

**BLUE PEARL TEXSPIN LIMITED**

(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

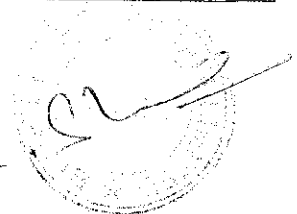
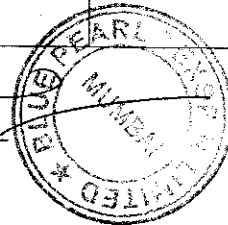
Office No. 32, Vyapar Bhavan, 49, P.D'Mello Road, Mumbai 400 009 Maharashtra.

Tel 022 32997884 Fax 23487884

Email: bluepearltextspin@gmail.com

Brief particulars of the transferee and transferor companies

Particulars	Transferee Company	Transferor Company
Name of the company	BLUE PEARL TEXSPIN LIMITED (Formerly known as E-Wha Foam India Limited)	BLUE PEARL LIFESTYLE PRIVATE LIMITED (Formerly known as Gada and Jain Holdings Private Limited)
Date of Incorporation & details of name changes, if any	06 <sup>th</sup> November 1992 The name of the Company changed w.e.f 08 <sup>th</sup> November 2012	01 <sup>st</sup> September 2005 The name of the Company changed w.e.f 17 <sup>th</sup> May 2013
Registered Office	Office No. 32, Vyapar Bhavan, 49, P.D'Mello Road, Mumbai 400 009 Maharashtra.	Unit No. 302, 3rd Floor, Samarpan Complex, New Link Road, Chakala, Andheri (East) Mumbai 400099
Brief particulars of the scheme	The Scheme involved reduction of 96% of Share Capital of Blue Pearl Texspin Limited, Transferee Company and Merger of Blue Pearl Lifestyle Private Limited (Transferor Company) with Blue Pearl Texspin Limited (Transferee Company) pursuant to Sections 391 to 395 read with Section 100 to 105 and other applicable provisions, if any of the Companies Act 1956 ( or any amendment thereof)	
Rationale for the scheme	As mentioned in PART II of the Scheme	
Date of resolution passed by the Board of Director of the company approving the scheme	22 <sup>nd</sup> March 2014	22 <sup>nd</sup> March 2014
Date of meeting of the Audit Committee in which the draft scheme has been approved	22 <sup>nd</sup> March 2014	22 <sup>nd</sup> March 2014
Appointed Date	01 <sup>st</sup> July 2013	01 <sup>st</sup> July 2013
Name of Exchanges where securities of the company are listed	BSE Limited	N.A.
Nature of Business	Textile Business	Textile Business



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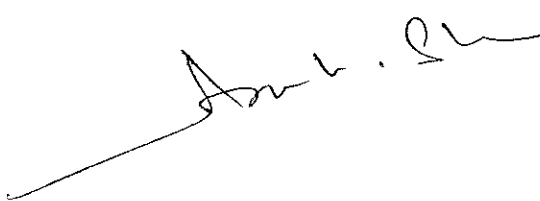
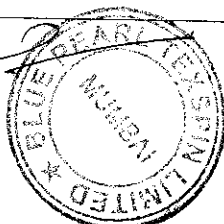

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Capital before the scheme	51,20,000 Equity Shares of Rs.10/- each aggregating to Rs.51,200,000/-	50,00,000 Equity Shares of Rs 10/- each aggregating to Rs.50,000,000/-		
No. of shares to be issued	Issue of 50,00,000 Equity Shares of Rs.10/- each to Shareholders of Transferor Company pursuant to Exchange Ratio of 1:1			
Cancellation of shares on account of cross holding, if any	N.A. as no cross holdings	N.A. as no cross holdings		
Capital after the scheme	52,04,800 Equity Shares of Rs.10/- each aggregating to Rs.52,048,000/-	N.A.		
Net Worth	(Rs.) Pre -942,506 Post 48,909,741	(Rs.) 49,852,247 N.A.		
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	SHAH MUSTUFA & ASSOCIATES Chartered Accountants FIRM REGN NO.134288W MUSTUFA SHAH Partner M.NO. 147620			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Method	Value Per Share (In Rs.)	Method	Value Per Share (In Rs.)
	Net Asset Value (NAV)	(4.60)	Net Asset Value (NAV)	10
	Profit Earning Value Per Share ( PECV)	Not Considered	Profit Earning Value Per Share ( PECV)	Not Considered
	Market Based Approach	Thinly Traded	Market Based Approach	Not Applicable
	The company is exchange traded and the shareholders of the transferee company will be benefited due to amalgamation due to increased liquidity thus the Value of Shares shall be Rs.10			
Fair value per shares	Rs.10	Rs.10		
Exchange ratio	1:1			
Name of Merchant Banker giving fairness opinion	Corporate Strategic Allianz Limited			

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Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	1343180	26.23%	53729	1.03%
Public	3776820	73.77%	5151071	98.97%
Custodian	Nil	Nil	Nil	Nil
<b>TOTAL</b>	<b>5120000</b>	<b>100%</b>	<b>5204800</b>	<b>100%</b>
No of shareholders	8608		8622	
Names of the Promoters	Aruna N Shah E-Wha Foam Korea Co. Navin C Shah Nijal N Shah		Subhash Gurudeo Patle Manendra Pratap Singh	
Names of the Board of Directors	Navinchandra Shah	Chairman ,Executive Director & Chief Executive officer	Subhash Gurudeo Patle	Director
	Arun Kumar Sharma	Executive Director & Chief Financial officer & Compliance officer	Manendra Pratap Singh	Director
	Shankar Pandare	Non-Executive Director		
	Ganesh Sengadani	Independent Non-Executive Director		
	Om Prakash Madhogarhia	Independent Non Executive Director		
	Deepak Prakash Rane	Independent Non Executive Director		
Details regarding change in management control if any	As per the Scheme approved by the Board of Directors held on 22 <sup>nd</sup> March 2014			

FOR AND ON BEHALF OF BLUE PEARL TEXSPIN LIMITED  
(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

ARUN KUMAR SHARMA  
EXECUTIVE DIRECTOR

