

21st
ANNUAL REPORT
2012-2013

BLUE PEARL TEXSPIN LIMITED
(Formerly Known as "E-Wha Foam India Limited")

Blue Pearl Texspin Limited
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CORPORATE INFORMATION

BOARD OF DIRECTORS	: Mr. Navinchandra C. Shah : Executive Director & CEO Mr. Nijal N. Shah : Executive Director & CFO Mr. Shankar R. Pandare : Executive Director Mr. Narendra C. Solanki : Independent Non-Executive Director Mr. Mukesh C. Sampat : Independent Non-Executive Director Mr. Priyesh P. Pethe : Independent Non-Executive Director Mr. Deepak P. Rane : Independent Non-Executive Director Mr. Arun Kumar Sharma : Independent Non-Executive Director
BANKERS	: Allahabad Bank, Borivali Branch, Mumbai.
AUDITORS	: M/s Gupta Saharia & Co. Chartered Accountants 4, Atlanta CHSL, Evershine Nagar, Malad (West), Mumbai – 400 064, Maharashtra. Email: jainsanjay_ca@rediffmail.com/sanjay.jain3179@gmail.com
REGISTERED OFFICE (Changed w.e.f. February 14, 2013)	: C-1, Everest Building, 01 st Floor, Dattapada Road, Opp. BMC School, Borivali (East), Mumbai – 400 066, Maharashtra.
WEBSITE	: www.bluepearltexspin.com
REGISTRAR & SHARETRANSFER AGENT	: SYSTEM SUPPORT SERVICES 209, Shivai Ind Estate. 89, Andheri Kurla Road, (Next to Logitech Park, Above McDonalds) Saki Naka, Andheri (East), Mumbai – 400 072. Tel No.: 91-22-28500835; Fax No.: 91-22-28501438 Email ID: sysss72@yahoo.com/zoebsss@hotmail.com Website: www.sysss.com
LISTING OF EQUITY SHARES	: BSE Limited. Ahmedabad Stock Exchange Limited. Phiroze Jeejeebhoy Towers, Kamdhenu Complex, Dalal Street, Opp. Sahajanand College, Mumbai – 400 001. Panjarapole, Ambawadi, Ahmedabad – 380 001.

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NOTICE

Notice is hereby given that the **Twenty-First Annual General Meeting** (the "Meeting") of the members of **Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited")** will be held on **Monday, the September 30, 2013 at 04.00 p.m.** at the Registered office of the Company situated at **C-1, Everest Building, 01st Floor, Dattapada Road, Opp. BMC School, Borivali (East), Mumbai – 400 066, Maharashtra**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at June 30, 2013, the Profit & Loss account for the period ended on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr. Deepak Rane**, Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mr. Mukesh Sampat**, Director of the Company who retires by rotation and being eligible offers, himself for re-appointment.
4. To appoint auditors and to authorize the Board to fix their remuneration.

By Order of the Board of Directors
Blue Pearl Texspin Limited
(Formerly known as "E-Wha Foam India Limited")

Date : August 30, 2013
Place : Mumbai

Shankar Pandare
Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy in order to be valid must be deposited with the Company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the meeting. No photocopy, scanned copy of proxy form will be accepted. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the September 23, 2013 to Monday, the September 30, 2013 (both days inclusive).
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report to the meeting.
5. In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs vide its Circular No. 17/2011 dated 21.04.2011, all members who have not registered their E-mail IDs with the Company or its Registrar & Share Transfer Agent so far, are requested to register their E-mail IDs, so as to enable the Company to send all notice/reports/documents/intimations and other correspondences etc. through E-mails in the electronic mode instead of receiving physical copies of the same.
6. For the convenience of Members and for proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
7. For transfer of shares held in Physical mode the transferee should submit along with the transfer documents copy of PAN Card for registration of transfer request.

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

8. Members seeking any information or clarification on the Annual Report 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. The queries may be addressed to Executive Director and CEO, Mr. Navinchandra C. Shah, Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited"), C-1, Everest Building, 01st Floor, Dattapada Road, Opp. BMC School, Borivali (East), Mumbai – 400 066, Maharashtra.
9. As required under Clause 49 of the Listing Agreement, the relevant information in respect of the Directors seeking reappointment at the Annual General Meeting is attached hereto.
10. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Saving Bank Account details to their respective Depository Participants.
11. 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 in portfolio management.
12. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent M/s. System Support Services, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificates will be returned to such Members after making requisite changes thereon.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

By Order of the Board of Directors
Blue Pearl Texspin Limited
(Formerly known as "E-Wha Foam India Limited")

Date : August 30, 2013
Place : Mumbai

Shankar Pandare
Director

DIRECTORS' REPORT

To,
The Members,
BLUE PEARL TEXSPIN LIMITED
(Formerly known as "E-Wha Foam India Limited")

Your Directors take pleasure in presenting their 21st Annual Report of the Company along with the Audited Financial Statements, for the period ended June 30, 2013.

1. FINANCIAL RESULTS:

The financial Results are briefly indicated below:

PARTICULARS	(Amt in Rs.)	
	PERIOD/YEAR ENDED	
	June 30, 2013	March 31, 2012
Total Income	1,25,24,838	14,48,322
Total Expenditure	1,24,63,785	17,83,205
Profit/(Loss) before Taxation	61, 053	(3,34,883)
Profit/(Loss) after Taxation	61, 053	(3,34,883)
Profit/(Loss) Brought Forward	(5,22,03,559)	(5,18,68,676)
Balance carried to Balance Sheet	(5,21,42,506)	(5,22,03,559)

2. FINANCIAL OPERATIONS:

During the year your Company has ventured into new business activity i.e. textile business pursuant to change of name of Company. Hence the Company has incurred profit of Rs. 61,053/- from the new business activity during the period ended June 30, 2013. The Company through efficient production management system and modernization is confident of increasing the profits of the Company in the coming years.

3. DIVIDEND:

In view of the earlier year losses and negative net worth for the period under review, your Directors regret their inability to recommend any dividend as such.

4. CHANGE OF NAME:

During the current year under review name of your Company was changed from E-Wha Foam India Limited to Blue Pearl Texspin Limited w.e.f November 08, 2012 pursuant to fresh Certificate of Incorporation consequent to change of name issued by the Registrar of Companies, Mumbai. Further, your Company has made Name Change application with Bombay Stock Exchange pursuant to Change of Name from E-Wha Foam India Limited to Blue Pearl Texspin Limited. However approval for same is pending from BSE Limited.

5. EXTENSION OF CURRENT FINANCIAL YEAR:

During the current year under review your Company at its meeting held on March 30, 2013 have approved extension of its current financial year commencing from April 01, 2012 to June 30, 2013 covering period of 15 (Fifteen) months.

6. DEPOSITS:

During the period under review, your Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 as amended from time to time.

7. PARTICULARS OF EMPLOYEES:

In accordance with the provisions of Section 217 of the Companies Act, 1956, read with the Companies (Particulars of Employees) Amendment Rules, 1999 as amended up to date, there was no employee during the whole or part of the period who were in receipt of remuneration in excess of limits as mentioned in the section and hence no details are given as such.

8. DIRECTORS:

During the year Mr. Deepak Rane and Mr. Mukesh Sampat, Directors retire by rotation and being eligible has offered themselves for re-appointment. The members are requested to re-appoint them in the forthcoming Annual General Meeting.

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9. SUBSIDIARIES:

The Company does not have any subsidiaries; hence the particulars as required under Section 212 of the Companies Act, 1956 are not required to be given.

10. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under Section 217 (2AA) of the Companies Act, 1956, your Directors' confirm that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the period and of the Profit or Loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the Annual accounts on a going concern basis.

11. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Since the Company is not a manufacturing unit provisions of Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption is not applicable.

12. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review, there were no Foreign Exchange Earnings and Outgo.

13. AUDITORS:

M/s. Gupta Saharia & Co., Chartered Accountants, Mumbai, Statutory Auditors of your Company hold office until the conclusion of the forthcoming Annual General Meeting. They have expressed their unwillingness for re-appointment in the Company.

The Company has received consent for appointment of **M/s. C.P. Jaria & Co., Chartered Accountants**, as the Statutory Auditors of the Company. It is therefore proposed to appoint M/s C.P.Jaria, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

14. AUDITORS REPORT:

Since notes to account are self explanatory, no further explanation is given by the Board as such. Further the Auditors' Report to the Shareholders does not contain any adverse remarks or qualification.

15. COMMITTEES OF THE BOARD:

Board has constituted Committees pursuant to provisions of Companies Act, 1956 and Listing Agreement with Stock Exchanges.

Following Committees are constituted by the Board: Audit Committee, Shareholders / Investors Grievance Committee and Remuneration Committee.

The composition and other details with respect to Committees are detailed in the Corporate Governance Report which forms part of this Annual Report.

16. CEO/CFO CERTIFICATION:

Certificate of CEO/CFO of the Company on Financial Statements, Cash Flow Statement for the period ended June 30, 2013 and Certificate of CEO for compliance with Code of Conduct by Board members and Senior Management personnel on Annual basis are enclosed herewith.

17. MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report for the period under review as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of this Annual Report.

18. CORPORATE GOVERNANCE REPORT:

Report on Corporate Governance of the Company for the year under review, as per the requirements of Clause 49 of the Listing Agreement have been given under a separate section and forms part of this Annual Report.

19. LISTING FEES:

Being listed at BSE Limited, Mumbai & Ahmedabad Stock Exchange Limited, the Company has duly paid the listing fees.

20. ELECTRONIC FILING:

The Company periodically uploads Annual Reports, Financial Results, Shareholding Pattern, Corporate Governance Reports etc. on its website viz. www.bluepearltexspin.com within the prescribed time limit.

21. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them. Your Directors also wish to place on record their deep sense of appreciation for the continuing support and efforts of Vendors, Dealers, Business Associates and Employees received during the period ended June 30, 2013.

By Order of the Board of Directors
Blue Pearl Texspin Limited
(Formerly known as "E-Wha Foam India Limited")

Date : August 30, 2013
Place : Mumbai

Arun Kumar Sharma
Director

Shankar Pandare
Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INTRODUCTION:

Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited") prior to 2012 was into manufacturing of foam and other foam based products. Later in the year 2012, the Company after getting the approval of its members and Registrar of Companies, Mumbai changed its name from "E-Wha Foam India Limited" to "Blue Pearl Texspin Limited" and commenced the business of Textile business. Hence, at present the Company is engaged in the Textile business.

B. INDUSTRY STRUCTURE AND DEVELOPMENT:

Indian Textile Industry has an overwhelming presence in the economic life of the country. Apart from providing one of the basic necessities of life, the textile industry also plays a pivotal role through its contribution to industrial output, employment generation and the export earnings of the country. It contributes about 14% to the industrial production, 4% to the GDP and 11% to the country's export earnings. The textile sector is the second largest provider of employment after agriculture. The Indian textiles industry is extremely varied, with the hand-spun and hand woven sector at one end of the spectrum, and the capital intensive, sophisticated mill sector at the other. The decentralized power looms/ hosiery and knitting sector form the largest section of the Textiles Sector. The close linkage of the Industry to agriculture and the ancient culture, and traditions of the country make the Indian textiles sector unique in comparison with the textiles industry of other countries. This also provides the industry with the capacity to produce a variety of products suitable to the different market segments, both within and outside the country.

The major sub-sectors that comprise the textiles sector include the following:

- Cotton/Man-Made Fibre Textiles Mill Industry
- The Man-Made Fibre/Filament Yarn Industry
- The Wool and Woolen Textiles Industry
- The Sericulture and Silk Textiles Industry
- The Handlooms Textiles Industry
- The Handicrafts Textiles Industry
- The Jute and Jute Textiles Industry
- The Textiles Exports

India's textiles and clothing industry is one of the mainstays of the national economy. It is also one of the largest contributing sectors of India's exports worldwide.

C. OPPORTUNITIES:

- a. Full integration of textile industry has resulted in huge opportunities for export.
- b. Increase in consumption pattern across the country along with the rising demand for high quality premium fabrics.
- c. Large and potential domestic and international market.
- d. Promising Export Potential.

D. THREATS:

- a. Pricing pressure due to opening up of quotas.
- b. Enhanced competition from other countries.