



BLUE CHIP TEX INDUSTRIES LIMITED

36th Annual RepoRt 2020-2021

CoRpoRAte InFoRMAtIon

BoARD oF DIReCtoRS & KeY MAAgeRIAl peRSoNnel

1. **Mr. Shahin .n. Khemani**
Managing Director
DIN: 03296813
2. **Mr. Rahul .A. Khemani**
Chief Financial Officer & Executive Director
DIN: 03290468
3. **Mr. Shatrughun .n. Jiwnani**
Independent Director
DIN: 07247441
4. **Ms. Shraddha .M. teli**
Independent Director
DIN: 06976334
5. **Mr. Rohit .p. Bajaj**
Independent Director
DIN: 08646838
6. **Mr. Siddharth .A. Khemani**
Non-Executive, Non-Independent Director
DIN: 08842398
7. **Mr. Bhumit .M. Dharod**
Company Secretary & Compliance Officer
Membership No.: ACS 51555

StAtutoRY AuDItoRS

D. K. P. & Associates

SeCRetARIAI AuDItoRS

Pramod .S. Shah & Associates

CoSt AuDItoRS

NKJ & Associates

InteRnAl AuDItoRS

Raju Gupta & Associates

BANKeR

Axis Bank Limited

CoRpoRAte IDentItY nuMBer

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ReGISteReD oFFICe

Plot no. 63-B,
Danudyog Sahakari Sangh Limited,
Village Piparia, Silvassa
Dadra & Nagar Haveli- 396 230
Tel: + 91 99040 11553 / 99244 22247

FAcToRY

1. Plot no. 63-B, Danudyog Sahakari Sangh Limited, Village Piparia, Silvassa, Dadra & Nagar Haveli- 396 230
2. Plot No. 45-B, Govt. Industrial Estate, Masat, Silvassa, Dadra & Nagar Haveli- 396 230

CoRpoRAte oFFICe

Office No. 15/16/17, 1st floor,
Maker Chambers - III,
Jamnalal Bajaj Road, Nariman Point,
Mumbai - 400 021.
Tel: + 91 22 4353 0400

ReGIStRAR & ShARe tRAnSFer AGent

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp Vasant Oasis, Makwana Road,
Marol, Andheri-East, Mumbai – 400 059.
Tel: + 91 22 6263 8200
Fax: + 91 22 6263 8299
Website: www.bigshareonline.com
Email Id: investor@bigshareonline.com

InVeStoR e-MAIL ID

bluechiptex@gmail.com

WeBSite

www.bluechiptexindustrieslimited.com

InSIDE thIS RepoRt

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Blue Chip tex Industries limited

notIcE

notIcE is hereby given that the 36th Annual General Meeting (AGM) of the Members of Blue Chip tex Industries limited will be held on Wednesday, 29th September, 2021 at 12 noon IST through Video Conferencing ("VC") / other Audio Visual Means ("oAVM") to transact the following business:

ordinary Business:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon.
- 2) To declare a final dividend of ₹ 3.00/- per equity share for the financial year ended 31st March, 2021.
- 3) To appoint a Director in place of Mr. Siddharth .A. Khemani (DIN: 08842398), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

- 4) Ratification of remuneration of Cost Auditors for the financial year 2021-22 and in this regard, to consider and if thought fit, to pass, with or without modification(s), 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 financial year 2021-22 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 2021-22, amounting to ₹ 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 the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution."

**By order of the Board of Directors
For Blue Chip tex Industries limited**

place: Mumbai
Date: 4th August, 2021

Sd/-
Bhumit .M. Dharod
Company Secretary
Membership no. ACS 51555

Registered Office:
Plot no. 63-B, Danudyog Sahakari Sangh Limited,
Village Piparia, Silvassa,
Dadra & Nagar Haveli- 396 230

notes:

- 1) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the 36th AGM of the Company is being held through VC / OAVM. The Company has availed the facility of Central Depository Services (India) Limited ("CDSL") for convening the 36th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 25 of this Notice.
- 2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
- 3) The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation in the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 15th January, 2021 read with SEBI Circular dated 12th May, 2020, Notice of the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent ("RTA") or Depository Participant/Depository as on the cut-off date Friday, 27th August, 2021. Members may note that the Notice of AGM and the Annual Report 2020-21 will also be available on the Company's website at www.bluechiptexindustrieslimited.com, on the website of BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com. The relevant documents, if any, referred to in the Notice of 36th AGM and the Annual Report will also be available for inspection electronically on request by a member of the Company up to the date of the 36th AGM of the Company.
- 6) For Members who have not registered their e-mail address and those members who have become the members of the Company after Friday, 27th August, 2021, being the cut-off date for sending soft copy of the Notice of 36th AGM and Annual Report for Financial Year 2020-21, may refer to the Notice of 36th AGM and Annual Report which is available on the Company's website, on the websites of CDSL and BSE.
- 7) The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings

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issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.

- 8) Pursuant to the provisions of Sections 112 and 113 of the Act, members such as the President of India/ the Governor of a State/Body Corporate can authorize their representatives to attend the 36th AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution or governing body Resolution/Authorization etc., authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at pramodshah361@gmail.com with a copy marked to the Company at bluechiptex@gmail.com.
- 9) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 22nd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive). The dividend of ₹ 3.00/- (Rupee Three Only) per share on the Equity Shares of the Company of ₹ 10/- (Rupees Ten) each, if declared by the Members at the AGM, will be paid subject to deduction of income tax at source ("TDS") on or after Monday, 11th October, 2021 as under:
- a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Tuesday, 21st September, 2021.
 - b. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, 21st September, 2021.
- 10) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated 20th April, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
- 11) Members holding shares in electronic form may note that as per the circular issued by NSDL and CDSL, the Company is obliged to print on the dividend warrants, bank details of beneficiary owners/ Members as furnished by these Depositories while making payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members are requested to advise such changes only to their DPs.
- 12) SEBI and the MCA encourages paperless communication as a contribution to greener environment.
- Members are advised to register/update their address, e-mail address and bank mandates** (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank/Branch code, IFSC code and account type) to their DPs in case of shares held in electronic form and to the Company and/or its RTA in case of shares held in physical form for receiving dividend in their bank accounts and all communications, including Annual Report, Notices, Circulars etc. from the Company.
- 13) In case of remittance of dividend in electronic form, an intimation of the dividend payment would be sent to the members on their registered email address, if any. In case of members who are not covered by NECS facility, the dividend amount will be remitted by means of dividend warrants/demand drafts.
- 14) As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks

associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.

- 15) Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 and send the same to the office of the Company and/ or its RTA. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their respective DPs.
- 16) Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are advised to consolidate their holdings in single Demat account/Folio.
- 17) In case of joint holders, 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 at the AGM.
- 18) Members desiring any information on the annual financial statements or any other query related to the Annual Report are requested to write to the Company on or before Wednesday, 22nd September, 2021 through email on bluechiptex@gmail.com. The same will be replied by the Company suitably.
- 19) Prevention of Frauds: Members are advised to exercise due diligence and notify their DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified to prevent frauds/ misuse, if any.
- 20) Confidentiality of Security Details: Do not disclose Folio Nos. / DP ID/ Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
- 21) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at bluechiptex@gmail.com.

22) IEPF Information:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends / shares to IEPF Authority. Notice in this regard is also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website at www.bluechiptexindustrieslimited.com.

In light of the aforesaid provisions, the Company has during the year under review, transferred to IEPF the unclaimed dividends, outstanding for 7 years, of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

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The details of unclaimed dividends & shares transferred to IEPF during financial year ended 31st March, 2021:

Date of Declaration of Dividend	Dividend for the Financial Year	Amount of unclaimed dividend transferred (In ₹)	no. of shares transferred	Date of transfer of shares
21.08.2013	2012-2013	1,72,756	8,000	23.10.2020

The shareholders who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

Pursuant to the provisions of the IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts in respect of dividends for the financial years 2012-13 to 2018-19 lying with the Company as on 31st March, 2020 on the website of the Ministry of Corporate Affairs in e-Form IEPF-2 and also on the website of the Company www.bluechiptexindustrieslimited.com.

In terms of Section 124 of the Act, Final dividend declared for the financial year 2013-14 will be due for transfer to the IEPF in October, 2021, as the same would remain unpaid for a period of seven years from the due date of payment. Members are requested to en-cash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie with the Company in respect of such amount.

Also, members are requested to claim their unpaid dividend pertaining to the financial year 2013-14 to 2019-20 as soon as possible, so that shares in respect of which the dividend is pending are not transferred to the Demat Account of IEPF authority at appropriate date.

- 23) Since the ensuing AGM will be convened through VC/OAVM, members can opt for one mode of voting i.e. either by remote e-voting or through e-voting at the time of AGM. Only those members, who are present in the AGM through VC/OAVM facility and have not cast their vote on resolutions through remote e-voting or are otherwise not barred from doing so, shall be allowed to vote through e-voting system in the meeting.

However, in case Members cast their vote both by remote e-voting and e-voting at the time of AGM, then voting done through remote e-voting shall prevail and voting done by e-voting at the time of AGM will be treated as invalid. The voting right of all members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. 22nd September, 2021.

24) 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, as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is pleased to provide facility of remote e-voting and e-voting at the time of AGM, to its Members in respect of the business to be transacted at the 36th AGM.

The Company has appointed Mr. Pramod .S. Shah, partner of M/s Pramod .S. Shah & Associates, Practicing Company Secretary (Membership no. F-334/CP No. 3804) as the Scrutinizer for conducting the remote e-voting and the e-voting process at the time of AGM in a fair and transparent manner.

25) the InStRuCtIonS FoR ShAReHoIdReS FoR ReMoTe e-VotInG AnD e-VotInG DuRInG AGM AnD JoInInG MeetInG thRoUgH VC/oAVM ARE AS unDeR:

- i. The remote e-voting period begins on Sunday, 26th September, 2021 at 9:00 a.m. and ends on Tuesday, 28th September, 2021 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd September, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the AGM date through remote e-voting would not be entitled to vote at the time of AGM.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the aforesaid SEBI circular, login method for e-voting and joining virtual meeting for **Individual shareholders holding securities in Demat mode** is given below:

type of shareholders	login method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the eVoting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service provider's website directly.

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type of shareholders	login method
	<ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the eVoting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve user ID/ password are advised to use Forgot user ID and Forgot password option available at above mentioned website.