

**25<sup>th</sup>**  
**ANNUAL REPORT**  
**2016-2017**

**BLUE PEARL TEXSPIN LIMITED**  
(Formerly Known as "E-Wha Foam India Limited")  
**CIN -L36104MH1992PLC069447**

<b>CONTENTS</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Corporate information	2
2.	Notice of the Annual General Meeting	3-8
3.	Directors' Report	8-12
4.	Management Discussion and Analysis Report	13-14
5.	Extract of Annual Return	15-18
6.	Secretarial Audit Report	19-21
7.	CEO/CFO Certification/Affirmation of Code of Conduct	22
8.	Auditors' Report	23-26
9.	Balance Sheet	27
10.	Statement of Profit and Loss	28
11.	Cash Flow Statement	29
12.	Notes forming part of the Financial Statements	30-32
13.	Attendance Slip	33
14.	Proxy Form	34
15.	Nomination Form	35
16.	Assent/ Dissent Form for voting on AGM Resolutions	36

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

CIN -L36104MH1992PLC069447

**ANNUAL REPORT 2016-2017**

**CORPORATE INFORMATION**

<b>BOARD OF DIRECTORS</b>	: Mr. Arun Kumar Sharma (DIN- 00369461) : Whole-Time Director cum CEO Mr. Navinchandra C. Shah : Director (DIN- 05178793) Mr. Ganesh Sengadani : Independent Non-Executive Director (DIN- 06647090) : Ms. Renu Singh : Independent Women Director (DIN – 00860777) Mr. Om Prakash Madhogarhia : Independent Non-Executive Director (DIN- 05330865) : Mr. Shrikrishna Pandey : Whole-Time Director cum CFO Pandey (DIN - 07035767)
<b>COMMITTEES OF THE BOARD</b>	: Audit committee Stakeholders Relationship Committee Nomination and Remuneration Committee
<b>REGISTERED OFFICE</b>	: Office No. 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai -400 009, Maharashtra. Tel -9699197884 Fax-23487884 <u>WEBSITE</u> : www.bluepearltextspin.com
<b>BANKERS</b>	: Allahabad Bank, Borivali Branch, Mumbai.
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	: <b>LINK INTIME INDIA PVT. LIMITED</b> C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083. Tel No.: 91 22 4918 6000 ; Fax: 91 22 4918 6060 Email- <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> CIN: U67190MH1999PTC118368
<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	: 29 <sup>th</sup> Septemebr, 2017
Time	: 10:00 A.M
Venue	: 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra.

## NOTICE

Notice is hereby given that the Twenty-Fifth Annual General Meeting (the "Meeting") of Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited") will be held on Friday, the 29<sup>th</sup> of September, 2017 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 Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017, together with the Reports of the Board of Directors' and the Auditors thereon.
2. To appoint a Director in place of Mr. Shrikrishna Baburam Pandey (DIN- 07035767) who retires by rotation and being eligible, offers himself for re-appointment.
3. **To consider and thought fit, to pass the following resolutions which will be proposed as an Ordinary Resolution.**

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, pursuant to the resolution passed by members at the Annual General Meeting held on September 30, 2014, the appointment of M/s. C.P. Jaria & Co., Chartered Accountants, (Firm Registration No.104058W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty - Sixth Annual General Meeting (AGM) of the Company to be held in the year 2018 be and are hereby ratified for the Financial Year 2017 - 2018 to audit the accounts of the Company, including the audit of Cash Flow Statements, on a Remuneration of Rs. 10,000 plus GST and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### SPECIAL BUSINESS:

4. **To maintain the Register of Members and other Statutory Registers at a place other than the Registered Office of the Company.**

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 94 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications (s) or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to keep and maintain the Register of Members, Register of Debenture Holders, the Index of Members/Debenture holders if any, other Statutory Registers and copies of all annual returns at Link Intime India Pvt Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 with effect from 29<sup>th</sup> September, 2017 instead of the Registered Office of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof of the Company be and are hereby authorised to do all such things and take all such actions as may be required from time to time for giving effect to the above resolutions and matters related thereto."

5. **Determination of a fee to be charged from members for delivery of documents in their desired mode.**

To considered, if thought fit, to pass the following resolution as Ordinary Resolutions

"**RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such documents to him through such mode of service provided such request along with the requisite fees has been duly received by the Company as least one week in advance of the dispatch of the document by the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies"

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

Date : 14<sup>th</sup> August, 2017  
 Place : Mumbai

**Arun Kumar Sharma**  
 Whole Time Director cum CEO  
 DIN-00369461

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

### **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, and 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 **Saturday 23<sup>rd</sup> September, 2017 to Friday 29<sup>th</sup> September, 2017 (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.
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/ Compliance Officer, 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 Regulation 36 (3) of the Listing Regulations (relating to Corporate Governance), with respect to Director retiring by rotation and being eligible of re-appointment 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. Link Intime India 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.
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 2016-2017** 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 2016-2017 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 25<sup>th</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 25<sup>th</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 25<sup>th</sup> Annual General Meeting and the Annual Report for 2016-2017 will also be available on the Company's website- [www.bluepearltextspin.com](http://www.bluepearltextspin.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: [bluepearltextspin@gmail.com](mailto:bluepearltextspin@gmail.com)
19. All Members are hereby informed that due to change in RTA (Registrar and Share Transfer Agent) of the Company, so all concern members are requested to update their Primary Data such as Name, Address, Signature & PAN details at the earliest with RTA. For further Information id any required kindly contact Ms. Ankita Bhanushali, Phone Number 02249186000 address **C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.**

## 20. Voting through electronic mean

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.

### PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- I. The Voting period begins on Tuesday, the 26<sup>th</sup> September, 2017 at 09.00 a.m. and ends on Thursday, 28<sup>th</sup> September, 2017 at 05.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of Friday 22<sup>nd</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The "cut-off date" means a date not earlier than 7 (seven) days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting.
- II. **In case of members receiving e-mail:**
  - a. Open e-mail
  - b. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - c. Now click on "Shareholders" tab
  - d. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
  - e. Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - f. Next enter the Image Verification as displayed and Click on Login.
  - g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - h. If you are a first time user follow the steps given below

For members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 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 the CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account of folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 the <b>number of shares held by you as on the cut-off date</b> in the <b>Dividend Bank Details Field</b>.</li> </ul>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then reach directly the Company selection screen. 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,

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

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.

- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on relevant **EVSN 170817053 of Blue Pearl Texspin Limited** on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Non-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 for 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 favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### **In case of members receiving the physical copy:**

Please follow all steps from (b) to (r) above to cast vote.

### **Other Instructions**

- The voting period begins on **Tuesday, the 26<sup>th</sup> September, 2017 at 09.00 a.m.** and ends on **Thursday, 28<sup>th</sup> September, 2017 at 05.00 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. Friday **22<sup>nd</sup> September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The "cut-off date" means a date not earlier than 7 (seven) days before the date of general meeting for determining to vote by electronic means or in the general meeting.
- 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)
- In case of any queries you may refer the Frequently Asked Questions (FAQ's) for shareholders and e-voting user manual for shareholders available at the Downloads Section of [www.evoting.CDSL.com](http://www.evoting.CDSL.com)
- If you are already registered with CDSL for e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- 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).
- 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) of **22<sup>nd</sup> September, 2017**
- **Mr. Nitin Sarfare**, Partner of HS Associates, Practicing Company Secretaries (**Membership No. ACS No.36769**) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.

- The scrutinizer shall within a period of not exceeding 3 (Three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - The results of the e-voting along with the scrutinizers report shall be placed in the Company's website [www.bluepearltextspin.net](http://www.bluepearltextspin.net) and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
  - Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Nitin Sarfare, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than 28<sup>th</sup> September, 2017 (5.00 pm IST)
  - Ballot Form received after this date will be treated invalid.
  - A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
21. 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 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

#### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN 25<sup>TH</sup> ANNUAL GENERAL MEETING

Name of Director	Shrikrishna Baburam Pandey
DIN	07035767
Date of First Appointment	13.11.2014
Qualification	Graduate
Shareholding of directors	Nil
Directors Inter-se relationship	N.A.
Years of experience	12 years experience in Office Administration
Name of Company	<ul style="list-style-type: none"> <li>• Sagar Soya Products Limited.</li> <li>• Blue Pearl Textspin Limited.</li> <li>• Millennium Online Solutions ( India ) Limited</li> </ul>

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

Date : 14<sup>th</sup> August, 2017  
 Place : Mumbai

**Arun Kumar Sharma**  
 Whole Time Director cum CEO  
 DIN-00369461

#### 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 number 4 of the accompanying Notice:

##### FOR ITEM NO.4 :

Under the provisions of the Companies Act, 2013, certain documents such as the Register of Members and index of Members – separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and copies of all Annual Return prepared together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, and other related books are required to be maintained at the registered office of the Company unless a special resolution is passed in a General Meeting authorizing the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one – tenth of total members entered in register of members reside.

In the interest of operational and administrative convenience, it is proposed to maintain the Register of Members, Register of Debenture – Holders, Index of Members/Debenture-holders and copies of Annual Returns and other



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

statutory registers at Link Intime India Pvt Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 a place other than its registered office.

Approval of Shareholders is required under Section 94 of Companies Act, 2013 for effecting the change in the place at which the Register and Index of Members are to be kept. The Board recommends the special resolution set out under Item No. 4 of the Notice for approval by the shareholders. None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No.4 of the Notice.

### **ITEM NO.5:**

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member as may request for delivery of any documents through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Accordingly, the Board of Directors have proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

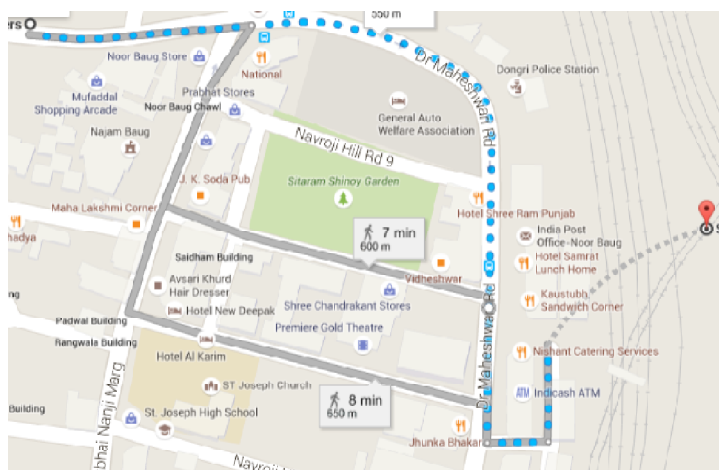
None of the Directors, Key Managerial Personnel (KMP) and / or Relatives of Directors or KMP are concerned or interested financially or otherwise in the proposed resolution.

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

Date : 14<sup>th</sup> August, 2017  
Place : Mumbai

**Arun Kumar Sharma**  
Whole Time Director cum CEO  
DIN-00369461

### **Route Map for Annual General Meeting**



**Distance from Sandhurst Road Station : 5 Mins Walk, 400m**

**Distance from Noor Baug Naka : 4 mins**

## DIRECTORS' REPORT

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

Your Directors take pleasure in presenting their 25<sup>th</sup> Annual Report of the Company along with the Audited Financial Statements, for the period ended March 31, 2017.

### 1. FINANCIAL RESULTS:

The financial Results are briefly indicated below:

PARTICULARS	(Amt in Rs.)	
	YEAR ENDED	
	31.03.2017	31.03.2016
Total Revenue	18,45,665	17,88,556
Total expenses	18,30,602	17,77,488
Profit/ (loss) before tax	15,063	11,068
Profit/ (loss) after tax	12,192	8,959

### 2. FINANCIAL OPERATIONS:

Members are aware that business environment continues to be volatile due to global slowdown, uncertain environment and high fiscal deficit and inflation. Hence there are difficult economic conditions coupled with fierce competition, high inflationary market conditions. During the period ended 31<sup>st</sup> March, 2017, the profit after tax of the Company amounting to Rs. 12,192/-.

### 3. DIVIDEND AND TRANSFER TO RESERVES:

No dividend was declared during the year by the Company. No amount is being transferred to reserves during the year under review.

### 4. REDUCTION OF SHARE CAPITAL OF THE COMPANY:

The Company has submitted the Final Petition for scheme of reduction of capital of the Company and was approved by the Hon'ble High Court of Bombay vide order dated 01/07/2016, Pursuant to the Scheme of Arrangement for Reduction of Share Capital as approved by the Hon'ble High Court of Bombay: The paid-up capital of the company has been reduced from Rs. 5,12,00,000/- divided into 51,20,000 equity shares of Rs. 10/- each fully paid upto Rs. 25,60,000/- divided into 2,56,000 equity shares of Rs. 10/- each.

### 5. DEPOSITS:

During the period under review, your Company has not accepted any deposits from the public as such, no amount of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

### 6. WHISTLE BLOWER:

The Board of Directors have set up the Whistle Blower Policy i.e. Vigil Mechanism ([http://www.bluepearltextspin.com/investor\\_relation\\_cg.html](http://www.bluepearltextspin.com/investor_relation_cg.html)) for Directors and Employees of the Company to report concerns about unethical behaviour, actual or suspected fraud, or violations of Company's Code of Conduct or Ethics Policy. The detailed Vigil Mechanism Policy is available at Company's Website [www.bluepearltextspin.com](http://www.bluepearltextspin.com).

### 7. PARTICULARS OF EMPLOYEES:

No details as required under section 197 (12) of the Companies Act 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been provided as there are no employees in the Company during the Year and the Directors of the Company do not draw any Remuneration.

### 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the period under review, there were no changes.

### 9. SUBSIDIARY JOINT VENTURES AND ASSOCIATE COMPANIES:

The company does not have any subsidiary, Joint Venture or Associate company and therefore provision with respect to Section 129 of the Companies Act, 2013 are not applicable to the Company.