

31st
ANNUAL REPORT
2022-2023

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. Bhavinkumar Thakkar (DIN: 09083725)	Non-Executive Independent Director
Ms Bandana Singh (DIN-08008601)	Independent Director Director(upto 12.07.2023)
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 Sharegistry 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 : 04th September, 2023

Time : 04:00 P.M.

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting (the “Meeting”) of the members of Blue Pearl Texspin Limited will be held on Monday 04th September, 2023 at 04.00 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, 2023, 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:

1. To approve the appointment of Statutory Auditors of the Company to fix their remuneration thereof; To consider and if though fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 (2) and Section 142 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. B. Choradia & Co., Chartered Accountants, Mumbai, with Firm Registration number 121089W, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from conclusion of Thirty First Annual General Meeting till the conclusion of the Thirty Six Annual General Meeting of the Company on a remuneration of Rs. 25,000/- (Twenty-Five Thousand Only) p.a. plus applicable taxes, if any or other such amount as may be mutually agreed between the Board of Directors and M/s. B. Choradia & CO.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution and to file such forms and other related documents as may be required to be filed with Registrar of Companies, Mumbai.”

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

**Date: 31st July 2023
Place: Mumbai**

**Sd/-
VINITA DINESH AGARWAL
Company Secretary & Compliance Officer
ACS: 41070**

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, 28th August, 2023.
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, 29th August, 2023 to Friday 4th September, 2023 (both days inclusive).
11. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail at bluepearltexspin@gmail.com latest by Monday, 28th August September 2023, 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 2022-2023 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 31st AGM and the Annual Report are available on the Company's website www.bluepearltexspin.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 bluepearltexspin@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.bluepearltexspin.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. 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	Arun Kumar Sharma											
Director Identification Number	00369461											
Date of Birth	08/06/1964											
Date of Appointment	14/02/2019											
Qualification	Bcom (Hons), F.C.A., LLB											
Period	NA											
Directorships in other Indian Listed companies	<div>1. Sagar Soya Products Limited</div> <div>2. Cistro Telelink Limited</div> <table><tr><th>Company</th><th>Membership</th><th>Chairmanship</th></tr><tr><td>Sagar Soya Products Limited</td><td></td><td>Audit Committee, Stakeholders Relationship Committee</td></tr><tr><td>Cistro Telelink Limited</td><td>Audit Committee, Stakeholders Relationship Committee</td><td></td></tr></table> <div>Only Audit Committee and Stakeholders Relationship Committee have been considered</div>			Company	Membership	Chairmanship	Sagar Soya Products Limited		Audit Committee, Stakeholders Relationship Committee	Cistro Telelink Limited	Audit Committee, Stakeholders Relationship Committee	
Company	Membership	Chairmanship										
Sagar Soya Products Limited		Audit Committee, Stakeholders Relationship Committee										
Cistro Telelink Limited	Audit Committee, Stakeholders Relationship Committee											
Years of experience	30 plus years of experience in the field of Corporate Finance											

24. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday, 1st September, 2023 at 9:00 A.M. and ends on Sunday, 3rd September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 28th August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 28th August, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login”