

**30th
ANNUAL REPORT
2021-2022**

**BLUE PEARL TEXSPIN LIMITED
CIN - L36104MH1992PLC069447**

BLUE PEARL TEXSPIN LIMITED**CONTENTS**

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CORPORATE INFORMATION:

BOARD OF DIRECTORS

Mr. Arun Kumar Sharma (DIN – 00369461)	Non Executive Director
Mr. Shrikrishna Baburam Pandey (DIN – 07035767)	Whole Time Director cum CFO
Ms. Savita Bhaliya (DIN – 07192068)	Whole Time Director cum Chief executive director
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)	Non Executive Independent Director
Ms. Vinita Agrawal (PAN: AQXPA3886B)	Company Secretary cum Compliance Officer

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**

Purva Shareregistry India Pvt. Ltd.

Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J.
R. Boricha Marg, Near Lodha Excelus, Lower Parel East,
Mumbai, Maharashtra 400011
Tel No.: 022 2301 6761

Email- support@purvashare.com

CIN: U67120MH1993PTC074079
SEBI REG NO. INR000001112

**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 : 26th September, 2022
Time : 3:30 P.M.

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting (the “Meeting”) of the members of Blue Pearl Texspin Limited will be held on Monday 26th September, 2022 at 3:30 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, 2022, together with the Reports of the Board of Directors’ and the Auditors thereon.
2. To re-appoint Mr. Arun Kumar Sharma (DIN: 00369461) Non-Executive Director who retires by rotation and being eligible offers himself 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:**

RE-APPOINTMENT OF MS. SAVITA KISHAN BHALIYA AS WHOLE-TIME DIRECTOR AND DESIGNATING HER AS KEY MANAGERIAL PERSONNEL:

“**RESOLVED THAT** pursuant to 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), (hereinafter referred to as “the said Act”), the consent of Board subject to approval of the members of the Company at the ensuing General Meeting is hereby accorded, for re-appointment of Ms. Savita Kishan Bhaliya (holding DIN 07192068) as Whole-Time Director of the Company (who is also an CEO) with effect from February 01, 2022 till January 31, 2027 i.e. for a period of 5 years on the terms and conditions as are set out in the agreement to be entered into between the Company and Ms. Savita Kishan Bhaliya with liberty to the Board of Directors (hereinafter referred to “the Board” which term shall be deemed to include the Remuneration and Nomination Committee constituted by the Board) to alter and vary the terms of the said re-appointment and/or remuneration and/or agreement.

“RESOLVED FURTHER THAT Ms. Savita Kishan Bhaliya shall be not be entitled to receive any remuneration or perquisites, as decided by the Board of Directors, for the performance of her duties as the Whole-time Director of the Company.

“RESOLVED FURTHER THAT Ms. Savita Kishan Bhaliya who is appointed as a Whole-Time Director of the Company in accordance with 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) be and is hereby designated as Key Managerial Personnel in terms of Section 203 of the Companies Act, 2013 with effect from February 01, 2022 till January 31, 2027.

“RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign and file the necessary forms and Returns with the Registrar of Companies, Mumbai, and to take such other actions and to do all deeds and things to comply with all the formalities required to be fulfilled in connection with the re-appointment of Executive Director.”

**BY ORDER OF THE BOARD
BLUE PEARL TEXSPIN LIMITED**

**Date: 25th August, 2022
Place: Mumbai**

**Sd/-
VINITA DINESH AGARWAL
Company Secretary & Compliance Officer**

NOTES:

1. In view of the continuing COVID-19 pandemic and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022, respectively issued by the, Ministry of Corporate Affairs (‘MCA’) (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022, respectively issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”), the holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members has been permitted. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require the physical presence of the Members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

2. As this AGM is being held through VC/OAVM and physical attendance of the Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail addresses for receiving the Notice. Members who have not registered their e-mail addresses are requested to register the same as per the process mentioned in the Notes.
4. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and various MCA Circulars, the Company is pleased to provide its Members with the remote e-voting and in AGM e-voting facility to exercise their right to vote on the proposed resolutions electronically.

For this purpose, the Company has appointed Mr. Prakash Naringrekar, Company Secretary, having Membership No. ACS-5941 & Certificate of Practice No. 18955, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for conducting the e- voting process in a fair and transparent manner.

5. The Company has engaged National Securities Depository Limited (“NSDL”) as the agency to provide the remote e-voting and in AGM e-voting facility and the instructions for e-voting are provided as part of this Notice.
6. The voting rights of Members shall be in proportion to their shares in the paid- up equity share capital of the Company as on the Cut-Off Date i.e., Monday, 19th September 2022.
7. Corporate Members intending to authorise their representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
8. The Members of the Company can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members of the Company on first come first served basis. This will not include large Members (Members holding 2% or more shares of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of various Committees of the Company, Auditors etc. who are allowed to attend the AGM without any restriction.
9. The attendance of the Members at the AGM through VC/OAVM will be counted for the purpose of determining the quorum under Section 103 of the Act.

10. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 20th September, 2022 to Monday 26th September, 2022 (both days inclusive).
11. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail at bluepearltextspin@gmail.com latest by Monday, 19th September 2022, to enable the Company to furnish the replies at the AGM.
12. Members are requested to notify any change in their address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company's Registrar & Share Transfer Agent, Purva Shareregistry (India) Private Limited at Shiv Shakti Industrial Estates, Unit No. 9, 7-B J. R. Boricha Marg, Sitaram Mills Compound, Mumbai 400011. Tel: 23016761 Email: support@purvashare.com, in case of shares held in physical form.
13. The Company's Equity Shares are listed on BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001. The Company has paid the annual listing fees for the financial year 2022-2023.
14. In terms of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her securities of the Company shall vest in the event of his/her death. Members, who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to Purva Shareregistry (India) Private Limited.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
16. Members who desire to take part in the Green Initiative of the Company, are requested to register their e-mail addresses with their Depository Participant(s) in case they hold shares in demat form and with the Company/ their RTA for the shares held in physical form by submitting the Investor Service Request Form - Form ISR1, ISR2 and Nomination form duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents stated thereon. On registration, all the communications will be sent to the e-mail address of the Member registered with the Company.
17. An electronic copy of the Annual Report 2021-2022 along with the Notice are being sent to all those Members whose e-mail addresses are registered with the Company/Depository Participant(s) and physical copy of the same is not being provided in line with the aforementioned circulars issued by the MCA and SEBI. Members may also note that the Notice of the 30th AGM and the Annual Report are available on the Company's website www.bluepearltextspin.com. The aforesaid documents can also be accessed from the website

of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the e-voting facility) i.e. <https://www.evoting.nsdl.com>.

18. The documents referred to in the Notice of the AGM are available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to bluepearltxspin@gmail.com
19. As per Regulation 40 of the Listing Regulations, securities of the listed companies can only be transferred in demat form with effect from 1st April 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or Purva Shareregistry (India) Private Limited (RTA) for assistance in this regard.
20. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members holding shares in physical form are requested to provide Form ISR1, ISR2 and Nomination Form duly filled and signed along with the hard copy the following self-attested documents to Purva Shareregistry (India) Private Limited for registration against their respective folio(s):

- Identity Proof: Copy of PAN card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
- Contact Details: Mobile no., e-mail id
- Nomination: Please provide Form SH13 duly filled and signed.

- In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.
 - Form ISR1, ISR2 and Nomination forms are available on the website of Company www.bluepearltxspin.com and on the website of our Registrar and Transfer Agent at <https://www.purvashare.com>.
21. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, had enabled 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 e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
22. Members holding shares under multiple folios are requested to submit their applications to Purva Sharegistry (India) Private Limited for consolidation of folios into a single folio.
23. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
24. Information of Director seeking re-appointment at the ensuing Meeting, as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

Name of Director	Ms. Savita Kishan Bhaliya
Director Identification number (DIN)	07192068
Date of birth	10/06/1979
Age	42 years
Nationality	Indian
Qualification	Graduate
Date of Appointment on the Board	30/09/2019
Experience	10 years
Relationships between Directors inter-se	None
List of the directorships held in other listed companies including in past three years	None
Chairman/ Member in the Committees of the Boards of companies in which he is Director	None
Number of Shares held in the	Nil