



BLUE CHIP TEX INDUSTRIES LIMITED

33rd
ANNUAL
REPORT
2017-2018



BLUE CHIP TEX INDUSTRIES LIMITED

Corporate Identification Number	:	L17100MH1985PLC037514
Board of Directors	:	ASHOK K. KHEMANI Chairman & Managing Director NAND K. KHEMANI (Resigned w.e.f. 05.12.2017) RAHUL A. KHEMANI SHAHIN N. KHEMANI KUMAR S. NATHANI MANMOHAN ANAND (Resigned w.e.f. 29.08.2017) MAULIN GANDHI SHRADDHA TELI
Statutory Auditors	:	D K P & Associates Chartered Accountant
Banker	:	Axis Bank Limited
Registered Office	:	410-411, Kapadia Chambers 599, Jagannath Shankar Sheth Road, Chira Bazar, Kalbadevi, Mumbai 400 002 Tel. : 022-43530400 Fax.: 022-2200 6437 Email : bluechiptex@gmail.com Website : bluechiptexindustrieslimited.com
Corporate Office	:	Office No.17, Maker chambers – III, Jamnalal Bajaj Road, Nariman Point, Nariman Point, Mumbai – 400 021
Chief Financial Officer	:	Rahul A. Khemani
Company Secretary	:	Hitesh Kavediya
Factory	:	i) Plot No. 63-B, Danudyog Sahakari Sangh Ltd Village Piparia, District Silvassa, Union Territory of Dadra & Nagar Haveli, Pin - 396 230 ii) Plot No.45-B, Govt. Industrial Estate, Masat, Silvassa, Union Territory of Dadra & Nagar Haveli, Pin - 396 230
Registrar & Transfer Agent	:	Bigshare Services Pvt. Ltd. 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059 Number : 022- 62638200 Fax : 022 62638299 e-mail : investor@bigshareonline.com

Members are requested to bring their copy of Annual Report at the A.G.M.

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF BLUE CHIP TEX INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, 11TH SEPTEMBER, 2018 AT 10:00 A.M. AT THE M. C. GHIA HALL, BHOGILAL HARGOVINDAS BUILDING , 18/20, K. DUBASH MARG, MUMBAI – 400 001 TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018, the Reports of the Directors and Auditors thereon.
2. To declare final dividend of Rs.1.80/- per equity share
3. To appoint a Director in place of Mr. Shahin Nand Khemani (DIN 03296813) who retires by rotation and being eligible, offers himself for re-appointment;
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, re-enactment and amendments made from time to time), and pursuant to the recommendations of the Audit Committee of the Board of Directors, consent of the members be and is hereby accorded to ratify the appointment of M/s. D K P & Associates, Chartered Accountants, bearing Firm registration number 126305W as Statutory Auditors of the Company for the financial year 2018-19, on such remuneration as may be mutually agreed between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised, to take all such steps as may be deemed necessary and to do all such acts, deeds and things as may be considered necessary and incidental to give effect to the above resolutions.”

Special Business

5. **Ratification of remuneration of Cost Auditors and to pass, with or without modification, the following Resolution as an Ordinary Resolution :**

“RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable during the year 2018-19 to M/s NKJ & Associates, Practising Cost Accountants, Navi Mumbai, (Firm Registration No.101893) who have been appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-2019, amounting to INR 40,000/- exclusive of Goods and Service Tax and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the Audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby authorized to do all such acts, deeds, things such as intimation to the relevant authorities and other matters which are necessary, incidental, ancillary to give effect to aforesaid resolution including filling of relevant forms with the Registrar of Companies”.

6. **To obtain loan from Bank(s) and any other institution and to consider and if thought fit pass the following resolution with or without modification(s) in this regard as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any modifications or re-enactment thereof as amended from time to time and any other applicable provisions for the time being in force, and subject to such

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approvals, consents, sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to borrow from time to time, any sum or sums of monies as the Board may deem fit for the purpose of the business of the Company notwithstanding that the moneys to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceeds the aggregate of the paid-up share capital of the Company, its free reserves and security premium, provided that the total outstanding amount so borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), shall not at any time exceed the sum of Rs. 100 crores.

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to this resolution including but not limited to filing of all necessary e-forms with the office of the Registrar of Companies, Mumbai."

7. **To approve remuneration payable to Mr. Rahul Khemani and to consider and if thought fit to pass the following resolution with or without modification(s) in this regard as a Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed at the Thirty First Annual General Meeting held on 16th July, 2016 and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the Act), read with Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014 and Schedule V and all other applicable provisions of the Companies Act, 2013, if any (including any statutory modification, re-enactment and amendments made from time to time) and other applicable Acts, rules, regulations if any and the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, the consent of the members be and is hereby accorded to pay remuneration to Mr. Rahul Khemani, Director (DIN: 03290468) with effect from 1st April, 2018, exceeding the limits specified under the provisions of Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as a Director, the Company has no profits or its profits are inadequate, Mr. Rahul Khemani shall be entitled to receive the minimum remuneration subject to the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be prescribed by Central Government from time to time.

RESOLVED FURTHER THAT the terms and conditions of the remuneration may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Nomination & Remuneration Committee thereof as may be constituted) as it may in its discretion deem fit within the maximum amount payable to the Director in accordance with the provisions of the Companies Act, 2013 and subject to such other modification/amendments made thereunder.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorised do all such acts as may be necessary to give effect to the aforesaid resolution."

8. **To approve remuneration payable to Mr. Shahin Khemani and to consider and if thought fit to pass the following resolution with or without modification(s) in this regard as a Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed at the Thirty First Annual General Meeting held on 16th July, 2016 and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the Act), read with Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014 and Schedule V and all other applicable provisions of the Companies Act, 2013, if any (including any statutory modification, re-enactment and amendments made from time to time) and other applicable Acts, rules, regulations if any and the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, the consent of the members be and is hereby accorded to pay remuneration to Mr. Shahin Khemani, Director (DIN: 03296813) with effect from 1st April, 2018, exceeding the limits specified under the provisions of Section 197 of the Companies Act, 2013.

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RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as a Director, the Company has no profits or its profits are inadequate, Mr. Shahin Khemani shall be entitled to receive the minimum remuneration subject to the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be prescribed by Central Government from time to time.

RESOLVED FURTHER THAT the terms and conditions of the remuneration may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Nomination & Remuneration Committee thereof as may be constituted) as it may in its discretion deem fit within the maximum amount payable to the Director in accordance with the provisions of the Companies Act, 2013 and subject to such other modification/amendments made thereunder.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorised do all such acts as may be necessary to give effect to the aforesaid resolution."

9. **To approve shifting of registered office from the "state of Maharashtra" to the "Union Territory of Dadra & Nagar Haveli and to consider and if thought fit to pass the following resolution with or without modification(s) in this regard as a Special Resolution:**

"RESOLVED THAT pursuant to Section 12, 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and all the other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s), amendment(s) re-enactments(s) thereof for the time being in force]and subject to the approval of the Regional Director and all other concerned authorities, as may be required, the consent of the members be and is hereby accorded to shift the Registered Office of the Company from 410-411, Kapadia Chambers, 599, Jagannath Shankar Sheth Road, Chira Bazar, Kalbadevi Mumbai-400002 to Plot No. 63-B, Danudyog Sahakari Sangh Ltd., Village Piparia, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

"II. The Registered Office of the Company will be situated in Union Territory of Dadra & Nagar Haveli i.e within the jurisdiction of Registrar of Companies at Gujarat."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company, be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard."

By order of the Board

Ashok Kishinchand Khemani
Managing Director
DIN: - 00053623

Place : Mumbai

Date : 03rd August, 2018

Registered Office:

410-411, Kapadia Chambers,
599, Jagannath Shankar
Sheth Road, Chira Bazar, Kalbadevi,
Mumbai - 400002

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Notes:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the Corporate office of the Company not less than 48 hours before the commencement of the meeting;
- 2) A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder;
- 3) The Register of Members and Transfer Books of the Company will be closed from Tuesday, 4th September, 2018 to Monday, 10th September, 2018 (both days inclusive)
- 4) If the Final Dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or before 10th October, 2018 as under;
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Monday, 3rd September, 2018;
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Monday, 3rd September, 2018.
- 5) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agent, M/s. Bigshare Services Pvt. Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Bigshare Services Pvt. Ltd;
- 6) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s. Bigshare Services Pvt. Ltd for assistance in this regard. Further, BSE has issued a Circular on July 05, 2018 vide Gazette notification dated June 8, 2018 and have specified that with effect from December 5, 2018, transfer of shares shall be in dematerialized form only hence the members are requested to convert the shares from Physical form to dematerialized mode.
- 7) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrars and Transfer Agent, M/s. Bigshare Services Pvt. Ltd, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon;
- 8) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;
- 9) Members desirous of obtaining any information or clarifications on the Accounts, Annual Report and Operations of the Company, are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting;

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- 10) Transfer of Unclaimed/Unpaid amounts and share to the Investor Education and Protection Fund (IEPF): Pursuant to section 123, 124 and 125 of Companies Act, 2013 read with Investor Education & Protection Fund Authority Rules, 2016 all unclaimed/unpaid dividend, application money, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company and shares against the same have been transferred to the IEPF established by the Central Government. No claim shall lie against the Company for the amounts so transferred to Investor Education and Protection Fund of Central Government;
- 11) Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, M/s. Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai : 400 059
Tel No: 022 - 62638200
Fax No.: 022 -62638299
Email : investor@bigshareonline.com

Members wishing to claim dividends, which remain unclaimed, are requested to send a correspond at Office no. 17, Maker Chambers III, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021. Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, be transferred to the Investor Education and Protection Fund as per Section 125 of the Companies Act, 2013 read with relevant rules;

- 12) The following are the details of dividend paid by the Company and its respective due date of transfer of such fund to the Investor Education and Protection Fund, which remain unpaid:

Sr. No.	Date of Declaration	Dividend for the year	Due date of transfer to the Investor Education and Protection Fund
1	20.09.2010	2009-2010	19.10.2017
2	11.08.2011	2010-2011	10.09.2018
3	17.09.2012	2011-2012	17.10.2019
4	21.08.2013	2012-2013	20.09.2020
5	09.09.2014	2013-2014	08.10.2021
6	23.07.2015	2014-2015	22.08.2022
7	16.07.2016	2015-2016	15.08.2023
8	29.08.2017	2016-2017	28.09.2024

It may be noted that the claimant of the Dividend shall be entitle to claim the amount of Dividend so entitled from Unpaid Equity Dividend Account in accordance with the procedure and submission of such documents as may be prescribed. In view of the above, those Shareholders who have not encashed their dividend warrants are advised to send all the unclaimed dividend warrants to the Registrar & Share Transfer Agents or to the corporate office of the Company for revalidation and encash them before the due date for transfer to the Central Government.

- 13) Particulars of the dividend and shares transferred to the General Revenue Account of the Central Government i.e. Investor Education & Protection Fund during the Financial Year ended March 31, 2018 pursuant to Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978:

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Sr. No.	Date of Declaration of Dividend	Dividend for the Financial Year	Amount transferred to Investor Education & Protection Fund (₹)	Date of transfer to Investor Education & Protection Fund
1	20.09.2010	2009-2010	1,22,993	31.10.2017

In view of the above, the Company has transferred 103,952 equity shares to IEPF authority.

- 14) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company/Depositories;
- 15) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice;
- 16) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting;
- 17) Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting;
- 18) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting;
- 19) All documents referred to in the notice are open for inspection at the registered office of the Company between Business hours on all working days up to the date of the Meeting;
- 20) As per the provisions of the Companies Act, 2013 facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company;

21) E- voting:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

Process for E –Voting :

The procedure and instructions for e-voting are as follows:

- i. The voting period begins from 09.00 a.m. on Friday, 7th September, 2018 and ends at 5.00 p.m. on Monday, 10th September, 2018, During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 4th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
- ii. The shareholders should log on to the e-voting website www.evotingindia.com;
- iii. Click on Shareholders;