

**27<sup>th</sup>**  
**ANNUAL REPORT**  
**2018-2019**

**BLUE PEARL TEXSPIN LIMITED**

**CIN -L36104MH1992PLC069447**

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**Blue Pearl Texspin Limited**

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**ANNUAL REPORT 2018-2019**

**CORPORATE INFORMATION**

<b>BOARD OF DIRECTORS</b>	: Mr. Arun Kumar Sharma (DIN- 00369461)	: Whole-Time Director cum CEO upto 14.02.2019 and Non-Executive Director w.e.f. 14.02.2019
	Mr. Ganesh Sengadani (DIN- 06647090)	: Independent Non-Executive Director (Resigned w.e.f. 13 <sup>th</sup> August, 2018) Resigned w.e.f. 13 <sup>th</sup> August, 2018.
	Ms. Renu Singh (DIN – 00860777)	: Independent Women Director
	Mr. Om Prakash Madhogarhia (DIN- 05330865)	: Independent Non-Executive Director Resigned w.e.f. 23 <sup>rd</sup> July, 2018.
	Mr. Shrikrishna Pandey (DIN - 07035767)	: Whole-Time Director cum CFO
	Ms. Savita Bhaliya (DIN – 07192068)	: Whole Time-Director cum CEO w.e.f 14 <sup>th</sup> February, 2019
	Ms. Payal Jeerawala	Company Secretary & Compliance Officer w.e.f 1 <sup>st</sup> August, 2018
<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: <a href="mailto:cpjaria@yahoo.co.in">cpjaria@yahoo.co.in</a>	

**ANNUAL GENERAL MEETING:**

Date	: 30 <sup>th</sup> September, 2019
Time	: 10:00 A.M
Venue	: Sana Community Hall, 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai – 400 009, Maharashtra.

## NOTICE

**Notice is hereby given that the Twenty-Seventh Annual General Meeting (the "Meeting") of the members of Blue Pearl Texspin Limited will be held on Monday, the 30<sup>th</sup> of September, 2019 at 10:00 A.M. at Sana Community Hall, 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400 009, 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, 2019, together with the Reports of the Board of Directors' and the Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Sharma (DIN- 00369461) who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **To appoint Ms. Savita Kishan Bhaliya (DIN : 07192068) as Whole-time Director and CEO 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 the recommendations by Nomination & Remuneration Committee, and in accordance with the provisions of Sections 196, 197 and Schedule V to the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made hereunder (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") and with the consent of the Board members in its Board Meeting held on 14th February, 2019, consent of the members of the company be and is hereby accorded to appoint Ms. Savita Kishan Bhaliya (DIN 07192068), as a Whole Time Director for a period of 3 years i.e. from 14th February, 2019 to 13th February, 2022.

**RESOLVED FURTHER THAT** any Director of The Company be and is hereby severally authorized to vary/increase the terms of remuneration payable from time to time subject to overall ceiling as permissible under Section 196, 197, 198 and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to make and sign the necessary application and take necessary steps and to execute the deeds and to do the things as may necessary to give effect to the said resolution."

4. **To Adopt New Set of Articles of Association 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 the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the company be and is hereby accorded to replace the existing Articles of Association of the Company with the new Articles of Association which is placed before the members at this meeting and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

**Resolved further that** pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013, the existing Article of the Articles of Association of the Company be and is hereby altered and in its place the following Article shall be substituted:

"The Authorized Share Capital of the Company shall be such amount and be divided into such shares, as may from time to time provided under Clause No. V of the Memorandum of Association of the Company with the power of increase or reduce the share capital and to divide the share in the capital for the time being into several classes, and to attach thereto respectively and preferential, qualified or special rights, privileges and conditions as may be determined by or in accordance with the provisions of Companies Act, 2013 for the time being in force and the regulations of the Companies and to vary, modify or abrogate such rights"

**RESOLVED FURTHER THAT**, Board of Directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effects to the aforementioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regards."

**By Order of the Board of Directors  
Blue Pearl Texspin Limited**

Date : 13<sup>th</sup> August, 2019  
Place : Mumbai

**Arun Kumar Sharma**  
Chairman  
DIN-00369461

## BLUE PEARL TEXSPIN 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 **Monday 23<sup>rd</sup> September, 2019 to Monday 30<sup>th</sup> September, 2019 (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, Mr. Arun Kumar Sharma, Blue Pearl Texspin Limited), 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai – 400 009, 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 2018-2019** 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 2018-2019 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 27<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 27<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 27<sup>th</sup> Annual General Meeting and the Annual Report for 2018-2019 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. **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 27<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:**
  1. The Voting period begins on Friday, the 27<sup>th</sup> September, 2019 at 09.00 a.m. and ends on, Sunday, 29<sup>th</sup>

September, 2019 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 Monday, 23<sup>rd</sup> September, 2019, 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*	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (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 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#	<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 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, 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 190826018 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.

## BLUE PEARL TEXSPIN LIMITED

- 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 Friday, the 27<sup>th</sup> September, 2019 at 09.00 a.m. and ends on, Sunday, 29<sup>th</sup> September, 2019 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 Monday, 23<sup>rd</sup> September, 2019 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 **23<sup>rd</sup> September, 2019**.
  - **Mr. Hemant Shetye**, Partner of HS Associates, Practicing Company Secretaries (**Membership No. FCS No.2827**) 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. Hemant Shetye, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than 29<sup>th</sup> September, 2019 (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.
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 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 27<sup>TH</sup> ANNUAL GENERAL MEETING**

Name of Director	Arun Kumar Sharma		
DIN	00369461		
Date of First Appointment	30.07.2012		
Qualification	Bcom (Hons), F.C.A., LLB		
Shareholding of directors	Nil		
Directors Inter-se relationship	N.A.		
Years of experience	30 years of experience in the field of Corporate Finance		
Directorships in other Indian Listed companies	1. Sagar Soya Products Limited 2. Cistro Telelink Limited		
Committee memberships in other Indian Listed companies	Company Sagar Soya Products Limited	Membership -	Chairmanship Audit Committee, Stakeholders Relationship Committee
	Cistro Telelink Limited	Audit Committee, Stakeholders Relationship Committee	
Only Audit Committee and Stakeholders Relationship Committee have been considered			

**By Order of the Board of Directors**  
**Blue Pearl Textspin Limited**  
**Arun Kumar Sharma**  
Chairman  
DIN-00369461

Date : 13<sup>th</sup> August, 2019  
Place : Mumbai

**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 No. 3 of the accompanying Notice:

**FOR ITEM NO.3 :**

The Board at their meeting held on 14<sup>th</sup> February, 2019 and based on the recommendation of the Nomination and Remuneration Committee approved appointment of Ms. Savita Kishan Bhaliya as Whole time Director of the Company for a period of three years commencing from 14<sup>th</sup> February, 2019 to 13<sup>th</sup> February, 2022. The Board also approved terms and condition of appointment including remuneration as approved by Nomination and Remuneration Committee in accordance with provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 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) subject to approval of Shareholders at the ensuing Annual General Meeting.

**MAJOR TERMS OF REMUNERATION OF M. SAVITA KISHAN BALIYA, WHOLE-TIME DIRECTOR AND CEO:****TERMS & CONDITIONS:****I) General Information**

Nature of industry	: The Company is engaged in the Textile business.
Date of commencement of commercial production	: The company has already commenced commercial production in 1992.
Financial performance	: PBT for past 3 years is as follows 2017-18 Rs. 11,721/- 2016-17 Rs. 12,192 2015-16 Rs. 8,959/-
Foreign investments or collaboration	: Nil

**II) Information about appointee**

Name of Director	: Ms. Savita Kishan Baliya
Designation	: Whole-time Director
Date of Appointment	: Appointment w.e.f. 14 <sup>th</sup> February, 2018
Period	: 3 (Three) years.
Salary (p.m)	: Nil, appointment is on Honorary basis.
Minimum Remuneration	: In the event of loss or inadequacy of profits in any financial year, the remuneration and perquisites payable to Ms. Savita Kishan Baliya shall not exceed the ceiling as laid down of Schedule V of the Companies Act, 2013.
Background details	: Ms. Savita Kishan Bhaliya is a Graduate from Mumbai University and has been associated with the Company from last ten years and during such associated she has served the Company in various fields.
Past remuneration	: NA
Recognition and awards	: Nil
Job profile and suitability	: She has the educational background, training and experience suitable for the job.
Comparative remunerative profile in the industry	: NA
Pecuniary relationship with the company	: There are no pecuniary relationship with the company.

### III) Other information

Reasons for inadequacy of profits :: The profits as calculated under the managerial remuneration to directors under the Companies Act 2013 are inadequate for payment of remuneration. The scale and activity of the company's operations are growing gradually.

Steps to be taken for improving : Company has started earning profits from this year and focusing on increasing the demand of the product.

Salary and perquisites specified herein shall be payable to the Whole time Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

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

The Whole time 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.

The terms and conditions of the said appointment may be altered and/or varied from time to time by the board as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment hereafter in that regard.

Ms. Savita Kishan Baliya satisfies all the conditions as set out in part I of Schedule V as also under sub-section 13 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as a Whole-Time Director of the Company. She is not disqualified for being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the appointment of Ms. Savita Kishan Baliya as a Wholetime Director is in the best interest of the Company and accordingly, recommend the resolution as set in Item No. 3 for approval of the members. The Company has also received notice under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Ms. Savita Kishan Baliya for the office of Director.

Other than Ms. Savita Kishan Baliya, being appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

### **FOR ITEM NO.4:**

The existing Articles of Association ("AOA") were based on the Companies Act, 1956 and several clauses / regulation in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adoption as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013.

The modification in Article of Association is carried out to give effect to provisions of the Companies Act, 2013. In terms of Section 14 of 2013 Act, consent of members by a Special Resolutions is required for adoption of a new set of Articles of Association.

The Board recommends the resolutions set out in the Item No. 4 of the Special Business for approval of members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

The set of Memorandum and Articles of Association of the Company is available for inspection during business hours at the Registered Office of the Company.

**By Order of the Board of Directors  
Blue Pearl Texspin Limited**

Date : 13<sup>th</sup> August, 2019  
Place : Mumbai

**Arun Kumar Sharma**  
Chairman  
DIN-00369461

To,  
RTA  
Unit: Blue Pearl Texspin Limited

Add- Updation of Shareholding Information

I/We request you to record the following information against my/our Folio No:

General Information:

Folio No:			
Name of the first Named Shareholder:			
PAN: *			
CIN/Registration No.: *(applicable to Corporate Shareholders)			
Tel No. with STD Code:			Mobile No.:
Email Id:			

**\*Self-attested copy of the Document(s) enclosed**

**Bank Details:**

IFSC:(11Digit)	
MICR:(9 Digit)	
Bank A/c Type:	
Bank A/c No.:	
Name of the Bank:	
Bank Branch Address:	

\*A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the Particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/we undertake to inform any subsequent changes in the above details shall be maintained till I/We held the securities under the above mentioned Folio No. /beneficiary account.

**Place :**

**Date :**

\_\_\_\_\_  
Signature of Sole / First holder

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



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

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