

Office Nos. 15,16 & 17, Maker Chambers-III, 1st Floor, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021
Tel.: 4353 0400 • E-mail : bluechiptex@gmail.com • Website : bluechiptexindustrieslimited.com.
CIN : L17100MH1985PLC037514

Regd. Office: 410-411, Kapadia Chambers, 599, Jagannath Shankar Sheth Road, Chira Bazar, Kalbadevi, Mumbai 400 002.

21st August 2018.

Corporate Relationship Department,
The Bombay Stock Exchange Limited,
Dalal Street,
Mumbai – 400 001.

Dear Sirs,

Subject: Notice of the 33rd Annual General Meeting to be held on Tuesday, 11th September 2018

With reference to the captioned subject, enclosed herewith please find the Notice of the 33rd Annual General Meeting of Blue Chip Tex Industries Limited scheduled to be held on Tuesday, 11th September 2018 at 10:00 a.m. at M C Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Mumbai 400 001.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For BLUE CHIP TEX INDUSTRIES LIMITED,

(Ashok K. Khemani)
Managing Director.
(DIN: 00053623)

Encl. : a/a

33rd ANNUAL REPORT 2017-18

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF BLUE CHIP TEX INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, 11TH SEPTEMBER, 2018 AT 10:00 A.M. AT THE M. C. GHIA HALL, BHOGILAL HARGOVINDAS BUILDING , 18/20, K. DUBASH MARG, MUMBAI – 400 001 TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2018, the Reports of the Directors and Auditors thereon.
2. To declare final dividend of Rs.1.80/- per equity share
3. To appoint a Director in place of Mr. Shahin Nand Khemani (DIN 03296813) who retires by rotation and being eligible, offers himself for re-appointment;
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, re-enactment and amendments made from time to time), and pursuant to the recommendations of the Audit Committee of the Board of Directors, consent of the members be and is hereby accorded to ratify the appointment of M/s. D K P & Associates, Chartered Accountants, bearing Firm registration number 126305W as Statutory Auditors of the Company for the financial year 2018-19, on such remuneration as may be mutually agreed between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised, to take all such steps as may be deemed necessary and to do all such acts, deeds and things as may be considered necessary and incidental to give effect to the above resolutions.”

Special Business

5. **Ratification of remuneration of Cost Auditors and to pass, with or without modification, the following Resolution as an Ordinary Resolution :**

“RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable during the year 2018-19 to M/s NKJ & Associates, Practising Cost Accountants, Navi Mumbai, (Firm Registration No.101893) who have been appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-2019, amounting to INR 40,000/- exclusive of Goods and Service Tax and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the Audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any of the Director of the Company be and are hereby authorized to do all such acts, deeds, things such as intimation to the relevant authorities and other matters which are necessary, incidental, ancillary to give effect to aforesaid resolution including filling of relevant forms with the Registrar of Companies”.

6. **To obtain loan from Bank(s) and any other institution and to consider and if thought fit pass the following resolution with or without modification(s) in this regard as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any modifications or re-enactment thereof as amended from time to time and any other applicable provisions for the time being in force, and subject to such

BLUE CHIP TEX INDUSTRIES LIMITED

approvals, consents, sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to borrow from time to time, any sum or sums of monies as the Board may deem fit for the purpose of the business of the Company notwithstanding that the moneys to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and security premium, provided that the total outstanding amount so borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), shall not at any time exceed the sum of Rs. 100 crores.

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to this resolution including but not limited to filing of all necessary e-forms with the office of the Registrar of Companies, Mumbai."

7. **To approve remuneration payable to Mr. Rahul Khemani and to consider and if thought fit to pass the following resolution with or without modification(s) in this regard as a Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed at the Thirty First Annual General Meeting held on 16th July, 2016 and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the Act), read with Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014 and Schedule V and all other applicable provisions of the Companies Act, 2013, if any (including any statutory modification, re-enactment and amendments made from time to time) and other applicable Acts, rules, regulations if any and the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, the consent of the members be and is hereby accorded to pay remuneration to Mr. Rahul Khemani, Director (DIN: 03290468) with effect from 1st April, 2018, exceeding the limits specified under the provisions of Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as a Director, the Company has no profits or its profits are inadequate, Mr. Rahul Khemani shall be entitled to receive the minimum remuneration subject to the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be prescribed by Central Government from time to time.

RESOLVED FURTHER THAT the terms and conditions of the remuneration may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Nomination & Remuneration Committee thereof as may be constituted) as it may in its discretion deem fit within the maximum amount payable to the Director in accordance with the provisions of the Companies Act, 2013 and subject to such other modification/amendments made thereunder.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorised do all such acts as may be necessary to give effect to the aforesaid resolution."

8. **To approve remuneration payable to Mr. Shahin Khemani and to consider and if thought fit to pass the following resolution with or without modification(s) in this regard as a Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed at the Thirty First Annual General Meeting held on 16th July, 2016 and pursuant to the provisions of Section 197 of the Companies Act, 2013 (the Act), read with Companies (Appointment & Remuneration of Managerial Personnel) Rule, 2014 and Schedule V and all other applicable provisions of the Companies Act, 2013, if any (including any statutory modification, re-enactment and amendments made from time to time) and other applicable Acts, rules, regulations if any and the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, the consent of the members be and is hereby accorded to pay remuneration to Mr. Shahin Khemani, Director (DIN: 03296813) with effect from 1st April, 2018, exceeding the limits specified under the provisions of Section 197 of the Companies Act, 2013.

33rd ANNUAL REPORT 2017-18

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure as a Director, the Company has no profits or its profits are inadequate, Mr. Shahin Khemani shall be entitled to receive the minimum remuneration subject to the provision of Section 197 read with Schedule V to Companies Act, 2013 or as may be prescribed by Central Government from time to time.

RESOLVED FURTHER THAT the terms and conditions of the remuneration may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Nomination & Remuneration Committee thereof as may be constituted) as it may in its discretion deem fit within the maximum amount payable to the Director in accordance with the provisions of the Companies Act, 2013 and subject to such other modification/amendments made thereunder.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorised do all such acts as may be necessary to give effect to the aforesaid resolution."

9. To approve shifting of registered office from the "state of Maharashtra" to the "Union Territory of Dadra & Nagar Haveli and to consider and if thought fit to pass the following resolution with or without modification(s) in this regard as a Special Resolution:

"RESOLVED THAT pursuant to Section 12, 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and all the other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s), amendment(s) re-enactments(s) thereof for the time being in force]and subject to the approval of the Regional Director and all other concerned authorities, as may be required, the consent of the members be and is hereby accorded to shift the Registered Office of the Company from 410-411, Kapadia Chambers, 599, Jagannath Shankar Sheth Road, Chira Bazar, Kalbadevi Mumbai-400002 to Plot No. 63-B, Danudyog Sahakari Sangh Ltd., Village Piparia, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following:

"II. The Registered Office of the Company will be situated in Union Territory of Dadra & Nagar Haveli i.e within the jurisdiction of Registrar of Companies at Gujarat."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company, be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard."

By order of the Board

Ashok Kishinchand Khemani
Managing Director
DIN: - 00053623

Place : Mumbai

Date : 03rd August, 2018

Registered Office:

410-411, Kapadia Chambers,
599, Jagannath Shankar
Sheth Road, Chira Bazar, Kalbadevi,
Mumbai - 400002

BLUE CHIP TEX INDUSTRIES LIMITED

Notes:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the Corporate office of the Company not less than 48 hours before the commencement of the meeting;
- 2) A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 as a proxy for any other person or shareholder;
- 3) The Register of Members and Transfer Books of the Company will be closed from Tuesday, 4th September, 2018 to Monday, 10th September, 2018 (both days inclusive)
- 4) If the Final Dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or before 10th October, 2018 as under;
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Monday, 3rd September, 2018;
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Monday, 3rd September, 2018.
- 5) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agent, M/s. Bigshare Services Pvt. Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Bigshare Services Pvt. Ltd;
- 6) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s. Bigshare Services Pvt. Ltd for assistance in this regard. Further, BSE has issued a Circular on July 05, 2018 vide Gazette notification dated June 8, 2018 and have specified that with effect from December 5, 2018, transfer of shares shall be in dematerialized form only hence the members are requested to convert the shares from Physical form to dematerialized mode.
- 7) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrars and Transfer Agent, M/s. Bigshare Services Pvt. Ltd, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon;
- 8) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;
- 9) Members desirous of obtaining any information or clarifications on the Accounts, Annual Report and Operations of the Company, are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting;

33rd ANNUAL REPORT 2017-18

- 10) Transfer of Unclaimed/Unpaid amounts and share to the Investor Education and Protection Fund (IEPF): Pursuant to section 123, 124 and 125 of Companies Act, 2013 read with Investor Education & Protection Fund Authority Rules, 2016 all unclaimed/unpaid dividend, application money, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company and shares against the same have been transferred to the IEPF established by the Central Government. No claim shall lie against the Company for the amounts so transferred to Investor Education and Protection Fund of Central Government;
- 11) Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, M/s. Bigshare Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai : 400 059
Tel No: 022 - 62638200
Fax No.: 022 -62638299
Email : investor@bigshareonline.com

Members wishing to claim dividends, which remain unclaimed, are requested to send a correspond at Office no. 17, Maker Chambers III, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021. Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, be transferred to the Investor Education and Protection Fund as per Section 125 of the Companies Act, 2013 read with relevant rules;

- 12) The following are the details of dividend paid by the Company and its respective due date of transfer of such fund to the Investor Education and Protection Fund, which remain unpaid:

Sr. No.	Date of Declaration	Dividend for the year	Due date of transfer to the Investor Education and Protection Fund
1	20.09.2010	2009-2010	19.10.2017
2	11.08.2011	2010-2011	10.09.2018
3	17.09.2012	2011-2012	17.10.2019
4	21.08.2013	2012-2013	20.09.2020
5	09.09.2014	2013-2014	08.10.2021
6	23.07.2015	2014-2015	22.08.2022
7	16.07.2016	2015-2016	15.08.2023
8	29.08.2017	2016-2017	28.09.2024

It may be noted that the claimant of the Dividend shall be entitle to claim the amount of Dividend so entitled from Unpaid Equity Dividend Account in accordance with the procedure and submission of such documents as may be prescribed. In view of the above, those Shareholders who have not encashed their dividend warrants are advised to send all the unclaimed dividend warrants to the Registrar & Share Transfer Agents or to the corporate office of the Company for revalidation and encash them before the due date for transfer to the Central Government.

- 13) Particulars of the dividend and shares transferred to the General Revenue Account of the Central Government i.e. Investor Education & Protection Fund during the Financial Year ended March 31, 2018 pursuant to Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978:

BLUE CHIP TEX INDUSTRIES LIMITED

Sr. No.	Date of Declaration of Dividend	Dividend for the Financial Year	Amount transferred to Investor Education & Protection Fund (₹)	Date of transfer to Investor Education & Protection Fund
1	20.09.2010	2009-2010	1,22,993	31.10.2017

In view of the above, the Company has transferred 103,952 equity shares to IEPF authority.

- 14) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company/Depositories;
- 15) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice;
- 16) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting;
- 17) Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting;
- 18) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting;
- 19) All documents referred to in the notice are open for inspection at the registered office of the Company between Business hours on all working days up to the date of the Meeting;
- 20) As per the provisions of the Companies Act, 2013 facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company;

21) E- voting:

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

Process for E –Voting :

The procedure and instructions for e-voting are as follows:

- i. The voting period begins from 09.00 a.m. on Friday, 7th September, 2018 and ends at 5.00 p.m. on Monday, 10th September, 2018, During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 4th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
- ii. The shareholders should log on to the e-voting website www.evotingindia.com;
- iii. Click on Shareholders;

33rd ANNUAL REPORT 2017-18

- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company;
- v. Next enter the Image Verification as displayed and Click on Login;
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab;
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details;
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote;
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote;
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page;

BLUE CHIP TEX INDUSTRIES LIMITED

- xvii. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as **Corporates**.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 22) Mr. Pramod S. Shah, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes casts at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit the consolidated scrutinizer report not later than three days of conclusion of the meeting of the total votes cast in favour or against, if any, to the Chairman of the Company;
- 23) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.bluechiptexindustrieslimited.com and on the website of CDSL immediately after the result is declared by the Chairman.
- 24) The requirements of the Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 pertaining to the profile of the director to be re-appointed is enclosed as Annexure I;

Place : Mumbai

Date : 03rd August, 2018

Registered Office:

410-411, Kapadia Chambers,
599, Jagannath Shankar
Sheth Road, Chira Bazar,
Kalbadevi Mumbai-400002

By order of the Board
Ashok Kishinchand Khemani
Managing Director
DIN:-00053623

33rd ANNUAL REPORT 2017-18

Annexure 1

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Mr. Shahin Khemani

Director

Name of the Director	Mr. Shahin Khemani
Director Identification Number	03296813
Date of Appointment	1 st November, 2010
Brief resume and nature of his expertise in specific functional area	Mr. Shahin is B.M.S. degree holder from Mumbai university and has done MSC in technology entrepreneurship from university college of London. He has experience of 10 years in Textile Industry.
Disclosure of relationship between directors inter-se	Mr. Ashok Khemani, Managing director of the Company is a brother of Mr. Nand Khemanai (father of Mr. Shahin Khemani)
Names of listed entities in which he holds the directorship and the membership of the committee of the board	He is a member of Stakeholders Relationship Committee of Blue Chip Tex Industries Limited.
Number of shares held in the Company	28600

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

Item No. 5 (Ratification of remuneration payable to cost auditor)

The Board of Directors of the Company at its meeting held on May 25th 2018, on the recommendation of the Audit Committee, had approved the appointment of M/s NKJ & Associates, Practising Cost Accountant, Navi Mumbai, (Firm Registration No.101893) as the cost auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2018-2019 and the remuneration payable to them. In accordance with the provisions of section 148 of the Companies Act, 2013 and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out In Item No. 5 for ratification of remuneration payable to the Cost Auditor for conducting the Audit of the cost records of the Company, for the financial year ended 31st March, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No.5.

Item No. 6 (Enhancing borrowing limit)

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up share capital, free reserves and security premium unless the Shareholders have authorized the Board to borrow the monies up to

BLUE CHIP TEX INDUSTRIES LIMITED

such higher limits. In order to finance the growth in the business of the Company, it is proposed to enhance the power of Board of Directors to borrow money in the form of Loan / Letter of Credit and any other forms of financial assistance from various banks, Financial Institutions up to a sum not exceeding INR 100 Crores.

The approval of the Members of the Company is therefore sought on item no.6 of this Notice by way of a Special Resolution.

Pursuant to the applicable provisions of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

Item No. 7 (Remuneration payable to Mr. Rahul Khemani)

It is proposed to increase the current remuneration paid to Mr. Rahul Khemani, Director (DIN: 03290468), based on his commitment to work. Mr. Rahul Khemani has good experience in the field of Textile Industry and is devoting his substantial time and efforts in the Business of the Company.

In the Meeting of the Board of Directors held on 3rd August, 2018, the Directors of the Company has approved payment of Increased remuneration to Mr. Rahul Khemani, Director (DIN: 03290468) for the period commencing from 1st April, 2018 to INR 36,00,000 p.a. and subject to compliance of schedule V and Section 197 of the Companies Act, 2013 and approval of shareholders.

The aforesaid revisions in the terms of remuneration of Mr. Rahul Khemani, Director, requires the approval of the Shareholders under Section 197 of the Companies Act, 2013 read with Schedule V to the Act. The Board accordingly recommends passing of the resolutions as a special resolution, as set out in item no. 7 of the accompanying notice. The approval of the members is sought for the same.

None of the directors except Mr. Ashok Khemani, Managing Director, being father of Mr. Rahul Khemani and Mr. Rahul Khemani and his relatives are deemed to be concerned or interested in this Resolution.

Item No. 8 (Remuneration payable to Mr. Shahin Khemani)

It is proposed to increase the current remuneration paid to Mr. Shahin Khemani, Director (DIN:03296813), based on his commitment to work. Mr. Shahin Khemani has good experience in the field of Textile Industry and is devoting his substantial time and efforts in the Business of the Company.

In the Meeting of the Board of Directors held on 3rd August, 2018, the Directors of the Company has approved payment of Increased remuneration to Mr. Shahin Khemani, Director (DIN: 03296813) for the period commencing from 1st April, 2018 to INR 36,00,000 p.a. and subject to compliance of schedule V and Section 197 of the Companies Act, 2013 and approval of shareholders.

The aforesaid revisions in the terms of remuneration of Mr. Shahin Khemani, Director, requires the approval of the Shareholders under Section 197 of the Companies Act, 2013 read with Schedule V to the Act. The Board accordingly recommends passing of the resolutions as a special resolution, as set out in item no. 8 of the accompanying notice. The approval of the members is sought for the same.

None of the directors except Mr. Shahin Khemani and his relatives are deemed to be concerned or interested in the resolution.

Item No. 9 (Change in the registered office of the Company from the state of Maharashtra to the Union Territory of Dadra and Nagar Haveli)

The Registered Office of the Company is presently situated in Mumbai within the Jurisdiction of the Registrar of Companies, Mumbai. However, the management and the Administration processes are mostly carried out from Silvassa, Union Territory of Dadra and Nagar Haveli.

In keeping the view of smooth functioning and efficient management of the business, which will allow speedy communication, more conveniently, effectively and economically, the Company has decided to shift the Registered Office of the Company from the state of Maharashtra to the Union Territory of Dadra & Nagar Haveli.

33rd ANNUAL REPORT 2017-18

Shifting of registered office from state of Maharashtra to the Union Territory of Dadra & Nagar Haveli requires alteration in clause II of Memorandum of Association of the Company and for such alteration approval of the members by way of Special Resolution is necessary to give effect to such change in Registered Office. Hence members approval is sought to give effect to the aforesaid resolution.

The proposed change will in no way be detrimental to the interest of any members of public, employees or other association of the company in any manner whatsoever.

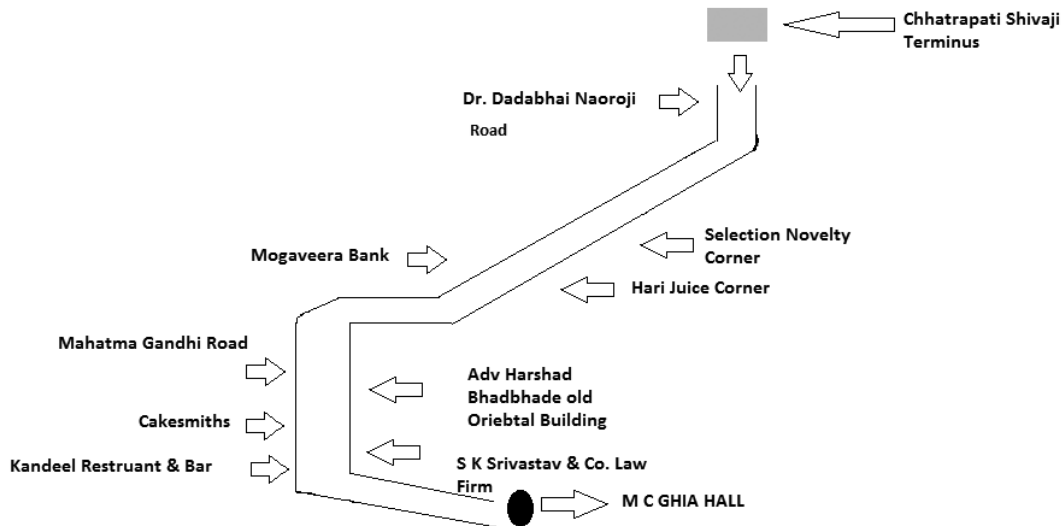
None of the directors of the company and their relatives are in any way concerned or interested in the aforesaid resolution except to the extent of their shareholdings and/or concerns in the Company, companies, bodies corporate in which they may be interested directly either as a member(s) and /or as a Director(s) and/or otherwise.

Place : Mumbai
Date : 03rd August, 2018

Registered Office:
410-411, Kapadia Chambers,
599, Jagannath Shankar
Sheth Road, Chira Bazar,
Kalbadevi Mumbai-400002

By order of the Board
Ashok Kishinchand Khemani
Managing Director
DIN:-00053623

ROUTE MAP



Form No. MGT 11
Proxy form

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

CIN: L17100MH1985PLC037514

Name of the Company: **BLUE CHIP TEX INDUSTRIES LIMITED**
Registered office: 410-411, Kapadia Chambers, 599, Jagannath Shankar Sheth Road,
Chira Bazar, Kalbadevi, Mumbai-400002

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No./Client ID :	
DP ID :	

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

Sr. No.	Name	Address	E-mail ID	Signature
1				
2				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 33rd Annual general meeting of the company, to be held on the Tuesday, 11th September, 2018 at 10.00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Mumbai-400 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....
- 6.....
- 7.....
- 8.....
- 9.....

**Affix
Revenue
Stamp**

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office (i.e. Office No. 17, Maker Chambers-III, Jamnala Bajaj Road, Nariman Point, Mumbai-400021) of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

BLUE CHIP TEX INDUSTRIES LIMITED

Registered office: 410-411, Kapadia Chambers, 599, Jagannath Shankar Sheth Road,
Chira Bazar, Kalbadevi, Mumbai-400002

CIN: L17100MH1985PLC037514

Name of the Member :	
Registered Folio No.:	No. of Shares held:
Client ID No.:	DP ID No.:

(Please write your name in BLOCK Letters)

I/We hereby record my/our presence at the 33rd annual general meeting of the Company, to be held on Tuesday, 11th September, 2018 at 10.00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Mumbai-400 001

Members/Proxy's Signature
(To be signed at the time of handing over this slip)

NOTES :

1. Members/Proxy holders are requested to bring their copy of the Notice and Annual Report with them at the meeting.
2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.