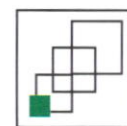




TEX INDUSTRIES LTD.



Blue Chip

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

**Date: 26<sup>th</sup> May, 2022**

To,  
Dept. of Corporate Services (CRD)  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Scrip Code: 506981**

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Postal Ballot**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated 26<sup>th</sup> May, 2022 together with the Explanatory Statement thereto, seeking approval of the Members of Blue Chip Tex Industries Limited ("the Company") on the following items of special business, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities & Exchange Board of India ("SEBI") in this regard:

Sr.no	Particular	Type of Resolution
1	To approve the appointment of Mr. Abhishek Sunil Kamdar (DIN: 06422005) as an Independent Director of the Company	Special Resolution
2	To obtain 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	Special Resolution

In compliance with the applicable circulars, the Postal Ballot Notice will be sent to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with Depositories, Company and/or Bigshare Services Private Limited ("RTA") as on 27<sup>th</sup> May, 2022 (cut-off date). The Postal Ballot Notice is also being uploaded on the Company's website [www.bluechiptexindustrieslimited.com/GeneralMeeting.html](http://www.bluechiptexindustrieslimited.com/GeneralMeeting.html).

The Board of Directors have appointed Mr. Pramod .S. Shah, Partner at M/s Pramod .S. Shah & Associates, Practicing Company Secretaries (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.

Regd. Office : Plot No. 63-B, Danudyog Sahakari Sangh Ltd., Village Piparia, Slivassa - 396 230. Dadra & Nagar Haveli (U.T.)

Works : 63-B Danudyog Sahakari Sangh Ltd. Piparia, Slivassa - 396 230. Dadra & Nagar Haveli (U.T.) • Tel.: 91 9904011553 • 9924422247

45 B, Government Industrial Estate, Village - Masat, Slivassa - 396 230. Dadra & Nagar Haveli (U.T.) • Tel.: 91 260 2640842



The Company has engaged CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Wednesday, 1<sup>st</sup> June, 2022 at 9:00 A.M. IST and shall end on Thursday, 30<sup>th</sup> June, 2022 at 5:00 P.M. IST. The Postal Ballot Notice is also being uploaded on the website of CDSL at <https://www.evotingindia.com/noticeResults.jsp>.

The result of the Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website at [www.bluechiptexindustrieslimited.com](http://www.bluechiptexindustrieslimited.com), on the website of CDSL at [www.evotingindia.com](http://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](http://www.bseindia.com), on or before Saturday, 2<sup>nd</sup> July, 2022.

The Calendar of events for the proposed postal ballot process is as follows:

Sr.no	Particulars	Date
1	Date on which consent is given by the Scrutinizer	18.05.2022
2	Date of Board Resolution authorizing the Director(s) and the Company Secretary to be responsible for the entire Postal Ballot process	26.05.2022
3	Date of appointment of the Scrutinizer	26.05.2022
4	Record Date for determining members to whom Postal Ballot Notice is to be sent	27.05.2022
5	Date of completion of dispatch of Notice	30.05.2022
6	Date of publishing Advertisement in Newspaper	31.05.2022
7	Date of Commencement of Voting by Electronic Mode	01.06.2022
8	Last date for Voting by Electronic Mode	30.06.2022
9	Date on which Resolution will be deemed to be passed	30.06.2022
10	Date of submission of the Report by the Scrutinizer	On or before 02.07.2022
11	Date of declaration of the result	On or before 02.07.2022
12	Last date of signing of Minutes	30.07.2022

This is for your information and appropriate dissemination.

Yours truly,

**For Blue Chip Tex Industries Limited**

*Bhumit .M. Dharod*

**Bhumit .M. Dharod**

**Company Secretary & Compliance Officer**

**Membership No.: ACS 51555**

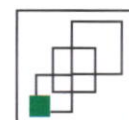


**Encl: as above**





TEX INDUSTRIES LTD.



Blue Chip

**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 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021 and 3/2022 dated 5<sup>th</sup> May, 2022 (the "MCA Circulars") in view of COVID-19 pandemic and any other applicable laws and regulations, the following items of special business are proposed to be passed by the Members of Blue Chip Tex Industries Limited (the "Company") through Postal Ballot via remote e-voting.

#### **Item no. 1: To approve the appointment of Mr. Abhishek Sunil Kamdar (DIN: 06422005) as an Independent Director of the Company**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Abhishek Sunil Kamdar (DIN: 06422005), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Abhishek 's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 1<sup>st</sup> July, 2022 upto 30<sup>th</sup> June, 2027."

**Regd. Office :** Plot No. 63-B, Danudyog Sahakari Sangh Ltd., Village Piparia, Slivassa - 396 230. Dadra & Nagar Haveli (U.T.)

**Works :** 63-B Danudyog Sahakari Sangh Ltd. Piparia, Slivassa - 396 230. Dadra & Nagar Haveli (U.T.) • Tel.: 91 9904011553 • 9924422247  
45 B, Government Industrial Estate, Village - Masat, Slivassa - 396 230. Dadra & Nagar Haveli (U.T.) • Tel.: 91 260 2640842



**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Item no. 2: To obtain 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, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 300 Crores (Rupees Three Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**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:** 26<sup>th</sup> May, 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 Section 102 read with section 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 1<sup>st</sup> June, 2022 to 30<sup>th</sup> June, 2022. Members who wish to inspect the documents are requested to send an email at [bluechiptex@gmail.com](mailto: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, 27<sup>th</sup> May, 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](http://www.bluechiptexindustrieslimited.com) and the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://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 9<sup>th</sup> 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, 1<sup>st</sup> June, 2022 at 9:00 a.m. IST and ends on Thursday, 30<sup>th</sup> June, 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, 27<sup>th</sup> May, 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 resolutions 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 9<sup>th</sup> 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 demat mode with CDSL / NSDL is given below:

<b>Type of Members</b>	<b>Login method</b>
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Members holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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</li> </ol>



	<p>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.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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.</p>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <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

- 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](http://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.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

<b>For Physical Members and other than individual Members holding shares in Demat</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. 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.
- vii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for the relevant Company' Name i.e. Blue Chip Tex Industries Limited on which you choose to vote.



- ix. 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.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv. 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.
- xv. 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](http://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](mailto: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](mailto: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](mailto:pramodshah361@gmail.com) and to the Company at the email address i.e. [bluechiptex@gmail.com](mailto: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.



- xvi. 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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
- xvii. In case of any grievances connected with the facility for remote e-voting, members may contact Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or email [helpdesk.evoting@cdslindia.com](mailto: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 a person authorized by him in writing, 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](http://www.bluechiptexindustrieslimited.com), on the website of CDSL at [www.evotingindia.com](http://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](http://www.bseindia.com), on or before Saturday, 2<sup>nd</sup> July, 2022 and shall be displayed at the Registered Office as well as Corporate Office of the Company.
11. Resolutions 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 resolutions, 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, 30<sup>th</sup> June, 2022.



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

### **Item no. 1:**

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Abhishek Sunil Kamdar (DIN: 06422005) for the office of Independent Director of the Company.

Mr. Abhishek, is a BE in Computer Engineering and MBA from Indian School of Business, Hyderabad. He has been in the fields of finance and management consulting for over 10 years. He has worked with Rothschild (India) Private Limited as a Finance Analyst from June, 2012 till April, 2014. Currently he is partner in Value Plus Advisors LLP, where he is working with SMEs in the areas of strategy, operations, finance and HR consulting. He has also partnered with several Indian and global companies on their turnaround and growth journeys.

The other details of Mr. Abhishek in terms of Regulation 36(3) of the SEBI Listing Regulations and SS-2 is annexed to this Notice. Mr. Abhishek is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Abhishek fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Abhishek's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at item no. 1 of this Notice relating to the appointment of Mr. Abhishek as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 1<sup>st</sup> July, 2022 upto 30<sup>th</sup> June, 2027, for your approval.

Mr. Abhishek has given a declaration to the Board that he meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 of the SEBI Listing Regulations.

Further, the Company has also received:

- i. the consent in writing to act as Director;
- ii. intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and
- iii. a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Mr. Abhishek as Independent Director setting out the terms & conditions would be available for inspection through electronic mode without any fee by the members. The same has also been put up on the Company website [www.bluechiptexindustrieslimited.com](http://www.bluechiptexindustrieslimited.com).

Except, Mr. Abhishek Sunil Kamdar, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at item no. 1 of the Notice.



**Item no. 2:**

The provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on 31<sup>st</sup> March, 2022, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 16,31,01,952 while one hundred per cent of its free reserves and securities premium account amounts to Rs. 25,21,31,586. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs. 25,21,31,586. As on 31<sup>st</sup> March 2022, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to Rs. 41,90,450.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

The Directors recommend the Special Resolution as set out at Item No. 2 of the accompanying Notice, for Members' approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at item no. 2 of the Notice.

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

**Place:** Mumbai  
**Date:** 26<sup>th</sup> May, 2022

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

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



**ANNEXURE TO ITEM NO. 1 OF THE NOTICE**

Details of the Director seeking appointment

[Pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 on General Meetings]

<b>Name of the Director</b>	:	Mr. Abhishek Sunil Kamdar
<b>DIN</b>	:	06422005
<b>Date of Birth</b>	:	20/06/1990
<b>Nationality</b>	:	Indian
<b>Date of Appointment on the Board</b>	:	1 <sup>st</sup> July, 2022 (If approved by the shareholders)
<b>Qualifications</b>	:	BE from Mumbai University and MBA from Indian School of Business, Hyderabad
<b>Expertise in specific functional area</b>	:	Mr. Abhishek has been in the fields of finance and management consulting for over 10 years. He currently is a Partner at Value Plus Advisors LLP, where he is working with SMEs in the areas of strategy, operations, finance, and HR consulting. He has partnered with several Indian and global companies on their turnaround and growth journeys.
<b>Number of shares held in the Company</b>	:	NIL
<b>List of the directorships held in other Companies (Listed or not)</b>	:	Additional Director in Auto Hangar Advantage Private Limited
<b>Number of Board Meetings attended during the year</b>	:	Not Applicable
<b>Chairman/Member in the Committees of the Board of Companies in which he is Director</b>	:	NIL
<b>Relationship between Directors inter-se</b>	:	None
<b>Remuneration details</b>	:	He will receive sitting fees of Rs. 5,000/- and reimbursement of expenses for attending Board and Committee meetings.

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

**Place:** Mumbai  
**Date:** 26<sup>th</sup> May, 2022

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

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