

29th
ANNUAL REPORT
2020-2021

BLUE PEARL TEXSPIN LIMITED
CIN - L36104MH1992PLC069447

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CORPORATE INFORMATION:

BOARD OF DIRECTORS

Mr. Arun Kumar Sharma (DIN - 00369461)	Non Executive Director cum Compliance Officer.
Ms. Renu Singh (DIN - 00860777)	Independent Women Director upto 26 th February 2021
Mr. Shrikrishna Pandey (DIN - 07035767)	Whole-Time Director cum CFO.
Ms. Savita Bhaliya (DIN - 07192068)	Whole Time-Director cum Chief executive director.
Ms. Vinita Agrawal	Company Secretary cum Compliance Officer
Mr. Subhash Gurudeo Patle (DIN- 00369492)	Additional Independent Director upto 13 th August 2021
Ms Bandana Singh (DIN-08008601)	Independent Director
Mr. Bhavinkumar Thakkar (DIN: 09083725)	Additional Independent Director w.e.f 13 th August 2021

COMMITTEES OF THE BOARD : Audit Committee.

Stakeholders Relationship Committee.

Nomination and Remuneration Committee.

REGISTERED OFFICE

Office No. 32, Vyapar Bhavan, 49, P.D. Mello Road,
Mumbai -400 009, Maharashtra
Tel- 9699197884 Fax-23487884,
Website: www.bluepearltexspin.com

BANKERS

Allahabad Bank, Borivali Branch, Mumbai

REGISTRAR & SHARE TRANSFER AGENT **Link Intime India Pvt. Limited**

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400083
Tel No.: 91 22 4918 6000 ; Fax: 91 22 4918 6060
Email- rnt.helpdesk@linkintime.co.in
CIN: U67190MH1999PTC118368

LISTING OF EQUITY SHARES **BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001.

STATUORY AUDITORS:

M/s. C.P. Jaria & Co.
Chartered Accountants
M-28, Super Tex Tower, Opp. Kinnary Cinema,
Ring Road, Surat-395002
Email: cpjaria@yahoo.co.in

ANNUAL GENERAL MEETING:

Date : 29th September, 2021
Time : 3:00 P.M.

NOTICE

Notice is hereby given that the Twenty-Ninth Annual General Meeting (the “Meeting”) of the members of Blue Pearl Texspin Limited will be held on Wednesday, the 29th of September, 2021 at 3:00 P.M. via Video Conferencing and Other Audio-Visual Means 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 31st March, 2021, together with the Reports of the Board of Directors’ and the Auditors thereon.
2. To appoint a Director in place of Ms. Savita Bhaliya (DIN- 07192068) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

APPOINTMENT OF MR. BHAVINKUMAR THAKKER (DIN: 09083725) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Bhavinkumar Thakker (DIN: 09083725) who was appointed as an Additional (in the capacity of a Non-Executive Independent Director) of the Company by the Board of Directors at its meeting held on 13th August, 2021 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting (AGM) and who has submitted a declaration that he meets the criteria for independence as provided in Section 160 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold

office for a term of 5 (five) consecutive years commencing from 13th August, 2021, whose period of office will not be liable to be determination by retirement of directors by rotation.”

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.”

EXPLANATORY STATEMENT
As required by Section 102 of the Companies Act, 2013.

Item No. 3

Appointment of Mr. Bhavinkumar Thakker (DIN: 09083725) as Independent Director of the Company

The Board of Directors, at their meeting held on 13th August, 2021, appointed Mr. Bhavinkumar Thakker (DIN: 09083725) as Independent Director for a period of 5 years. The shareholders have to approve the same at the ensuing Annual General Meeting. His DIN is 09083725. He has done post-graduation and has more than 10 years' experience in administration. His induction on the Board will bring vast experience to the Company. The Board recommends ratification of his appointment. His knowledge as a director will help in bringing more expertise and a sound financial management outlook towards the functioning of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Special Resolution set forth in Item No. 3 for approval of the Members.

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/ AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/ AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.bluepearltxspin.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA circular no. 02/2021 dated January,13,2021.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
9. 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.
10. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
11. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM. Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorisation shall be sent to the Company by email through its registered email address, to bluepearltxspin@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
13. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21.
14. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at bluepearltexspin@gmail.com.
15. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday 22nd September, 2021 to Wednesday 29th September, 2021 (both days inclusive)**.
16. For registration of email id for obtaining Annual Report and User ID/password for e-voting and updation of bank account mandates is annexed to this Notice.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Link Intime India Private Ltd. in case the shares are held by them in physical form.
18. The Company has designated an exclusive email id called bluepearltexspin@gmail.com to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at bluepearltexspin@gmail.com.
19. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at bluepearltexspin@gmail.com at least 7 days before the Meeting. The same will be replied by the Company suitably.
20. 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.

21. 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 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central

Depository Services Ltd (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.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 26th September, 2021 at 9:00 am and ends on 28th September, 2021 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below: