



TEX INDUSTRIES LTD.



Corporate Office : 15,16 & 17, Maker Chambers-III, 1st Floor, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021
Tel.: 91 22 4353 0400 • E-mail : bluechiptex@gmail.com • Website : bluechiptexindustrieslimited.com
CIN : L17100DN1985PLC005561

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

NOTICE is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (the "MCA Circulars") in view of COVID-19 pandemic and any other applicable laws and regulations, the following special business is proposed to be passed by the Members of Blue Chip Tex Industries Limited (the "Company") through Postal Ballot via remote e-voting.

Approval of Material Related Party Transaction(s) with Beekaylon Synthetics Private Limited:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ('SEBI Listing Regulations') and the Company's policy on Related Party Transactions, approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board'), to enter into contract(s)/ arrangement(s)/ transaction(s) with Beekaylon Synthetics Private Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, for purchase and sale of yarn, raw materials, packing materials, store materials and other resources on such terms and conditions, as the Board may deem fit, for the period of five years commencing from Financial Year 2022-23 to Financial Year 2026-27 up to a maximum aggregate value of ₹ 300 crores for each financial year, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any acts/transactions done after 1st April, 2022 and upto the date of passing of this resolution, be and are hereby approved and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps as it may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

**By order of the Board of Directors
For Blue Chip Tex Industries Limited**

**Bhumit .M. Dharod
Company Secretary & Compliance Officer
Membership No: ACS 51555**

Place: Mumbai

Date: 4th March, 2022

Registered Office:

Plot no. 63-B, Danudyog Sahakari Sangh Limited,
Village Piparia, Silvassa, Dadra & Nagar Haveli- 396 230

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act setting out all material facts and reasons for the proposed resolution is annexed hereto.
2. All the material documents referred to in this notice, shall be available for inspection through electronic mode from 16th March, 2022 to 14th April, 2022. Members who wish to inspect the documents are requested to send an email at bluechiptex@gmail.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
3. The Board of Directors of the Company have appointed Mr. Pramod .S. Shah, Partner at M/s Pramod .S. Shah & Associates, Practicing Company Secretary (Membership no. F-334 / CP No. 3804) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and be available for the said purpose.
4. On account of the outbreak of the COVID-19 pandemic and in accordance with the MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot.
5. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, 11th March, 2022 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Bigshare Services Private Limited (the "RTA"), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date should treat this Notice for information only. This Notice is also available at the Company's website: www.bluechiptexindustrieslimited.com and the website of the

Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular dated 9th December, 2020 on remote e-voting facility provided by listed entities, and the applicable MCA circulars, the Company is pleased to offer remote e-voting facility to Members to cast their vote electronically.
7. The Company has engaged CDSL (hereinafter referred to as CDSL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot.
8. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - i. The remote e-voting period commences on Wednesday, 16th March, 2022 at 9:00 a.m. IST and ends on Thursday, 14th April, 2022 at 5:00 p.m. IST. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, 11th March, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change his/her vote subsequently or cast the vote again.
 - ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members resolutions, and individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access remote e-voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual Members holding securities in mode with CDSL / NSDL is given below:

Type of Members	Login method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the eVoting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service provider's website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link available on

	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 able to see the eVoting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 'Member/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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Members (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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.

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

- iii. Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

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

iv. Login method for e-Voting for **Physical Members and Members other than individual holding in Demat form:**

1. The Members should log on to the e-voting website www.evotingindia.com.
2. Click on "Members" module.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.

v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

vi. If you are a first time user follow the steps given below:

For Physical Members and other than individual Members holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (3).

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the relevant Company' Name i.e. Blue Chip Tex Industries Limited on which you choose to vote.

xi. 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.

- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the 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.
- xvii. Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.
- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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.
 - Alternatively Non-Individual Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address i.e. pramodshah361@gmail.com and to the Company at the email address i.e. bluechiptex@gmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xviii. If the Members have any queries or issues regarding remote e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.
- xix. In case of any grievances connected with the facility for remote e-voting, members may contact Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or email helpdesk.evoting@cdslindia.com or call on 022- 23058738 and 22-23058542-43 or 1800225533.

9. PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical Members- 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 Members - Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
10. The Scrutinizer will submit the results of the remote e-voting to the Managing Director of the Company or the Authorized Officer(s) of the Company after completion of the scrutiny of the e-voting. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.bluechiptexindustrieslimited.com, on the website of CDSL at www.evotingindia.com and shall be communicated to the Stock Exchange where the Company's shares are listed i.e. BSE Limited at www.bseindia.com, on or before Saturday, 16th April, 2022 and shall be displayed at the Registered Office as well as Corporate Office of the Company.
11. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same was passed at a general meeting of the Members convened in that regard. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Thursday, 14th April, 2022.

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

Cost effective purchase / sale of raw materials, yarn, packing materials, store materials and other resources of desired quality are a key requirement for the Company. The Company intends to enter into various transactions with Beekaylon Synthetics Private Limited ('BSPL') to have consistent control over quality. These transactions will not only help the Company to manage operations smoothly but also ensure consistent flow of desired quality and quantity of facilities for uninterrupted operations.

As per the requirements of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ('Listing Regulations'), all material related party transactions shall require the prior approval of Members through a resolution. Further, the explanation to Regulation 23(1) of the Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

BSPL is a related party in terms of Regulation 2(1)(zb) of the Listing Regulations. The estimated maximum aggregate value of the transaction(s) with BSPL for the period of five years commencing from Financial Year 2022-23 to Financial Year 2026-27 is ₹ 300 crores for each financial year. The aggregate value as mentioned will cross the materiality threshold of 10% of the annual turnover of the Company.

The Audit Committee reviews all the information provided by the management pertaining to the related party transactions as well as rationale for the said transactions. Further, the said related party transactions also qualifies as a transactions under ordinary course of business and at arm's length basis.

The proposed Material Related Party Transaction(s) for Financial Year 2022-23 to Financial Year 2026-27, for which approval is being sought, were unanimously approved by the Audit Committee and the Board of Directors ('Board') on 3rd March, 2022.

The Audit Committee and the Board is of the opinion that the aforesaid related party transactions are in the best interests of the Company. The Board, therefore, recommends the Ordinary Resolution set out in the Notice for the approval of the Members in terms of Regulation 23(4) of the Listing Regulations.

Pursuant to Regulation 23 of the Listing Regulations, all Material Related Party Transactions require approval of the Members by way of an Ordinary resolution and all entities falling under the definition of "Related Party" shall abstain from voting, irrespective of whether the entity is a party to the particular transaction or not. Hence, the Promoter entities of the Company shall abstain from voting for this resolution.

Disclosures under Companies Act and Listing Regulations:

Sr.no	Particulars	Disclosures
1	Name of the Related Party	Beekaylon Synthetics Private Limited ('BSPL')
2	Name of the Director or KMP who is related	1. Mr. Shahin .N. Khemani 2. Mr. Rahul .A. Khemani 3. Mr. Siddharth .A. Khemani
3	Nature of Relationship	BSPL is a part of the Promoter Group (24.67 % of Equity Share Capital)
4	Nature, material terms, monetary value and particulars of the contracts or arrangements	The transaction involves purchase and sale of raw materials, yarn, packing materials, store materials and other resources with BSPL. The estimated

		maximum aggregate value of the transaction(s) with BSPL for the period of five years commencing from Financial Year 2022-23 to Financial Year 2026-27 is ₹ 300 crores for each financial year.
5	Any other information relevant or important for the Members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013
6	A summary of the information provided by the management of the Company to the Audit Committee	The Board informed the Audit Committee ('Committee') that related party transactions with BSPL are repetitive in nature. The Board also informed that the transactions will be in the ordinary course of business and at arm's length basis. Based on the information shared by the Board, the Committee granted omnibus approval to enter into transactions with BSPL for the period of five years commencing from Financial Year 2022-23 to Financial Year 2026-27 up to a maximum aggregate value of ₹ 300 crores for each financial year.
7	Justification for why the proposed transaction is in the interest of the listed entity	Cost effective purchase / sale of raw materials, yarn, packing materials, store materials and other resources of desired quality are a key requirement for the Company. The Company intends to enter into various transactions with BSPL to have consistent control over quality. These transactions will not only help the Company to manage operations smoothly but also ensure consistent flow of desired quality and quantity of facilities for uninterrupted operations.
8	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email addresses of the shareholders	Not applicable

Mr. Shahin .N. Khemani, Mr. Rahul .A. Khemani and Mr. Siddharth .A. Khemani may be deemed to be interested in the above ordinary resolution by virtue of their holding management position in BSPL. None of the directors and Key Managerial Personnel of the Company and their relatives, except as stated above, may be deemed to be concerned/ interested financially or otherwise, in the Resolution set out in the Notice.

**By order of the Board of Directors
For Blue Chip Tex Industries Limited**

**Bhumit .M. Dharod
Company Secretary & Compliance Officer
Membership No: ACS 51555**

Place: Mumbai
Date: 4th March, 2022

Registered Office:
Plot no. 63-B, Danudyog Sahakari Sangh Limited,
Village Piparia, Silvassa, Dadra & Nagar Haveli- 396 230