

## Summary of the Proposed Combination

(As required under regulation 13(1B) of the CCI (Procedure in regard to the transaction of business relating to combinations), Regulations 2011

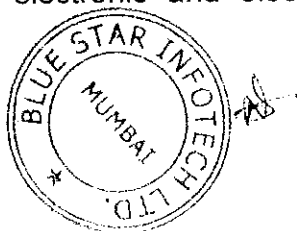
### Parties to the combination

#### ➤ Transferor Company No 1

Blue Star Infotech Limited ("BSIL" is an associate company of Blue Star Limited ('BSL') in which 28.68% shares are held by BSL. BSIL is engaged in the business of product development services, enterprise solutions, travel technology solutions, testing services and leasing of property. The equity shares of BSIL is listed in Bombay Stock Exchange and National Stock Exchange of India. It has offices in USA, UK, Europe, India, Singapore and Malaysia.

#### ➤ Transferor Company No 2

Blue Star Infotech Business Intelligence & Analytics Private Limited ("BSIBIA") is a wholly owned subsidiary of BSIL. It is engaged in the business of dealing in microprocessor based mini computers and data processing system and different types of software, calculators, electronic and electrical apparatuses, equipment, gadgets including



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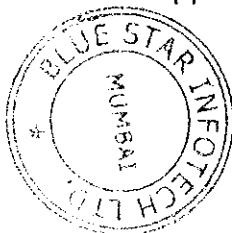
mobility, cloud computing, analytics and business intelligence, product engineering, testing, package implementation, applications services.

➤ **Transferee Company**

Blue Star Limited (“BSL”) was incorporated in 1949, has its registered office at Mumbai. BSL is engaged in the business of Electro Mechanical Projects, Packaged Air conditioning Systems and Cooling Products. The equity shares of BSL is listed in Bombay Stock Exchange and National Stock Exchange of India.

**Type of Combination**

- The proposed merger amounts to a combination in terms of Section 5(c) of the Competition Act, 2002.
  
- Subject to the completion of BSIL’s IT business sale, BSIL will retain real estate business and other assets. Consequently it is proposed to merge BSIL along with its wholly owned Indian subsidiary, BSIBIA with BSL with effect from April 1, 2015 (“**Proposed Merger**”) under the provisions of section 391-394 of the Companies Act, 1956 through a court approved scheme of amalgamation.



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- As consideration for the merger, BSL will issues 7 equity shares of BSL of face value of Rs 2 each for every 10 equity shares of face value Rs 10 each held in BSIL to the shareholders of BSIL.

### **Relevant activities and Market**

- BSIL and BSIBIA relate to the Information Technology Market and cater to geographic market of India, USA, Europe, Singapore and Malaysia
- BSL is one of the leading player in the Air Conditioning and commercial refrigeration market and relevant geographic market is the entire territory of India, Malaysia and Middle East Region.

