Managerial Personnel or their relatives is concerned or interested in the said resolution.

Item No. 8

1. The Share Capital of the Company as per the audited balance sheet as at 31st March, 2014, is as under:

Particulars	Rupees
Authorised Capital: 20500000 Equity Shares of Rs. 10/- each	205,000,000
Issued, Subscribed and Paid-up Capital: 19408988 Equity Shares of Rs. 10/- each fully paid up	194,089,880

2. During the financial year ended 31st March, 2014 the Company incurred a loss of Rs. Nil.

3. The amount of accumulated loss as at 31st March, 2014 is Rs. 403,092,823 against the subscribed and paid-up equity share capital of Rs. 194,089,880.
4. As a result of the accumulated loss, the Company's paid-up share capital has eroded and is not being represented by the available assets of the Company. The Company has been suffering commercially as well and its creditworthiness and market standing, reputation and goodwill are severely affected. Therefore, the Company would not be able to continue doing business unless it is financially restructured and its balance sheet is cleaned up by writing off the accumulated losses.
5. These accumulated losses have an adverse effect on the Company's financial position as reflected in its balance sheet and has also been proving to be an obstacle for carrying on the Company's business and progress since it creates a negative image of the Company in the minds of bankers, clients and others.
6. With a view to bring about the balance sheet of the Company in line with the true financial position, the board of directors of the Company has, in consultation with experts, decided to reduce the Company's subscribed and paid-up equity share capital to the extent of the amount of loss, Rs. 403,092,823 as appearing in the Balance Sheet dated 31st March, 2014 , after the reduction is confirmed by the Hon'ble Bombay High Court under section 101 of the Act, and write off the losses to that extent.
7. The reduction will be effected by (i) adjusting a portion of the loss against the share premium; and Capital Reserves.
8. Section 66 of the Companies Act, 2013 provides that the Company can reduce its share capital in one or more of the following ways:
 - (a) extinguish or reduce the liability on any of its shares in respect of share capital not paid up;
 - (b) either with or without extinguishing or reducing liability on any of its shares, cancel any paid-up share capital which is lost, or is unrepresented by available assets; or
 - (c) either with or without extinguishing or reducing liability on any of its shares, pay of any paid-up share capital which is in excess of the wants of the company
9. The Company proposes to reduce its subscribed and paid-up equity share capital by the method specified at (8)(b) above.
10. After the Company approves the reduction by a Special Resolution, the Company will make an application to the Hon'ble Bombay High Court for its confirmation of the reduction.
11. The Board of directors of your company recommends the Special Resolution as set out above for the members' approval.

12. The Company will seek permission of the Bombay High Court to dispense with the provisions contained in section 101 (2) of the Companies Act, 1956 since the proposed reduction of share capital:
 - a. Does not involve the diminution of liability in respect of unpaid share capital or
 - b. The payment to any shareholder of any paid-up share capital.
13. The Company will also seek the permission of the Bombay High Court to dispense with the addition to its name "and reduced" as the last words in terms of section 102(2)(a) of the Act and publication of the reasons for reduction or such other information in regard thereto in terms of section 102(2)(b) of the Act.
14. After the confirmation of the reduction of capital in terms of this Scheme, the Company will pass necessary accounting entries in its books of account to effect the reduction and disclose the same in its balance sheet for the financial year ending on 31 st March, 2015.
15. The Company will also comply with other applicable provisions of the Act and Rules made there under, if any.

None of the directors of the company are interested or concerned in the above resolution.

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

Place: Mumbai
Date: 28th April, 2014

**Archana Dubey
Company Secretary**

Registered Office:
JBF House, 2nd Floor,
Old Post Office Lane,
Kalbadevi Road,
Mumbai - 400 002.
CIN: L17120MH1981PLC023900
E-mail: blueblends.ho@gmail.com