

**Regd. & Adm. Office :** 7 'JASVILE' Opp. Liberty Cinema, 9, New Marine Lines, Mumbai - 400 020.  
Tel.: 2200 0488 / 2200 5652 • Fax : 2200 6437 • Email : [bklon@vsnl.com](mailto:bklon@vsnl.com)

Email: [bluechiptex@gmail.com](mailto:bluechiptex@gmail.com)

**PROCEEDINGS OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING OF BLUE CHIP TEX INDUSTRIES LIMITED HELD ON AUGUST 21, 2013 AT 10:00 A.M. AT M.C. GHIA HALL, HARGOVINDAS BUILDING, 18/20, K. DUBASH MARG, MUMBAI 400 023**

**DIRECTORS PRESENT:**

Mr. Nand Kishinchand Khemani	- Chairman & Managing Director
Mr. Ashok Kishinchand Khemani	- Director
Mr. Kumar Saturgun Nathani	- Director
Mr. Shahin Khemani	- Director

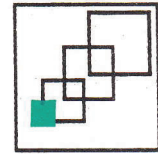
**IN ATTENDANCE:**

Mr. Saurabh Shah	- On behalf of Practising Company Secretary - Pramod Shah & Associates
Mr. Akshay Shah	- Statutory Auditor (Rajendra & Co, Chartered Accountants)
Mr. Arun Chokra	- Compliance Officer

**63** Members were present.

Mr. Nand K. Khemani chaired the meeting and announced that since the requisite quorum for the meeting was present, the formal proceedings of the meeting could commence. He then extended a warm welcome to the members present.

The Chairman announced that valid proxies numbering **15** and covering in all **1,26,900** Equity Shares representing **6.424%** of the total Equity Shares of the



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Company were received. He further stated that the Register of Proxies and the Register of Directors' Shareholding under Section 307 of the Companies Act, 1956, were open for inspection of the members during the meeting. He then introduced his colleagues on the Board to the members.

With the consent of the members present, the notice convening the Meeting alongwith the Audited Accounts and the Directors' Report were taken as read. Thereafter at the request of the Chairman, Mr. Akshay Shah read out the Auditor's Report and the Annexure to the Auditor's Report was taken as read with the permission of the members.

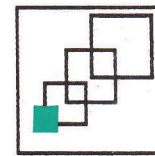
**1. The first resolution was an Ordinary resolution:**

The following resolution was proposed by Mr. Bharat Shah

**"RESOLVED THAT** the audited Balance Sheet as at 31<sup>st</sup> March, 2013 and Profit & Loss Account for the year ended on that date and the Directors' Report and the Auditor's Report thereon, be and are hereby adopted."

The Chairman invited the queries from the Shareholders. Some of the shareholders raised queries on the financials of the Company. The Chairman and the Auditor of the Company suitably and satisfactorily clarified / replied to the queries. The resolution was then put to vote after addressing to the queries of the Shareholders.

The Resolution then was seconded by Mr. J. P. Maheshwari and on show of hands, the Chairman declared the resolution as carried unanimously.



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**2. The second resolution was an Ordinary Resolution.**

The following resolution was proposed by Ms. Lekha Shah and seconded by Mr. Anil Parekh.

**"RESOLVED THAT** the dividend @ 9% on each Equity share of the face value of INR 10 for the year ended 31<sup>st</sup> March, 2013 be and is hereby approved after deduction of tax at source and paid to the shareholders of the Company whose names appear in the Register of Members as on the date fixed by the Board of Directors.

The resolution was then put to vote and on show of hands, the Chairman declared the resolution as carried unanimously.

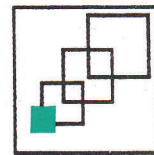
**3. The third resolution was an Ordinary Resolution.**

The following resolution was proposed by Mr. Nimesh Shah and seconded by Mr. Bimal Kumar Agrawal

**"RESOLVED THAT** Mr. Kumar Nathani, Director of the Company who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that the period of office of the Director shall be liable to determination by retirement by rotation."

The resolution was then put to vote and on show of hands, the Chairman declared the resolution as carried unanimously.





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**4. The fourth resolution was an Ordinary Resolution.**

The following resolution was proposed by Mr. Anil Gabria and seconded by Mr. Bharat Negandhi

**"RESOLVED THAT** Mr. Rahul Khemani, Director of the Company who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that the period of office of the Director shall be liable to determination by retirement by rotation."

The resolution was then put to vote and on show of hands, the Chairman declared the resolution as carried unanimously.

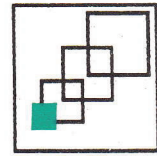
**5. The fifth resolution was an Ordinary Resolution.**

The following resolution was proposed by Mr. Yusuf Rangwala and seconded by Mr. R.F. Batiwala

**"RESOLVED THAT** M/s. Rajendra & Co. Chartered Accountants, Mumbai, being retiring Auditors of the Company, bearing Registration No. 108355W, be and are hereby re-appointment as Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting until conclusion of the next Annual General Meeting on such remuneration as may be determined by Mr. Nand Khemani, Managing Director of the Company in consultation with the Auditors."

The resolution was then put to vote and on show of hands, the Chairman declared the resolution as carried unanimously.





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As there was no other business to be transacted the meeting concluded with vote of thanks to the Chair.

Date: 21st August, 2013

A handwritten signature in blue ink, appearing to read "N.K. Iyer", written over a horizontal line.

**CHAIRMAN**

Place: Mumbai.