

# BLUE PEARL TEXSPIN LIMITED

(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

Regd Off: Office No. 32, VyaparBhavan, 49, P.D. Mello Road, Mumbai -400 009,  
Maharashtra.

CIN -L36104MH1992PLC069447

Tel -022 32997884 Fax 23487884

Email: [bluepearltexspin@gmail.com](mailto:bluepearltexspin@gmail.com) Website: [www.bluepearltexspin.com](http://www.bluepearltexspin.com)

Date: 02-09-2014

To,  
Department of Corporate Service (DCS-CRD),  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400001.

**Subject: Six Copies of Annual Report**

**Ref:- Name of the Company:- BLUE PEARL TEXSPIN LIMITED**

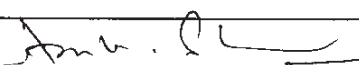
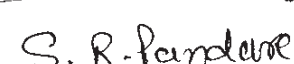
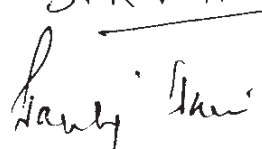
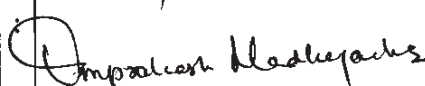
**Scrip Code (BSE):- 514440**

Dear Sir,

As per listing requirements enclosed please find 6 (Six) copies of the Annual Reports duly certified by the Executive Director of the Company.

Further, as per SEBI Circular CIR/CFD/DIL/7/2012 dated August 13, 2012 below is the Form A required to be filed by the Company with the concerned stock exchange(s).

## FORM A

1.	Name of the Company	:	BLUE PEARL TEXSPIN LIMITED
2.	Annual Financial Statements for the period ended	:	31 <sup>st</sup> March, 2014
3.	Type of Audit observation	:	Unqualified
4.	Frequency of observation	:	N.A.
5.	To be signed by:-		
	• Mr. Arun Kumar Sharma (CEO & Executive Director)	:	
	• Mr. Shankar Pandare (CFO)	:	
	• Mr. Pankaj Jain (Statutory Auditors of the Company)	:	
	• Mr. Om Prakash Madhogarhia (Chairman of Audit Committee)	:	

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Kindly take the same on your record and acknowledge receipt of the same.

Thanking You,

Yours truly,

For BLUE PEARL TEXSPIN LIMITED

(Formerly known as E-WHA FOAM INDIA LIMITED)



ARUN KUMAR SHARMA

(DIRECTOR)

DIN- 00369461

Encl.: As above

Report  junction.com

**22<sup>nd</sup>**  
**ANNUAL REPORT**  
**2013-2014**



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

**22<sup>ND</sup> ANNUAL REPORT 2013-14**

**Blue Pearl Texspin Limited**  
(Formerly known as "E-Wha Foam India Limited")

CIN -L36104MH1992PLC069447

**ANNUAL REPORT 2013-2014**

**CORPORATE INFORMATION**

<b>BOARD OF DIRECTORS</b>	:	Mr. Shankar R. Pandare (DIN- 05189612)	:	Chairman and Non-Executive Director (w.e.f 22 <sup>nd</sup> January, 2014)
		Mr. Arun Kumar Sharma (DIN- 00369461)	:	Whole-Time Director (w.e.f 14 <sup>th</sup> November, 2013)
		Mr. Navinchandra C. Shah (DIN- 05178793)	:	Executive Director
		Mr. Ganesh Sengadani (DIN- 06647090)	:	Independent Non-Executive Director (w.e.f 14 <sup>th</sup> November, 2013)
		Mr. Deepak P. Rane (DIN- 05178672)	:	Independent Non-Executive Director (resigned w.e.f 13 <sup>th</sup> August, 2014)
		Mr. Om Prakash Madhogarhia (DIN- 05330865)	::	Independent Non-Executive Director (w.e.f 7 <sup>th</sup> February, 2014):
<b>COMMITTEES OF THE BOARD</b>	:	Audit committee Shareholders/Investors Grievance Committee Remuneration Committee		
<b>REGISTERED OFFICE</b> (Changed w.e.f. 1 <sup>st</sup> March, 2014)	:	Office No. 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai -400 009, Maharashtra. Tel -022 32997884 Fax 23487884 <u>WEBSITE</u> : www.bluepearltextspin.com		
<b>BANKERS</b>	:	Allahabad Bank, Borivali Branch, Mumbai.		
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	:	<b>SYSTEM SUPPORT SERVICES</b> 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		
<b>LISTING OF EQUITY SHARES</b>	:	<b>BSE Limited.</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.		
<b>AUDITORS</b>	:	<b>M/s C.P. Jaria &amp; Co.</b> <b>Chartered Accountants</b> M-28, Super Tex Tower, Opp. Kinnary Cinema, Ring Road, Surat-395002 Email: cpjaria@yahoo.co.in		

**ANNUAL GENERAL MEETING:**

Date	:	30 <sup>th</sup> Septemebr, 2014
Time	:	10:00 A.M
Venue	:	9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra.

**22<sup>ND</sup> ANNUAL REPORT 2013-14****NOTICE**

Notice is hereby given that the Twenty-Second Annual General Meeting (the "Meeting") of Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited") will be held on Tuesday 30<sup>th</sup> September 2014 at 10:00 A.M. at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014, 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. Navinchandra Shah (DIN 05178793) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under, as amended from time to time, C.P. Jaria & Co., Chartered Accountants (Firm Registration No- 104058W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty- Sixth Annual General Meeting (AGM) of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS:**

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 Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Om Prakash Madhogaria (DIN-05330865) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 7<sup>th</sup> February, 2014, who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of the Company to hold office up to 5 (five) consecutive years up to 31<sup>st</sup> March, 2019, not liable to retire by rotation"

5. 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 Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ganeshbhai Sahebraobhai Sengadani (DIN- 06647090) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 14<sup>th</sup> November, 2013, who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of the Company to hold office up to 5 (five) consecutive years up to 31<sup>st</sup> March, 2019, not liable to retire by rotation"

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

**"RESOLVED THAT** pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) 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 favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures and/or working capital facilities and other credit facilities up to a sum not exceeding Rs. 10,00,00,000 (Rupees Ten 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 authorized to finalise the form, extent and manner of, and 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 and at such time(s) / tranche(es) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

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

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

**"RESOLVED THAT** pursuant to Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, 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 Company's business, such sum or sums of money, as they in their absolute discretion think fit, the total amount of such borrowings together with the amounts already borrowed and outstanding shall not, at any time, exceeds Rs.10,00,00,000/- (Rupees Ten Crores Only) not withstanding that the monies so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves."

**"RESOLVED FURTHER** that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, schedule V of the Companies Act, 2013 (corresponding to sections 198, 269, 309, of the Companies Act, 1956, Schedule XIII of the Companies Act, 1956 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as "the said Act") the consent of the Company is hereby accorded to the appointment of Mr. Arun Kumar Sharma (DIN- 00369461) as an "Executive Director" of the Company with effect from 14<sup>th</sup> November, 2013 under the Articles of Association of the Company, as the "Executive Director" of the Company for a period of 5 years, as terms and conditions placed before the Board and initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment as may be agreed by the board of Directors and Mr. Arun Kumar Sharma."

**"RESOLVED FURTHER THAT** the Board hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Date : 13<sup>th</sup> August, 2014  
Place : Mumbai

**Arun Kumar Sharma**  
Director

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. 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. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 23<sup>rd</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
5. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report to the meeting.
6. 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.
7. 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.
8. 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.
9. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.

**22<sup>ND</sup> ANNUAL REPORT 2013-14**

10. 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 Director, Mr. Arun Kumar Sharma, Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited"), 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai – 400009, Maharashtra.
11. 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.
12. 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.
13. 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.
14. 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 certificate will be returned to such Members after making requisite changes thereon.
15. 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.
16. Electronic copy of the Annual Report for 2013-2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2013-2014 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website [www.bluepearltexspin.com](http://www.bluepearltexspin.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [bluepearltexspin@gmail.com](mailto:bluepearltexspin@gmail.com)
19. Voting through electronic means :  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35 B of the Listing Agreement executed by the company with the BSE Limited, the Company is pleased to provide members facility to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL):  
During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cut-off date i.e. 22<sup>nd</sup> August 2014, may cast their votes electronically.  
The e-voting period commences at 9:00 a.m. on Thursday 25<sup>th</sup> September, 2014 and ends at 6:00 p.m. on Friday 26<sup>th</sup> September, 2014. The e-voting module shall be disabled by CDSL for voting thereafter.  
Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.  
A copy of this notice has been placed on the website of the Company and the website of CDSL.  
Ms. Ashwini Rajeshirke, Partner of HS Associates, Practicing Company Secretaries (Membership No.-26223) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.  
The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.  
The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.bluepearltexspin.com](http://www.bluepearltexspin.com) and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited.  
The process and instructions for e-voting are as under:  
(i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.  
(ii) Click on "Shareholders" tab.  
(iii) Now, select "BLUE PEARL TEXSPIN LIMITED" from the drop down menu and click on "SUBMIT"

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

- (iv) Now Enter your User ID:
- For CDSL: 16 digits beneficiary ID;
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below.

Now, fill up the following details in the appropriate boxes :

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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 <b>the number of shares held by you as on the cut-off date in the Dividend Bank details field.</b></li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the EVSN selection screen.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the relevant EVSN 140808008 of Blue Pearl Texspin Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**22<sup>ND</sup> ANNUAL REPORT 2013-14**

In case of members receiving the physical copy:

- (i) Please follow all steps from sl.no. (i) to sl.no. (xix) above, to cast vote

**Other Instructions:**

- I. If you are already registered with CSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) August 22, 2014.

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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 6.00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company

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

Date : 13<sup>th</sup> August, 2014  
Place : Mumbai

Arun Kumar Sharma  
Director

**EXPLANATORY STATEMENT****[Pursuant to Section 102 of the Companies Act, 2013]**

As required by Section 102 of the Companies Act, 2013 ("Act") the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos 4 to 8 of the accompanying Notice:

**For ITEM NO. 4 & 5 :**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Om Prakash Madhogarhia (DIN- 05330865), and Mr. Ganeshbhai Sahebraobhai Sengadani (DIN- 06647090) as an Independent Directors in compliance with the requirements of the clause.

Pursuant to the provisions of sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Om Prakash Madhogarhia (DIN- 05330865), and Mr. Ganeshbhai Sahebraobhai Sengadani (DIN- 06647090) as an Independent Directors of the Company up to 5 (five) consecutive years up to 31<sup>st</sup> March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management.

Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In compliance with the provisions of section 149 read with schedules IV of the Act, the appointment of these directors as independent directors is now being placed before the members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday. A brief profile along with other details of the Independent Directors are as follows:

**1. Name of the Director :**

Mr. Ganeshbhai Sahebraobhai Sengadani

DIN 06647090

Date of joining of the board : 14/11/2013

No. of shares held : Nil

Profile of the director : Mr. Ganeshbhai Sahebraobhai Sengadani has more than one decade experience in business

Directorships and Committee memberships in other Indian Listed companies\*

Directorship:

1. Optimates Textile Industries Limited

Committee Membership: Nil

**2. Name of the Director :**

Mr. Om Prakash Madhogarhia

DIN 05330865

Date of joining of the board : 07/02/2014

No. of shares held : Nil

Profile of the director : Mr. Om Prakash Madhogarhia has more than 2 decade experience in the field of Fiancé and Accounts.

Directorships and Committee memberships in other Indian Listed companies\*

Directorship:

1. CISTRO TELELINK LIMITED

Committee Membership: Nil

Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

**ITEM NO. 6**

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

Because of carry forward of losses of the previous years, the networth of the Company has eroded and in future the Company may require the money for business purposes.

Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (a) of the Companies Act, 2013.

Your Directors recommend passing the above resolution for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

**ITEM NO. 7:**

Because of carry forward of losses of the previous years, the networth of the Company has eroded and in future the Company may require the money for business purposes.

Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013.

Your Directors recommend passing the above resolution for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

**ITEM NO 8:**

As recommended by the Remuneration Committee and approved by the Board of Directors of the Company, at its meeting held on 14<sup>th</sup> November, 2013 Mr. Arun Kumar Sharma (DIN 00369461) was appointed as an Executive Director of the Company for a period of Five (5) years with effect from 14<sup>th</sup> November, 2013 to 13<sup>th</sup> November, 2018 without remuneration at present. However he may withdraw such remuneration, perquisites and benefits subject to the approval of the members.

The terms & Conditions proposed to be entered into by the Company with Mr. Arun Kumar Sharma, in respect of re-appointment, inter alia, contains the following terms and conditions:

**MAJOR TERMS OF REMUNERATION OF MR. ARUN KUMAR SHARMA, EXECUTIVE DIRECTOR.**

1. Name & Designation of Director : Mr. Arun Kumar Sharma, Executive Director.
2. Date of Appointment : Appointed w.e.f 14<sup>th</sup> November, 2013
3. Period : 5 years.
4. Salary (p.m.) : At present no such remuneration will be payable, however he may withdraw such remuneration, perquisites and benefits subject to the approval of the members.
5. Minimum Remuneration : In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Arun Kumar Sharma by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Mr. Arun Kumar Sharma shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

The Executive Director shall not be paid any sitting fee for attending the meetings of the Board of Director or committee thereof.

The Executive Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the company.

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Special Resolution set out at item no. 8 of the accompanying Notice for the approval of the Members.

Copy of the Terms and conditions referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working days, upto and including the date of the Annual General Meeting.

Except Mr. Arun Kumar Sharma Directors of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract and memorandum under Section 190 of the Companies Act, 2013 and as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

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

Date : 13<sup>th</sup> August, 2014  
Place : Mumbai

**Arun Kumar Sharma**  
Director