

**NOTICE**

**Notice is hereby given that the Thirty Second Annual General Meeting (the “Meeting”) of the members of Blue Pearl Texspin Limited will be held on Thursday, 13<sup>th</sup> June, 2024 at 04.00 P.M. at the Registered Office of the Company to transact the following business:**

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**ORDINARY BUSINESS:**

**Item No 1: To consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024 and reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:**

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

**Item No 2: To re-appoint a director in place of Mr. Shrikrishna Baburam Pandey (DIN: 07035767), who retires by rotation and being eligible offers himself for re-appointment and in this regard to pass the following resolution as Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shrikrishna Baburam Pandey (DIN: 07035767), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company at this meeting.”

**Item No 3: To appoint M/s. J Singh & Associates as the auditor of the Company to fill the casual vacancy and in this regard to pass the following resolution as Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on Thursday, May 16, 2024, M/s. J Singh & Associates, Chartered Accountants, (Firm Registration No: 110266W), be and is hereby appointed as statutory auditor of the company for the financial year 2024-25 to fill casual vacancy caused by resignation of M/s. B. Choradia & Co., Chartered Accountants, (Firm Registration No: 121089W);

**“RESOLVED FURTHER THAT** M/s. J Singh & Associates, Chartered Accountants, (Firm Registration No. 110266W, be and is hereby appointed as statutory auditor of the company for the financial year 2024-25, from the conclusion of this Annual General Meeting till the next Annual General Meeting of the company and that he shall be eligible for re-appointment in the next Annual General Meeting of the company to be held in the year 2025, and that they shall conduct

the statutory audit for the period ended 31<sup>st</sup> March, 2025, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**SPECIAL BUSINESS:****Item No 4: To appoint Mr. Rishikumar Hanumanprasad Gosai (DIN: 10218840) as a Managing Director of the company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161, 196, 197, 203, 2 (51), Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereto), and recommendation of the Nomination & Remuneration Committee, Mr. Rishikumar Hanumanprasad Gosai [DIN: 10218840], who was appointed as the Managing Director of the Company for the period of 5 consecutive years w.e.f. 30<sup>th</sup> April, 2024 and in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, he and hereby appointed as a Managing Director of the Company, liable for retire by rotation.”

**Item No 5: To Regularize an additional Independent Director, Mr. Viren Makwana (DIN: 09007676) as an Independent Director of the company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 read with Schedule IV the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Viren Makwana (DIN: 09007676) who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f. 12<sup>th</sup> March, 2024 in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, he and hereby appointed as an Independent Director of the Company, not liable for retire by rotation to old office for five (5) consecutive years for the maximum period up to 12<sup>th</sup> March, 2029”

**Item No 6: To Regularize an additional Independent Director, Mr. Sudama Patel (DIN: 10132041) as an Independent Director of the company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 read with Schedule IV the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Sudama Patel (DIN: 10132041) who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f. 13<sup>th</sup> October, 2023 in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, he and hereby appointed as an Independent Director of the Company, not liable for retire by rotation to old office for five (5) consecutive years for the maximum period up to 13<sup>th</sup> October, 2028"

**Item No 7: To Regularize an additional Independent Director, Ms. Anupma Kashyap (DIN: 09720124) as an Independent Director of the company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 read with Schedule IV the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Anupma Kashyap (DIN: 09720124) who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f. 30<sup>th</sup> April, 2024 in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, she and hereby appointed as an Independent Director of the Company, not liable for retire by rotation to old office for five (5) consecutive years for the maximum period up to 30<sup>th</sup> April, 2029"

**Item no. 8. Increase in Authorised Share Capital of the company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing INR 10,00,00,000/- (Indian Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 61,00,00,000/- (Indian Rupees Sixty One Crore only) divided into 6,10,00,000 (Six Crore Ten Lakhs only) Equity Shares of INR 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

“V. The Authorized Share capital of the Company is INR 61,00,00,000/- (Indian Rupees Sixty One Crore only) divided into 6,10,00,000 (Six Crore Ten Lakhs only) Equity Shares of INR 10/- (Rupees Ten Only) each.”

**RESOLVED FURTHER THAT** any directors of the Company of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

**Item No 9: Issue of Convertible Warrants on a Preferential basis:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (‘the Act’), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with BSE Limited and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s),

permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the BSE Limited ('Stock Exchange'), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches of upto 6,00,00,000 (Six Crore) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each ('Warrants') at a price of 10 each payable in cash ('Warrants Issue Price'), aggregating upto 60 Crore which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the allottees mentioned herein mentioned below as a table A (hereinafter referred to as 'Proposed Allottee'), by way of preferential issue in accordance with the terms of the Warrants on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

**RESOLVED FURTHER THAT** in terms of the provisions of ICDR Regulations, the 'Relevant Date' for the purpose of determination of minimum price for the issue and allotment of Warrants shall be Tuesday, 14<sup>th</sup> May, 2024, being the date 30 (thirty) days prior to the date of this Annual General Meeting.

**RESOLVED FURTHER THAT** the preferential issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions prescribed under applicable laws:

- a. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b. Minimum amount of upto Rs. 15 crore (Rupees Fifteen Crores only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of 45 (Rupees Forty Five Crores only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- c. The Warrants shall not carry any voting rights until they are converted into equity shares.
- d. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.

- e. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- g. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- h. The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.
- i. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchanges and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

Table A

Sr. No.	Name of the proposed Allottee	No. of Convertible Warrants to be allotted	PAN	Category
1.	Kajalben Gautambhai Thakor	2272730	CLOPT8455K	Non-promoter
2.	Jyotiben Dashrathbhai Thakor	2272730	BPEPT2565M	Non-promoter
3.	Dharmik Shaileshkumar Pandya	2272730	EWEP6732A	Non-promoter
4.	Mittal Gopalbhai Panaliya	2272730	HZPPP7816G	Non-promoter
5.	Harsh Dineshbhai Parmar	2272730	FVHPP0130D	Non-promoter
6.	Nimishaben Anilbhai Thakor	2272730	BXHPT1472Q	Non-promoter
7.	Balvantji Thakor	2272730	CDOPT4474L	Non-promoter
8.	Baluben Thakor	2272720	BPAPT8930G	Non-promoter
9.	Sanjanaben Dineshji Thakor	2272720	CGXPT2312K	Non-promoter
10.	Thakor Sonalben Vishnuji	2272720	BTTPT1977Q	Non-promoter
11.	Rekha Kantibhai Parmar	2272730	CFGPP6361G	Non-promoter
12.	Abhay C. Lakhani	500000	AGOPL7842D	Non-promoter
13.	AG Dynamic Funds Limited	2000000	AASCA8490R	Non-promoter
14.	Pranay Vinaychand Shah	500000	AOKPS1905E	Non-promoter
15.	Eminence Global Fund PCC- Eubilia Capital Partners Fund I	2000000	AAJCV2712Q	Non-promoter
16.	Craft Emerging Market Fund PCC-Citadel Capital Fund	2000000	AAKCC8674P	Non-promoter
17.	Craft Emerging Market Fund PCC- Elite Capital Fund	2000000	AAKCC8673L	Non-promoter
18.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-	2000000	AAJCN1688D	Non-promoter

	Fund			
19.	Radiant Global Fund- Class B Participating Shares	2000000	AAMCR9486Q	Non-promoter
20.	Shreyansh Edutrade LLP	1000000	AFFFS9177Q	Non-promoter
21.	Bhav nabn Parasmal Shah	500000	ASEPS9964M	Non-promoter
22.	Vasupujya Advisors LLP	500000	AAQFV5134Q	Non-promoter
23.	HNS Land Consultants LLP	500000	AANFH3392M	Non-promoter
24.	HN Farm LLP	500000	AAPFH2439B	Non-promoter
25.	Parasmal Khyalilal Shah HUF	500000	AAFHP4983A	Non-promoter
26.	Bhavesh Pravinchandra Shah	500000	AAUPS0704M	Non-promoter
27.	Nexpact Limited	2000000	AAFCN0208F	Non-promoter
28.	Parag Vinaychand Shah	500000	AFPPS8390M	Non-promoter
29.	Rushabh Arvindbhai Shah	500000	NYQPS9194N	Non-promoter
30.	Truvito Corporate Advisors LLP	500000	AATFT2124P	Non-promoter
31.	Finaax Capital Advisors Private Limited	500000	AAFCF7436D	Non-promoter
32.	Ikshit Satishbhai Shah HUF	500000	AABHI0139M	Non-promoter
33.	Ikshit Satishbhai Shah	1000000	DCIPS7862F	Non-promoter
34.	Pratima Singh	500000	EVXPS1850N	Non-promoter
35.	Yash Vinodbhai Doshi	1000000	CGIPD6674H	Non-promoter
36.	Raj Vinodbhai Doshi	500000	BNVPD9821R	Non-promoter
37.	Nileshbhai Arvindkumar	250000	AQSPS7141L	Non-promoter

	Shah			
38.	Nirali Nileshkumar Shah	250000	CATPS5281A	Non-promoter
39.	Tulshibhai Khimjibhai Chitaliya	2000000	AFHPC1187N	Non-promoter
40.	Chirag Mukeshbhai Daliya	2000000	CHCPD9529A	Non-promoter
41.	Nirmit Lavjibhai Daliya	2000000	GDMPD5385J	Non-promoter
42.	Havan Anilkumar Vedani	1000000	BZAPV3122L	Non-promoter
43.	Vishalbhai Tulshibhai Chitaliya	1000000	BLCPS0258J	Non-promoter
44.	Piyush Lavjibhai Daliya	1000000	CMAPD9444H	Non-promoter
45.	Gopin Ventures LLP	1000000	AAWFG5982F	Non-promoter

**Item 10: To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 (as amended or re-enactment from time to time) and other applicable provisions, if any consent of the Members of the Company be and is hereby accorded to sell, mortgage and/or charge any of its movable and /or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on the such terms and conditions at such time (s) and in such form and manner, and with such ranking as the priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertaking or all of the undertaking of the Company in favour of any bank (s) or body (ies) corporate or person (s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding INR 100 Crores (Indian Rupees Hundred Crores only) at any point of time.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**Item 11: To increase Borrowing Powers of the Board of Directors pursuant to Section 180 (1) (C) of the Companies Act, 2013:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (C) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, including any statutory modification (s) thereto, and the consent of the Members of the Company be and is hereby accorded to borrow money, as and when required, from bank (s), financial institution (s), foreign lender (s), any body corporate entity (ies), authority (ies) through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any, apart from temporary loans obtained from the Company’ bankers in ordinary course of business, may exceed the aggregate of the paid-up-capital of the Company and its free reserves and securities premium (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed of INR 100 Crores (Indian Rupees Hundred Crores only) on such terms and conditions as may be decided by the Board from time to time.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**Item 12: To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no. 11 & 13 of the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals, consents, sanctioned and permission of the appropriate authorities, department or bodies as may necessary, the consent of the Members of the Company be and is hereby accorded to grant loans or make investment or provide security or guarantee in for an amount (s) exceeding 60% of paid up capital, free reserves and securities premium account or 100% of free reserves and security premium account, whichever is more, but not exceeding INR 100 Crores (Indian Rupees Hundred Crores only), on such terms and conditions as may be decided by the Board from time to time.

**“RESOLVED FURTHER THAT,** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**Item No 13: To Alter the Main Object clause of Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules and Regulations made thereunder, including any statutory modification (s) or re-enactment (s) thereto for the time being in force, and subject to such approvals, permission and sanctions of Registrar of Companies, appropriate authorities, department or bodies as and to the extent necessary, consent of members of the Company be and is hereby accorded for amendment in the existing Object clause of the Memorandum of Association (MoA) of the company in the following manner:

Clause III (A) of MoA be altered and substituting by the below clause:

1. To prepare, manufacture, process, market, trade, import, export, improve, sell and deal in all kinds of agro/agri/food products including but not limited to spices, oil seeds, grains, vegetables, herbs, pickles and other items derived from agricultural, farming or relevant activities.

**“RESOLVED FURTHER THAT** any of the director of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

**Item No. 14. To change name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company:**

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 4(4), 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rule, 2014 and Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and applicable rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Central Government and / or any other authority as

may be necessary, consent of shareholders of the Company be and is hereby accorded for change of name of the Company from “**Blue Pearl Texspin Limited**” to “**Blue Pearl Agriventures Limited**” or “**Blue Pearl Agro Limited**” or such other name as may be approved by Central Registration Centre.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name “**Blue Pearl Texspin Limited**” as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name “**Blue Pearl Agriventures Limited**” or “**Blue Pearl Agro Limited**” or such other name as may be approved by Central Registration Centre.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate letter (s) of Authority to appear before the office of the Registrar of Companies (RoC) and to settle and finalize all issue that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

**RESOLVED FURTHER THAT** Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is “ **Blue Pearl Agriventures Limited**”

**RESOLVED FURTHER THAT** the extant name of the Company wherever appearing in the Memorandum and Article of Association be changed accordingly.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

**By order of the Board  
Blue Pearl Texspin Limited**

**Date: 16<sup>th</sup> May, 2024  
Place: Mumbai**

**Sd/-  
Rishikumar Gosai  
Managing Director  
DIN: 10218840**

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of Meeting. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act a proxy for any other or shareholders. A proxy form is attached herewith.
2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business given in the Notice of the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, June 07, 2024 to Thursday, June 13, 2024 (both days inclusive).
4. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting.
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Purva Sharegistry (India) Pvt. Ltd or to their depository participants in case shares are held in depository form.
6. 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 M/s. Dharti Patel & Associates, Practicing Company Secretary, having Membership No. F12801 & Certificate of Practice No. 19303, Proprietor of M/s Dharti Patel & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the e- voting process in a fair and transparent manner.

7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective

specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

8. The Securities and Exchange Board of India (SEBI) vide has mandated the submission of Permanent Account Number (PAN) and other KYC details by every participant in securities market. Members are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company/RTA.
9. 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.
10. In terms of the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is providing the facility to its members as on cut-off date, being Thursday, 06 June, 2024 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of remote e-voting along with the User ID and Password are being mentioned herein below.
11. Members are requested to submit their queries/requests for clarification, if any, on the Annual Report via e-mail at [bluepearltexspin@gmail.com](mailto:bluepearltexspin@gmail.com) latest by Thursday, 06<sup>th</sup> June 2024, 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](mailto:support@purvashare.com), in case of shares held in physical form.
13. 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.
14. 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.

15. 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.
16. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
17. 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 at the Meeting.
18. Notice of the AGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members, who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice will also be available on the Company's website of the Company [www.bluepearltxspin.com](http://www.bluepearltxspin.com) for their download.
19. As per regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received 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 converting their holdings to dematerialized form.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details to their Depository Participant's in Case the shares are held by them in electronic form and to Purva Sharegistry (India) Pvt. Ltd (RTA) in case the shares are held by them in physical form.
21. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

22. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
23. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decide for the purpose, being 06-06-2024, may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
24. Once the vote on a resolution is cast by the members, the member shall not be allowed to change is subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
25. Member who has not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company.
26. An electronic copy of the Annual Report 2023-2024 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 32<sup>nd</sup> AGM and the Annual Report are available on the Company's website [www.bluepearltexspin.com](http://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](http://www.bseindia.com) and on the website of NSDL (agency for providing the e-voting facility) i.e. <https://www.evoting.nsdl.com>.
27. 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](mailto:bluepearltexspin@gmail.com)
28. 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 Sharegistry (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.bluepearltextspin.com](http://www.bluepearltextspin.com) and on the website of our Registrar and Transfer Agent at <https://www.purvashare.com>.

29. 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.

30. 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.

31. 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	Shrikrishna Baburam Pandey
Director Identification Number	07035767
Date of Birth	10/01/1970

Date of Appointment	13/11/2014						
Qualification and experience	Mr. Shrikrishna Baburam Pandey is Financial Consultant and Advisors for Business of the Company.						
Period	NA						
Directorships in other Indian Listed companies	<p>1. Rajkot Investment Trust Limited</p> <table border="1"> <thead> <tr> <th>Company</th> <th>Membership</th> <th>Chairmanship</th> </tr> </thead> <tbody> <tr> <td>1. Rajkot Investment Trust Limited</td> <td>Audit Committee and Nomination And Remuneration Committee</td> <td></td> </tr> </tbody> </table>	Company	Membership	Chairmanship	1. Rajkot Investment Trust Limited	Audit Committee and Nomination And Remuneration Committee	
Company	Membership	Chairmanship					
1. Rajkot Investment Trust Limited	Audit Committee and Nomination And Remuneration Committee						
Relationship with any Director(s) of the Company	Mr. Shrikrishna Baburam Pandey is not related to any of the Directors on the Board.						

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on Monday, 10<sup>th</sup> June, 2024 at 9:00 A.M. and ends on Wednesday, 12<sup>th</sup> June, 2024 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. Thursday, 06<sup>th</sup> June, 2024, 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 Thursday, 06<sup>th</sup> June, 2024.

**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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by</li> </ol>

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” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for

	the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your

Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL

account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [prakash@hspnassociates.in](mailto:prakash@hspnassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [bluepearltxspin@gmail.com](mailto:bluepearltxspin@gmail.com). In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [bluepearltxspin@gmail.com](mailto:bluepearltxspin@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Process for those shareholders whose email/mobile no. Are not registered with the company/depositories.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
4. If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.: 1800 1020 990 and 1800 22 44 30.
5. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first unblock the votes cast through e-voting and remote e-voting and make, not later than two working days of conclusion of the AGM, issue a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.

**By order of the Board  
Blue Pearl Texspin Limited**

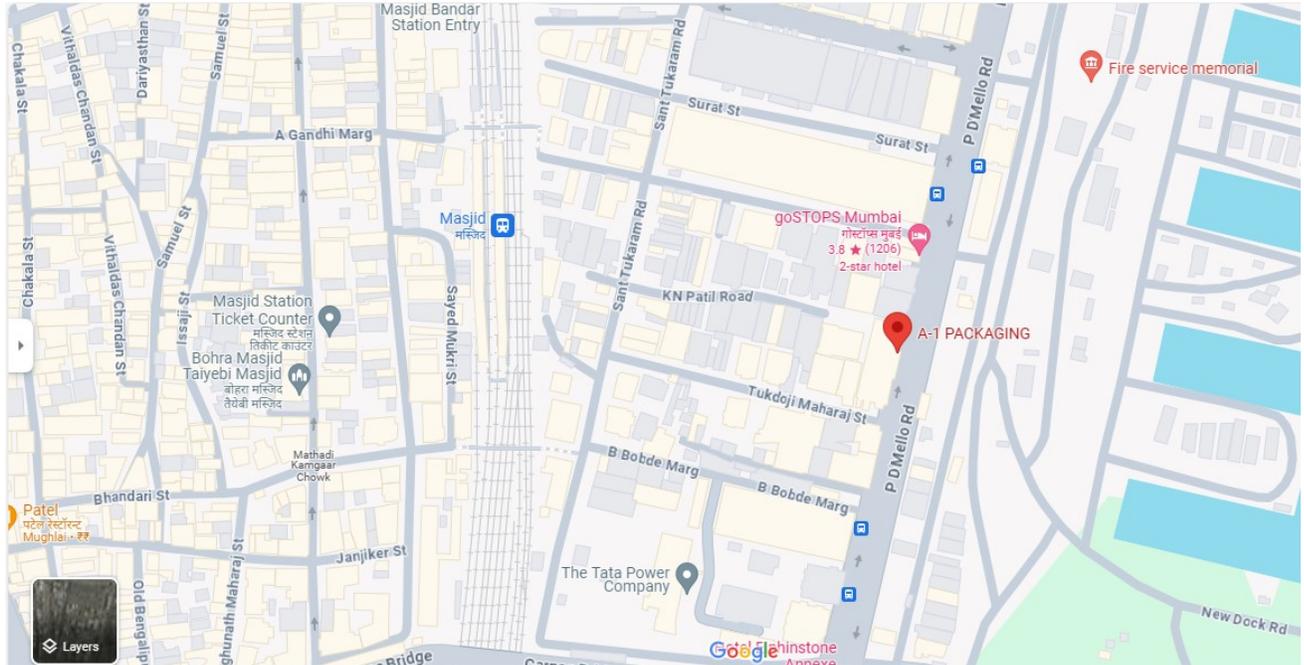
**Date: 16<sup>th</sup> May, 2024  
Place: Mumbai**

**Sd/-  
Rishikumar Gosai  
Managing Director  
DIN: 10218840**

**Route Map:**

Registered Office:

M/S. Blue Pearl Texspin Limited  
32, Vyapar Bhavan, 49 P.D. Mello Road,  
Mumbai, Maharashtra-400009, India



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF  
THE COMPANIES ACT, 2013:**

**(Pursuant to Regulation 36(5) of SEBI (Listing Obligation and Disclosure Requirements)  
Regulation 2015 and Section 102 of the Companies Act, 2013)**

As required under Section 102 of the Companies Act, 2013 (the “Act”) and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned in the accompanying Notice:

**Item No. 4**

**To appoint Mr. Rishikumar Hanumanprasad Gosai (DIN: 10218840) as a Managing Director of the company:**

Rishikumar Hanumanprasad Gosai (DIN: 10218840) was appointed as a Managing Director with effect from 30<sup>th</sup> April, 2024, in accordance with the provisions of Section 152, 161, 196, 197, 203, 2 (51), Schedule V and any other applicable provisions of the Companies Act, 2013 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 152, 161, 196, 197, 203, 2 (51) and Schedule V of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Mr. Rishikumar Hanumanprasad Gosai (DIN: 10218840) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Mr. Rishikumar Hanumanprasad Gosai himself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at Item no. 4 be passed as an Ordinary Resolution.

**Item No. 5**

**Regularization of an additional Independent Director, Mr. Viren Makwana (DIN: 09007676) as an Independent Director of the company:**

Mr. Viren Makwana (DIN: 09007676) was appointed as an additional Independent Director with effect from 12<sup>th</sup> March, 2024, in accordance with the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 149, 150, 152, 161 of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Mr. Viren Makwana (DIN: 09007676) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Mr. Viren Makwana himself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 5 be passed as an Ordinary Resolution.

**Item No. 6**

**To Regularize an additional Independent Director, Mr. Sudama Patel (DIN: 10132041) as an Independent Director of the company:**

Mr. Sudama Patel (DIN: 10132041) was appointed as an additional Independent Director with effect from 13<sup>th</sup> October, 2023, in accordance with the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 149, 150, 152, 161 of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Mr. Sudama Patel (DIN: 10132041) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Mr. Sudama Patel himself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 6 be passed as an Ordinary Resolution.

**Item No. 7**

**To Regularize an additional Independent Director, Ms. Anupma Kashyap (DIN: 09720124) as an Independent Director of the company:**

Ms. Anupma Kashyap (DIN: 09720124) was appointed as an additional Independent Director with effect from 30<sup>th</sup> April, 2024, in accordance with the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 149, 150, 152, 161 of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Ms. Anupma Kashyap (DIN: 09720124) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Ms. Anupma Kashyap herself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 7 be passed as an Ordinary Resolution.

**Item no. 8. Increase in Authorised Share Capital of the company:**

In view of future expansion plans, the Company proposes to increase its Authorized Share Capital of the Company from existing INR 10,00,00,000/- (Indian Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 61,00,00,000/- (Indian Rupees Sixty One Crore only) divided into 6,10,00,000 (Six Crore Ten Lakhs only) Equity Shares of INR 10/- (Rupees Ten Only) each.

Accordingly, the Company requires to pass an ordinary resolution to increase the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company.

The members may also note that pursuant to the provisions of the Companies Act, 2013 and Rules made there under, alteration of Authorized Share Capital of the Company requires approval of Members of the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 8 be passed as an Ordinary Resolution.

**Item No 9:****Issuance of shares on preferential allotment basis:**

The Board of Directors of the Company in their meeting held on 16<sup>th</sup> May, 2024, approved raising of funds aggregating upto 60 crore (Rupees Sixty Crore only) by way of issuance of upto 6,00,00,000 (Six Crore) warrants, each convertible into or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each ('Warrants') at a price of Rs. 10/- each ('Warrants Issue Price'), aggregating upto 60 crore (Rupees Sixty Crore only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the

Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto 60 crore (Rupees Sixty Crore only) by way of issuance of upto 6,00,00,000 (Six Crore) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each at a price of 10/- each payable in cash, on a preferential basis to the Proposed Allottee as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

### **1. Objects of the Issue:**

The object of the issue is to meet the fund requirements of the company for business growth and for working capital requirements.

### **2. Maximum number of securities to be issued:**

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto 60 Crore (Rupees Sixty Crore only) by way of issuance of upto 6,00,00,000 (Six Crore) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each at a price of 10/- payable in cash.

Minimum amount of upto Rs. 15.00 Crore (Rupees Fifteen only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of 45 crore (Rupees Forty Five Crores only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

### **3. The price or price band at which the allotment is proposed:**

The equity shares of the company are listed on BSE limited. The Issue price i.e. Rs. 10/- per warrant, is decided on the basis of Valuation Report of registered valuer, Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat, which is arrived as per SEBI ICDR Regulations, 2018.

### **4. Basis on which the price has been arrived at along with report of the registered valuer:**

Fair Value of warrants of the Company is decided in accordance with regulation 165 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 because the shares of the company are infrequently traded.

As mentioned in the valuation report, for arriving at the value of per security of the company and considering valuation inputs available for determining valuation under NAV method, Profit Earning Capacity Value, PE Ratio value multiple, Valuer has applied simple average to arrive at the value per equity share of the company

**5. Name and Address of the Valuer who performed valuation:**

The Company has received Valuation Report dated 16<sup>th</sup> May, 2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat.

**6. Certificates and Valuation Report:**

The Company has received Valuation Report dated 16<sup>th</sup> May, 2024 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s. Dharti Patel & Associates, practicing Company Secretary (Membership No: 52283), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

Further, the Company has also received the pricing certificate from the M/s. J Singh & Associates (FRN:110266W), Chartered Accountant as required for obtaining in-principle approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates and valuation report will be available on the website of the Company i.e. [www.bluepearltexspin.com](http://www.bluepearltexspin.com) and available for inspection at the registered office of the Company during office hours.

**7. Relevant Date on the basis on which price has been arrived at:**

The 'Relevant Date' as per ICDR Regulations and explanations provided therein, for the determination of the minimum price for Warrants to be issued is fixed as Tuesday, 14<sup>th</sup> May, 2024 i.e. 30 (thirty) days prior to the date of this Annual General Meeting.

**8. The class or classes of persons to whom the allotment is proposed to be made:**

The warrants are proposed to be issued to the individual and entities who do not from the part of the promoter group. The entire proposed issue will be allotted to the Non-Promoters of the Company.

**9. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.

**10. Time frame within which the preferential issue shall be completed:**

The allotment of warrants on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

**11. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and / or who ultimately control the Proposed Allottee:**

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrant proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of 10.05.2024).

Sr. No.	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1.	Kajalben Gautambhai Thakor	Non-promoter	Nil	Nil	2272730	3.77%	NA
2.	Jyotiben Dashrathbhai Thakor	Non-promoter	Nil	Nil	2272730	3.77%	NA
3.	Dharmik Shaileshkumar Pandya	Non-promoter	Nil	Nil	2272730	3.77%	NA
4.	Mittal Gopalbhai Panaliya	Non-promoter	Nil	Nil	2272730	3.77%	NA
5.	Harsh Dineshbhai Parmar	Non-promoter	Nil	Nil	2272730	3.77%	NA
6.	Nimishaben Anilbhai Thakor	Non-promoter	Nil	Nil	2272730	3.77%	NA
7.	Balvantji Thakor	Non-promoter	Nil	Nil	2272730	3.77%	NA
8.	Baluben Thakor	Non-promoter	Nil	Nil	2272720	3.77%	NA
9.	Sanjanaben Dineshji Thakor	Non-promoter	Nil	Nil	2272720	3.77%	NA
10.	Thakor Sonalben Vishnuji	Non-promoter	Nil	Nil	2272720	3.77%	NA
11.	Rekha Kantibhai Parmar	Non-promoter	Nil	Nil	2272730	3.77%	NA
12.	Abhay C. Lakhani	Non-promoter	Nil	Nil	500000	0.83%	NA
13.	AG Dynamic Funds Limited	Non-promoter	Nil	Nil	2000000	3.32%	Mr. Paul Boskma

14.	Pranay Vinaychand Shah	Non-promoter	Nil	Nil	500000	0.83%	NA
15.	Eminence Global Fund PCC- Eubilia Capital Partners Fund I	Non-promoter	Nil	Nil	2000000	3.32%	Grigor Jabishville
16.	Craft Emerging Market Fund PCC-Citadel Capital Fund	Non-promoter	Nil	Nil	2000000	3.32%	Jean Daniel Didier Debellaire
17.	Craft Emerging Market Fund PCC- Elite Capital Fund	Non-promoter	Nil	Nil	2000000	3.32%	Jean Daniel Didier Debellaire
18.	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub- Fund	Non-promoter	Nil	Nil	2000000	3.32%	Mr. Ali Baqer Issam
19.	Radiant Global Fund-Class B Participating Shares	Non-promoter	Nil	Nil	2000000	3.32%	Ms. Fatheya Saleh Mohamed Ali Almarzooqi
20.	Shreyansh Edutrade LLP	Non-promoter	Nil	Nil	1000000	1.66%	Dina Nath Gupta
21.	Bhavnaben Parasmal Shah	Non-promoter	Nil	Nil	500000	0.83%	NA
22.	Vasupujya Advisors LLP	Non-promoter	Nil	Nil	500000	0.83%	Hemantkumar Parasmal Shah
23.	HNS Land Consultants LLP	Non-promoter	Nil	Nil	500000	0.83%	Raiyani Nileshkumar Bhikhubhai
24.	HN Farm LLP	Non-promoter	Nil	Nil	500000	0.83%	Raiyani Nileshkumar Bhikhubhai
25.	Parasmal Khyalilal Shah HUF	Non-promoter	Nil	Nil	500000	0.83%	Parasmal Khyalilal Shah
26.	Bhavesh Pravinchandra Shah	Non-promoter	Nil	Nil	500000	0.83%	NA
27.	Nexpact Limited	Non-promoter	Nil	Nil	2000000	3.32%	Mr. Saleem Aziz Habib Al Balushi
28.	Parag Vinaychand Shah	Non-promoter	Nil	Nil	500000	0.83%	NA
29.	Rushabh Arvindbhai Shah	Non-promoter	Nil	Nil	500000	0.83%	NA
30.	Truvito Corporate Advisors LLP	Non-promoter	Nil	Nil	500000	0.83%	Yash Vinodbhai Doshi

31.	Finaax Capital Advisors Private Limited	Non-promoter	Nil	Nil	500000	0.83%	Yash Vinodbhai Doshi
32.	Ikshit Satishbhai Shah HUF	Non-promoter	Nil	Nil	500000	0.83%	Ikshit Satishbhai Shah
33.	Ikshit Satishbhai Shah	Non-promoter	Nil	Nil	1000000	1.66%	NA
34.	Pratima Singh	Non-promoter	Nil	Nil	500000	0.83%	NA
35.	Yash Vinodbhai Doshi	Non-promoter	Nil	Nil	1000000	1.66%	NA
36.	Raj Vinodbhai Doshi	Non-promoter	Nil	Nil	500000	0.83%	NA
37.	Nileshbhai Arvindkumar Shah	Non-promoter	Nil	Nil	250000	0.41%	NA
38.	Nirali Nileshkumar Shah	Non-promoter	Nil	Nil	250000	0.41%	NA
39.	Tulshibhai Khimjibhai Chitaliya	Non-promoter	Nil	Nil	2000000	3.32%	NA
40.	Chirag Mukeshbhai Daliya	Non-promoter	Nil	Nil	2000000	3.32%	NA
41.	Nirmit Lavjibhai Daliya	Non-promoter	Nil	Nil	2000000	3.32%	NA
42.	Havan Anilkumar Vedani	Non-promoter	Nil	Nil	1000000	1.66%	NA
43.	Vishalbhai Tulshibhai Chitaliya	Non-promoter	Nil	Nil	1000000	1.66%	NA
44.	Piyush Lavjibhai Daliya	Non-promoter	Nil	Nil	1000000	1.66%	NA
45.	Gopin Ventures LLP	Non-promoter	Nil	Nil	1000000	1.66%	Chirag Mukeshbhai Daliya

**12. Change in the control or composition of the Board that would occur consequent to preferential issue:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

**13. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

During the year, no any allotment on preferential basis have been made.

**14. Valuation and Justification for the allotment proposed to be made for consideration other than cash:**

The Proposed allotment is made by cash so the same is not applicable.

**15. Lock-in period:**

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

**16. Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares	% of Capital	No. of shares	% of Capital
<b>A</b>	<b>Promoter and Promoter Group Holding</b>				
1	Indian:				
	Individual	328	0.13	328	0.0005
	Bodies corporate	0	0	0	0
	<b>Sub-total</b>	<b>328</b>	<b>0.13</b>	<b>328</b>	<b>0.0005</b>
2	Foreign promoters	50,023	19.54	50,023	0.0830
	<b>Sub-Total (A)</b>	<b>50,351</b>	<b>19.67</b>	<b>50,351</b>	<b>0.0836</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
1	Institutional investors	60	0.02	60	0
2	Non-institution				
	Body corporate	4,370	1.71	45,04,370	7.4754
	Directors and relatives	0	0	0	0
	Indian Public	1,88,829	73.76	4,06,88,829	67.5266
	Others:				
	NRI/Foreign Nationals	10,661	4.16	140,10,661	23.2519
	Trust	1000	0.39	1000	0.0017
	HUF	639	0.25	10,00,639	1.6606
	Clearing members	90	0.04	90	0.0001
	<b>Sub-Total (B)</b>	<b>2,05,649</b>	<b>80.33</b>	<b>6,02,05,649</b>	<b>99.9164</b>
	<b>Grand Total</b>	<b>2,56,000</b>	<b>100</b>	<b>6,02,56,000</b>	<b>100</b>

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on 10/05/2024.
- 2) The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

**17. Undertaking by the Company:**

The Company hereby undertakes that:

- a) The Company undertakes that the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so. Further, the Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the warrant shall continue to be locked- in till the time such amount is paid by the allottees.
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.

**18. Material terms of raising such securities:**

The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

**19. Particulars of the offer, Kinds of Securities Offered, Price of the Securities offered including date of passing of Board resolution:**

Issue of upto 6,00,00,000 (Six Crore only) Convertible Warrants of Face Value of INR 10/- each at an issue price of INR 10/- each on preferential basis for Cash consideration aggregating amount of Rs. 60 Crore (Rupees Sixty Crore only).

Date of passing Board Resolution for aforesaid Preferential Issue is 16<sup>th</sup> May, 2024.

**20. Principal terms of assets charged as securities:**

Not applicable.

**21. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-

			<b>promoter</b>
1.	Kajalben Gautambhai Thakor	Not Applicable	Non-promoter
2.	Jyotiben Dashrathbhai Thakor	Not Applicable	Non-promoter
3.	Dharmik Shaileshkumar Pandya	Not Applicable	Non-promoter
4.	Mittal Gopalbhai Panaliya	Not Applicable	Non-promoter
5.	Harsh Dineshbhai Parmar	Not Applicable	Non-promoter
6.	Nimishaben Anilbhai Thakor	Not Applicable	Non-promoter
7.	Balvantji Thakor	Not Applicable	Non-promoter
8.	Baluben Thakor	Not Applicable	Non-promoter
9.	Sanjanaben Dineshji Thakor	Not Applicable	Non-promoter
10.	Thakor Sonalben Vishnuji	Not Applicable	Non-promoter
11.	Rekha Kantibhai Parmar	Not Applicable	Non-promoter
12.	Abhay C. Lakhani	Not Applicable	Non-promoter
13.	AG Dynamic Funds Limited	Not Applicable	Non-promoter
14.	Pranay Vinaychand Shah	Not Applicable	Non-promoter
15.	Eminence Global Fund PCC- Eubilia Capital Partners Fund I	Not Applicable	Non-promoter
16.	Craft Emerging Market Fund PCC- Citadel Capital Fund	Not Applicable	Non-promoter
17.	Craft Emerging Market Fund PCC- Elite Capital Fund	Not Applicable	Non-promoter
18.	North Star Opportunities Fund VCC- Bull Value Incorporated VCC Sub-Fund	Not Applicable	Non-promoter
19.	Radiant Global Fund-Class B Participating Shares	Not Applicable	Non-promoter
20.	Shreeyansh Edutrade LLP	Not Applicable	Non-promoter
21.	Bhavnapen Parasmal Shah	Not Applicable	Non-promoter
22.	Vasupujya Advisors LLP	Not Applicable	Non-promoter

23.	HNS Land Consultants LLP	Not Applicable	Non-promoter
24.	HN Farm LLP	Not Applicable	Non-promoter
25.	Parasmal Khyalilal Shah HUF	Not Applicable	Non-promoter
26.	Bhavesh Pravinchandra Shah	Not Applicable	Non-promoter
27.	Nexpact Limited	Not Applicable	Non-promoter
28.	Parag Vinaychand Shah	Not Applicable	Non-promoter
29.	Rushabh Arvindbhai Shah	Not Applicable	Non-promoter
30.	Truvito Corporate Advisors LLP	Not Applicable	Non-promoter
31.	Finaax Capital Advisors Private Limited	Not Applicable	Non-promoter
32.	Ikshit Satishbhai Shah HUF	Not Applicable	Non-promoter
33.	Ikshit Satishbhai Shah	Not Applicable	Non-promoter
34.	Pratima Singh	Not Applicable	Non-promoter
35.	Yash Vinodbhai Doshi	Not Applicable	Non-promoter
36.	Raj Vinodbhai Doshi	Not Applicable	Non-promoter
37.	Nileshbhai Arvindkumar Shah	Not Applicable	Non-promoter
38.	Nirali Nileshkumar Shah	Not Applicable	Non-promoter
39.	Tulshibhai Khimjibhai Chitaliya	Not Applicable	Non-promoter
40.	Chirag Mukeshbhai Daliya	Not Applicable	Non-promoter
41.	Nirmit Lavjibhai Daliya	Not Applicable	Non-promoter
42.	Havan Anilkumar Vedani	Not Applicable	Non-promoter
43.	Vishalbhai Tulshibhai Chitaliya	Not Applicable	Non-promoter
44.	Piyush Lavjibhai Daliya	Not Applicable	Non-promoter
45.	Gopin Ventures LLP	Not Applicable	Non-promoter

## 22. Other disclosures:

a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for

the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at [www.bluepearltxspin.com](http://www.bluepearltxspin.com)

b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrant under the Preferential Issue is for a cash consideration.

c) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.

d) The Company has not made any preferential allotment of securities during the last financial year.

e) All the warrants held by the Proposed Allottees in the Company are in dematerialized form only.

f) None of the proposed allottees to whom warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 9 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 9 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

#### **Item 10:**

#### **To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013:**

The members of the company are requested to note that as per section 180 (1) (a) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company ("the Board") can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the prior approval of the members of the company by way of a special resolution.

As per Explanation (i) & (ii) of section 180 (1) (a) of the Act:

- i. "undertaking" means an undertaking in which the company's investment exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year;
- ii. "substantially the whole of the undertaking" in any financial year means 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Therefore, the members of the Company are requested to give their consent to the Board of Director of the Company for amount not exceeding INR 100 Crores (Indian Rupees Hundred Crores only) to sell, mortgage and/or charge any of its movable and /or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on the such terms and conditions at such time (s) and in such form and manner, and with such ranking as the priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertaking or all of the undertaking of the Company in favour of any bank (s) or body (ies) corporate or person (s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 10 be passed as a Special Resolution.

#### **Item 11:**

#### **To increase Borrowing Powers of the Board of Directors pursuant to Section 180 (1) (c) of the Companies Act, 2013:**

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves, that is reserves not set apart for any specific purpose and Securities Premium. To meet the working capital and long term funding requirements, it is necessary to give consent for the borrowing limit of the Company. The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180 (1) (c) of the Companies Act, 2013, to increase the limit for borrowings for amount not exceeding INR 100 Crores (Indian Rupees Hundred Crores only).

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 11 be passed as a Special Resolution.

**Item 12:**

**To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person;

and

- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:

- 60% of the paid-up share capital and free reserves and securities premium account; or
- 100% of the free reserves and securities premium account; whichever is higher.

Therefore, the members of the Company are requested to give their consent to the Board of Director of the Company for amount not exceeding INR 100 Crores (Indian Rupees Hundred Crores only) to grant loans or make investment or provide security or guarantee in for an amount (s) exceeding 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and security premium account on such terms and conditions as may be decided by the Board from time to time.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 12 be passed as a Special Resolution.

**Item No 13:**

**Alteration of the Main Object Clause of Memorandum of Association of the Company:**

Your Board has to consider from time-to-time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object

clause mention in Memorandum of Association of the company which is presently restricted its scope & Company required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

The main object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly, it is proposed to substitute a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The Board of Directors accordingly recommends the resolution set out at these Items of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

The Board recommends that the resolution set out at these items be passed as Special Resolution.

#### **Item No: 14**

#### **Change of name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company:**

The Board of Directors of the Company at its meeting held on held on 16<sup>th</sup> day of May, 2024 has approved the name change of the Company, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory, Stock Exchange i.e., BSE Limited or Government authorities as may be required under applicable laws, approved the change in name of the Company from “Blue Pearl Texspin Limited” to “Blue Pearl Agriventures Limited” or “Blue Pearl Agro Limited” or such other name approved by the Central Registration Centre.

The proposed change in name would be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013. Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 13 for your approval.

Pursuant to Section 13 & 14 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

Company has obtained a Certificate from a Chartered Accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of SEBI LODR required as per Regulation 45 (3) of SEBI LODR, 2015 as amended. Copy of the Certificate is attached and

marked as “**Annexure-B**”. Copy of the same also available on Company’s website at [www.bluepearltexspin.com](http://www.bluepearltexspin.com)

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

The Board of Directors accordingly recommends the resolution set out at these Items of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

The Board recommends that the resolution set out at these items be passed as Special Resolution.

**By order of the Board  
Blue Pearl Texspin Limited**

**Date: 16<sup>th</sup> May, 2024**

**Place: Mumbai**

**Sd/-  
Rishikumar Gosai  
Managing Director  
DIN: 10218840**

## Annexure-A

**Details of Directors seeking re-appointment and regularization at the forthcoming  
Annual General Meeting**

<b>Name of Director</b>	<b>Mr. Rishikumar Hanumanprasad Gosai</b>	<b>Mr. Viren Makwana</b>		
<b>Director Identification Number(DIN)</b>	10218840	09007676		
<b>Date of Birth</b>	05/11/1972	10/07/1988		
<b>Nationality</b>	Indian	Indian		
<b>Date of Appointment on Board</b>	12/03/2024	12/03/2024		
<b>Qualification</b>	Bachelors Degree	Company Secretary		
<b>Brief Profile</b>	Mr. Rishikumar Hanumanprasad Gosai is appointed to the Company as a Director. Rishi Gosai is a Graduate in the Field of Commerce. He has an experience of more than 20 years in the field of Trading of Agricultural Products and Commodities. He is well knowledgeable in the Marketing of Agricultural Products.	Mr. Viren Rajeshkumar Makwana is a Qualified Company Secretary. He is a graduate in the field of Commerce. He is also associate member of the Institute of Company Secretaries of India. Viren Makwana has an experience of more than 6 years in the field of the Company Law and Other Legal matters.		
<b>Shareholding in the Company</b>	NIL	NIL		
<b>List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)</b>	NIL	4(Four) 1. Franklin Industries Limited 2. Padmanabh Industries Limited 3. Mercury Trade Links Limited 4. Bright Solar Limited		
<b>Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies</b>	NIL	Company Name	Membership	ChairmanShip
		Franklin Industries Limited	Stakeholder relationship Committee	Audit Committee
		Padmanabh Industries Limited	Audit Committee	
		Mercury		Audit

		Trade Links Limit		Committee Stakeholder Relationship Committee
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<b>Name of Director</b>	<b>Ms. Anupma Kashyap</b>	<b>Mr. Sudama Patel</b>						
<b>Director Identification Number(DIN)</b>	09720124	10132041						
<b>Date of Birth</b>	15/08/1990	30/06/1969						
<b>Nationality</b>	Indian	Indian						
<b>Date of Appointment on Board</b>	30/04/2024	13/10/2023						
<b>Qualification</b>	Company Secretary	Secondary Education						
<b>Brief Profile</b>	Ms. Anupma Kashyap has done Company Secretary Course from Institute of Company Secretary of India. She has a proven track record, having served as company secretary since June 2019. Her expertise encompasses Corporate Law, Securities Law, SEBI Regulations, Compliance, Financial Management and Accounts within listed domain.	Mr. Sudama Patel has 6 years of experience in accounting and finance his Knowledge and experience will help company in significant way.						
<b>Shareholding in the Company</b>	NIL	NIL						
<b>List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)</b>	1(One) Kotia Enterprises Limited	1(One) 1. Cistro Telelink Limited						
<b>Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies</b>	NIL	1. Cistro Telelink Limited <table border="1" data-bbox="932 1608 1455 1856"> <thead> <tr> <th>Company Name</th> <th>Member</th> <th>Chairmanship</th> </tr> </thead> <tbody> <tr> <td>Cistro Telelink Limited</td> <td>Audit Committee Stakeholder Relationship Committee</td> <td></td> </tr> </tbody> </table>	Company Name	Member	Chairmanship	Cistro Telelink Limited	Audit Committee Stakeholder Relationship Committee	
Company Name	Member	Chairmanship						
Cistro Telelink Limited	Audit Committee Stakeholder Relationship Committee							



**J SINGH & Associates**  
Chartered Accountants

Date: 17<sup>th</sup> May, 2024

To,  
The Board of Directors  
**Blue Pearl Texspin Limited**  
**CIN: L36104MH1992PLC069447**  
32, Vyapar Bhavan,  
49 P.D. Mello Road, Mumbai - 400009,  
Maharashtra, India,

We, **M/s. J. Singh & Associates (FRN: 110266W)** Chartered Accountants, have examined the relevant records of the Company and information provided by the Management of the Company in relation to issue of a certificate for compliance with the conditions mentioned in Sub Regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 for change of name of “**Blue Pearl Texspin Limited**” to “**Blue Pearl Agriventures Limited**” or “**Blue Pearl Agro Limited**” or such other name as may be approved by Central Registration Centre.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provision of Regulation 45 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, we do hereby confirm that:

Sr. No.	Particular	Comments
(a)	A time period of at least one year has elapsed from the last name change:	The Company has not changed its name since incorporation except the current application for name change.
(b)	At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name: or	Not Applicable
(c)	The amount invested in the new activity/project is atleast fifty percent of the assets of the Listed entity.	The Company has invested in assets. (Bifurcation of assets in new and old business attached and marked as “ <b>Annexure-1</b> ”

This certificate is issued at the request of the Company pursuant to requirement of Regulation 45 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for onward submission to the Stock Exchange, where the equity share of the Company are listed.

For, **J. Singh & Associates,**  
Chartered Accountants,  
FRN: 110266W

  
**Amit J Joshi**  
(Partner)  
M. No.: 120022



Date: 17<sup>th</sup> May, 2023  
Place: Ahmedabad  
UDIN: 24120022BKAVAH7501



**Annexure-1**

The company has invested their capital in the assets as on 17<sup>th</sup> May, 2024 as per below:

Total asset of company as per Regulation 45 (1)(c)			Total Investment in Old Activity		Total Investment in new Agro Business Activity	
Particulars	Amount (In Rs.)	% of Assets	Amount (In Rs.)	% of Assets	Amount (In Rs.)	% of Assets
<b>(A) Fixed Assets</b>						
Farming equipments	7,35,540.00	41.56	-	-	7,35,540.00	41.56
Office equipments	18,433.00	1.04	18,433.00	1.04	-	-
<b>Sub Total (A)</b>	<b>7,53,973.00</b>	<b>42.60</b>	<b>18,433.00</b>	<b>1.04</b>	<b>7,35,540.00</b>	<b>41.56</b>
<b>(B) Current Assets</b>						
Cash and Cash Equivalent	5,42,599.68	30.66	5,42,599.68	30.66	-	-
Inventories - Stock in Trade	4,73,225.00	26.74	-	-	4,73,225.00	26.74
<b>Sub Total (B)</b>	<b>10,15,824.68</b>	<b>57.40</b>	<b>5,42,599.68</b>	<b>30.66</b>	<b>4,73,225.00</b>	<b>26.74</b>
<b>Grand Total (A + B)</b>	<b>17,69,797.68</b>	<b>100.00</b>	<b>5,61,032.68</b>	<b>31.70</b>	<b>12,08,765.00</b>	<b>68.30</b>

This is to Certify that out of the Total Assets of Rs. 17,69,797.68, the Company has invested Rs. 12,08,765.00 in the New Agro Business Activity which is 66.18% of the Total Assets.

**Blue Pearl Texspin Limited**

**CIN:** L36104MH1992PLC069447

**Registered Office:** 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009

**Website:** [www.bluepearltextspin.com](http://www.bluepearltextspin.com) **Email ID:** bluepearltextpin@gmail.com **Contact No.** 022-9699197884

**Attendance Slip for Annual General Meeting  
(To be handed over the Registration Counter)**

Registered Folio/DP ID & Client ID:

No. of Shares:

Name and Address of the Shareholder (s):

Joint Holder (s)

I/We hereby record my/our presence at the Annual General Meeting of the Company at its Office at 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009 on Thursday, the 13<sup>th</sup> day of June, 2024 at 04:00 P.M

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, please bring copy of notice for reference at the meeting.

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Signature of the Member/Proxy / Authorised Representative

**Blue Pearl Texspin Limited**

CIN: L36104MH1992PLC069447

Registered Office: 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009

Website: [www.bluepearltextspin.com](http://www.bluepearltextspin.com) Email ID: bluepearltextpin@gmail.com Contact No. 022-9699197884**Ballot Paper****Assent/ Dissent form for Voting on AGM Resolutions**

1.	Name(s) & Registered Address of the sole / first named Member	:	
2.	Name(s) of the Joint-Holder(s) If any	:	
3.	Registered Folio No./ DP ID No & Client ID No. [Applicable to Members holding shares in dematerialized form]	:	
4.	Number of Shares(s) held	:	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 13<sup>th</sup> June, 2024, by conveying my/ our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below:

Resolution No.	Resolutions	Optional	
		For	Against
<b>Ordinary Business:</b>			
1.	To consider and adopt the Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2024 and reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution.		
2.	To appoint a Director in place of Mr. Shrikrishna Baburam Pandey (DIN: 07035767), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint M/s. J Singh & Associates as the auditor of the Company to fill the casual vacancy.		
<b>Special Business:</b>			
4.	To appoint Mr. Rishikumar Hanumanprasad Gosai (DIN: 10218840) as a Managing Director of the company		
5.	To Regularize an additional Independent Director, Mr. Viren Makwana (DIN: 09007676) as an Independent Director of the company		
6.	To Regularize an additional Independent Director, Mr. Sudama Patel (DIN: 10132041) as an Independent Director of the company		
7.	To Regularize an additional Independent Director, Ms.		

	Anupma Kashyap (DIN: 09720124) as an Independent Director of the company		
8.	Increase in Authorised Share Capital of the company		
9.	Issue of Convertible Warrants on a Preferential basis		
10.	To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013		
11.	To increase Borrowing Powers of the Board of Directors pursuant to Section 180 (1) (C) of the Companies Act, 2013		
12.	To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate		
13.	To Alter the Main Object clause of Memorandum of Association of the Company:		
14.	Change of name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company:		

**Place:** Mumbai

**Date:**

\_\_\_\_\_  
**Signature of the Member**

**Or**

**Authorised Representative**

**Notes:**

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Please read the instructions printed overleaf carefully before exercising your vote.

**General Instructions:**

1. Shareholders have option to vote either through e-voting i.e., electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

**Instructions for voting physically on Assent / Dissent Form:**

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e., 5.00 p.m. on 12<sup>th</sup> June, 2024. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.

2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column “FOR” or dissent in the column “AGAINST” by placing a tick mark (V) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

**Blue Pearl Texspin Limited**

CIN: L36104MH1992PLC069447

Registered Office: 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009

Website: [www.bluepearltexspin.com](http://www.bluepearltexspin.com) Email ID: bluepearltexpin@gmail.com Contact No. 022-9699197884

**Proxy form**

**Form No. MGT-11**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]**

Name of the Member (s): .....
Registered Address: .....
E Mail ID: .....
Folio No. /DP ID and Client ID: .....

I/We, being the member (s) of ..... shares of the above-named Company, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 13<sup>th</sup> June, 2024 at 04:00 P.M at 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated in Notice.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

\_\_\_\_\_  
Signature of Proxy Shareholders

\_\_\_\_\_  
Signature of Shareholder

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.