

**C.P. JARIA & CO.**

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,  
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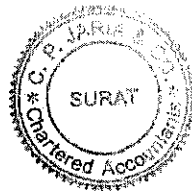
**TOWHOMSOEVER ITMAYCONCERN**

We are the statutory auditors of **Blue Pearl Texspin Limited**, a Company incorporated under the Companies Act, 1956( or any amendment thereof), and having its registered office at Office No. 32, Vyapar Bhavan, 49, P.D'Mello Road, Mumbai 400 009 ("Company").

We hereby confirm and undertake that

- The Board of Directors of the Company in its meeting held on 22<sup>nd</sup> March 2014 has approved the Scheme of Amalgamation under Section 391 to 395 of the Companies Act, 1956 (or any amendment thereof), read with section 100 to 104 of the Companies Act, 1956( or any amendment thereof), for reduction of capital of the Company by 96% and merger of Blue Pearl Lifestyle Private Limited with the Company.
- The clause 5.16 of Circular No. CIR/CFD/OIL/18/2013 dated May 21, 2013 is not applicable to the said Scheme of Amalgamation for the following reasons:
  - No additional shares are being issued/allotted to promoter/promoter group/related parties to promoter/promoter group, Associate of Promoter/Promoter Group, subsidiaries of promoter/promoter group of the Company.
  - The Scheme of Amalgamation does not involve any other entity involving promoter/promoter group/related parties to promoter/promoter group, Associate of Promoter/ Promoter Group, subsidiaries of promoter / promoter group of the Company.
  - There is no subsidiary of the Company and therefore it is not applicable that the Company has acquired shares in the subsidiary company by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be promoter/promoter group/related parties to promoter/promoter group, Associate of Promoter/Promoter Group. Subsidiaries of promoter / Promoter group of the Company and that subsidiary Company is being merged with the Company under the propose scheme.

Place:- Surat

Date:-22<sup>nd</sup> March 2014

For C.P. Jaria & Co.  
Chartered Accountants  
*Pankaj Jain*  
Pankaj Jain  
M.No.112020  
FRN:104058W

**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: bluepearltexspin@gmail.com

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF BLUE PEARL TEXSPIN LIMITED HELD ON 22<sup>nd</sup> MARCH 2014 AT 12.00 PM AT THE REGISTERED OFFICE OF THE COMPANY**

**"RESOLVED THAT** the certificate issued by Auditors 22<sup>nd</sup> March 2014 with respect to non applicability of clause 5.16 of Circular No. CIR/CFD/DIL/2013 dated May 21,2013 to the Scheme of Amalgamation between **Blue Pearl Texspin Limited** ("Company") with **Blue Pearl Lifestyle Private Limited** be and is hereby approved;

**RESOLVED FURTHER THAT** the reasons for non- applicability of clause 5.16 of the said circular are noted by the Board as mentioned herein below:

- No additional shares are being issued/allotted to promoter/promoter group/ related parties to promoter/promoter group, Associate of Promoter/Promoter Group, subsidiaries of promoter/promoter group of the Company.
- The Scheme of Amalgamation does not involve any other entity involving promoter/promoter group/related parties to promoter/promoter group, Associate of Promoter/Promoter Group, subsidiaries of promoter/promoter group of the Company.
- There is no subsidiary of the Company and therefore it is not applicable that the Company has acquired shares in the subsidiary company by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be promoter/promoter group/related parties to promoter/promoter group, Associate of Promoter/Promoter Group, subsidiaries of promoter/promoter group of the Company and that subsidiary company is being merged with the Company under the proposed scheme."

**||CERTIFIED TRUE COPY||**

**FOR AND ON BEHALF OF BLUE PEARL TEXSPIN LIMITED**

(Formerly Known As "E-Wha Foam India Limited")

  
**ARUN KUMAR SHARMA**  
EXECUTIVE DIRECTOR

