

BLUE PEARL TEXSPIN LIMITED

Regd Off: Office No. 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai -400 009, Maharashtra.

CIN -L36104MH1992PLC069447 Tel -9699197884 and 8080487884 Fax 23487884

Email: bluepearltexspin@gmail.com Website: www.bluepearltexspin.com

Date: 06th September, 2018

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Sub.: Notice of 26th Annual General Meeting.

Ref: Blue Pearl Texspin Limited

Scrip Code: 514440

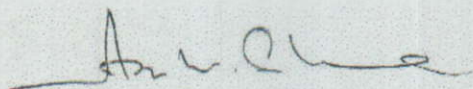
Dear Sir,

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 enclosed herewith notice containing the business to be transacted at the 26th Annual General Meeting (AGM) of the Company to be held on Saturday, 29th September, 2018 at Sana Community Hall, 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400 009.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you,

For BLUE PEARL TEXSPIN LIMITED



ARUN KUMAR SHARMA
DIRECTOR
DIN- 00369461
Encl.: As above

NOTICE

Notice is hereby given that the Twenty-Sixth Annual General Meeting (the "Meeting") of the members of Blue Pearl Texspin Limited will be held on Saturday, the 29th of September, 2018 at 10:30 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 31st March, 2018, 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.
3. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and other Rules framed thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. C.P. Jaria & Co., Chartered Accountants having firm registration no 104058W, Mumbai be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Thirty-First AGM of the Company to be held in the year 2023 on remuneration of Rs. 10,000/- plus, applicable taxes, if any or other such amount as may be mutually decided in consultation with Board of Directors of the Company."

SPECIAL BUSINESS:

4. **To appoint Ms. Bandana Singh (DIN: 08008601) as an Independent Director of the company: -**

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Ms. Bandana Singh (DIN : 08008601) who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 14th February, 2018, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of the

Company to hold office up to 5 (five) consecutive years upto 13th February, 2023, not liable to retire by rotation.

5. To appoint Ms. Savita Kishan Bhaliya (DIN : 07192068) as an Independent Director of the Company: -

To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT Ms. Bandana Singh (DIN : 07192068) who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 14th February, 2018, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of the Company to hold office up to 5 (five) consecutive years upto 13th February, 2023, not liable to retire by rotation.

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

Sd/-

Date: 13th August, 2018

Place: Mumbai

Arun Kumar Sharma

Chairman & Whole Time Director cum CEO

DIN - 00369461

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 **Saturday 22nd September, 2018 to Saturday 29th September, 2018 (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/ Compliance Officer, 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 2017 -2018** 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 2017-2018 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 26th 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 26th 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 26th Annual General Meeting and the Annual Report for 2017 -2018 will also be available on the Company's website- www.bluepearltexspin.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: bluepearltexspin@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 26th 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:

- I. The Voting period begins on Wednesday, the 26th September, 2018 at 09.00 a.m. and ends on Friday, 28th September, 2018 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 Friday 21st September, 2018, 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
- 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 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*	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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.• 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.
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#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account of folio. <ul style="list-style-type: none">• 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 number of shares held by you as on the cut-off date in the Dividend Bank Details Field.

- 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 **EVS**N 180825015 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.
- 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 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.
- 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, under help section or write an email to 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 **Wednesday, the 26th September, 2018 at 09.00 a.m.** and ends on **Friday, 28th September, 2018 at 05.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday 21st September, 2018** 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 under help section or write an email to 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
- 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 **21st September, 2018**.
- **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.bluepearltexspin.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 28th September, 2018 (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 26TH 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	<table border="1"> <thead> <tr> <th>Company</th> <th>Membership</th> <th>Chairmanship</th> </tr> </thead> <tbody> <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> </tbody> </table>			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										
Only Audit Committee and Stakeholders Relationship Committee have been considered												

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

**Date: 13th August, 2018
Place: Mumbai**

**Sd/-
Arun Kumar Sharma
Chairman & Whole Time Director cum CEO
DIN - 00369461**

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 Nos 4 to 5 of the accompanying Notice:

FOR ITEM NO.4:

The Company has appointed Ms. Bandana Singh (DIN – 08008601), as an Additional Independent Director of the Company w.e.f 14th February, 2018. She holds office until the ensuing annual general meeting under section 161(1) of the Companies Act, 2013. The Company has received a Notice from member in writing under Section 160 of the Act, proposing her candidature for the office of Director.

The Board recommends the passing of Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Ms. Bandana Singh (DIN – 08008601), not liable to retire by rotation.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Except Ms. Bandana Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

FOR ITEM NO.5:

The Company has appointed Ms. Savita Kishan Bhaliya (DIN – 07192068), as an Additional Independent Director of the Company w.e.f 14th February, 2018. She holds office until the ensuing annual general meeting under section 161(1) of the Companies Act, 2013. The Company has received a Notice from member in writing under Section 160 of the Act, proposing her candidature for the office of Director.

The Board recommends the passing of Ordinary Resolution as set out in the Item no. 5 of the Notice for the appointment of Ms. Savita Kishan Bhaliya (DIN – 07192068), not liable to retire by rotation.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Except Ms. Savita Kishan Bhaliya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

A brief profile along with other details of the Directors is as follows:

1.	Name of the Director	Ms. Bandana Singh									
	DIN	08008601									
	Date of joining of the board	14 th February, 2018									
	No. of shares held	Nil									
	Profile of the Director and nature of his expertise in specific functional areas	Ms. Bandana Singh is a M.A. (Masters of Arts) and has been associated with the Company from last eight years and during such associated she has served the Company in various fields.									
	Directorships and Committee memberships in other Indian Listed companies	NIL									
	Disclosure of relationships between directors inter-se	NA									
2.	Name of the Director	Savita Kishan Bhaliya									
	DIN	07192068									
	Date of joining of the board	14 th February, 2018									
	No. of shares held	Nil									
	Profile of the Director and nature of his expertise in specific functional areas	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.									
	Directorships and Committee memberships in other Indian Listed companies	<p>Directorship:</p> <ol style="list-style-type: none"> 1. Darjeeling Ropeway Co Ltd. 2. Cressanda Solutions Limited. <p>Membership:</p> <table border="1"> <thead> <tr> <th>Company</th> <th>Membership</th> <th>Chairmanship</th> </tr> </thead> <tbody> <tr> <td>Darjeeling Ropeway Co Ltd</td> <td>Audit Committee</td> <td>Stakeholders Relationship Committee</td> </tr> <tr> <td>Cressanda Solutions Limited.</td> <td>Audit Committee</td> <td></td> </tr> </tbody> </table>	Company	Membership	Chairmanship	Darjeeling Ropeway Co Ltd	Audit Committee	Stakeholders Relationship Committee	Cressanda Solutions Limited.	Audit Committee	
Company	Membership	Chairmanship									
Darjeeling Ropeway Co Ltd	Audit Committee	Stakeholders Relationship Committee									
Cressanda Solutions Limited.	Audit Committee										

		Only Audit Committee and Stakeholders Relationship Committee have been considered
	Disclosure of relationships between directors inter-se	NA

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

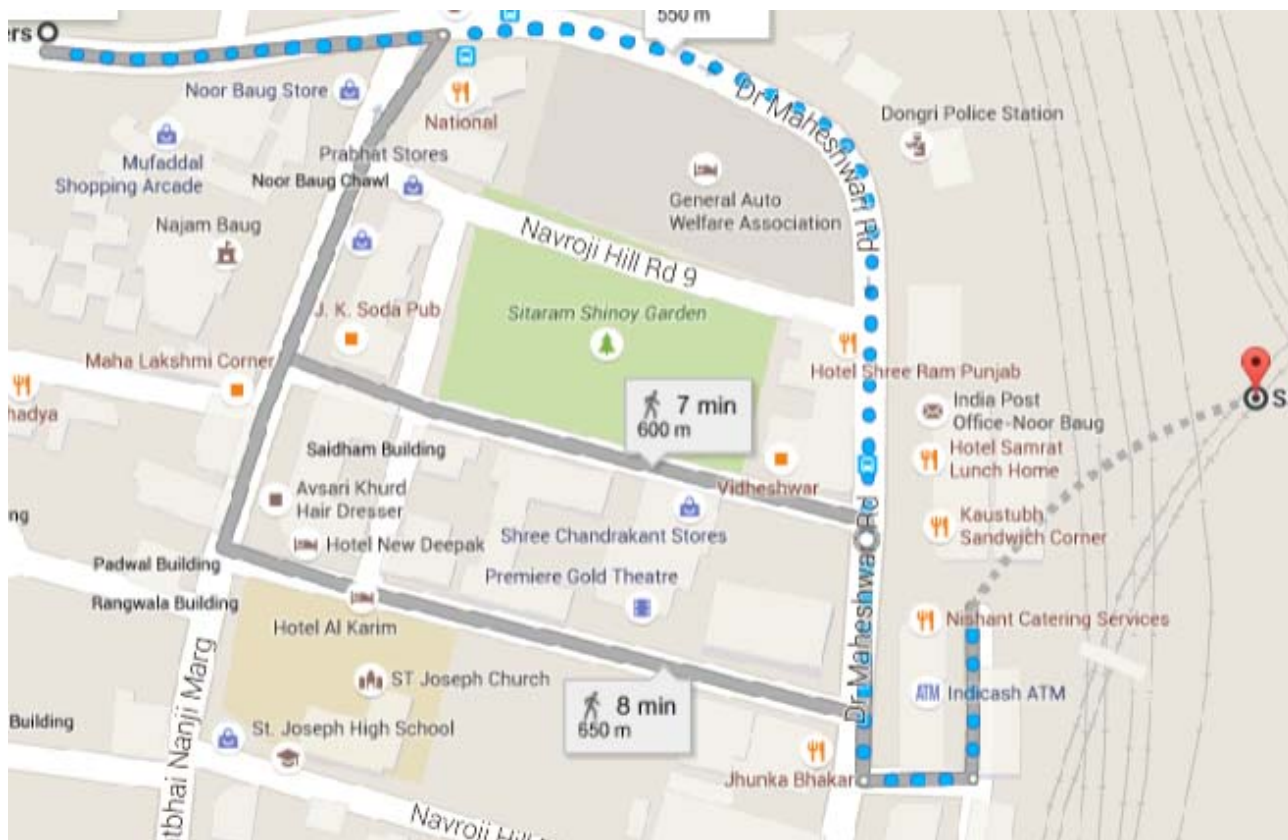
Sd/-

**Arun Kumar Sharma
Chairman & Whole Time Director cum CEO
DIN - 00369461**

Date: 13th August, 2018

Place: Mumbai

Route Map for Annual General Meeting



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

Distance from Noor Baug Naka : 4 mins