BLUECHIP TEX INDUSTRIES LIMITED

Registered Office: Plot No. 63-B, Danudyog Sahakari Sangh Ltd, Village Piparia,
Dadra & Nagar Haveli,Silvassa, Dadra & Nagar Haveli, 396230 India,

CIN: L17100DN1985PLC005561 Website: www.bluechiptexindustireslimited.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Pursuant to Section 102 read with Section 68 of the Companies Act, 2013 read with Rule 17 Companies (Share Capital and Debenture) Rules, 2014 as amended.

Dear Member(s),

Notice is hereby given that 1st Extra Ordinary General Meeting of the Members of Bluechip Tex Industries Limited for FY 2026-27 will be held on Wednesday, 2nd December, 2026, via Video Conference or Other Audio-Visual Means at 12:00 noon (IST) to transact the following special business.

The proceedings of the Extra Ordinary General Meeting ("EoGM" or "EGM") shall be deemed to be conducted at the Corporate Office of the Company at: Office No. 15/16/17, 1st Floor, Maker Chambers – III, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021

Notice is hereby given in accordance with the provisions of section 68 of the Companies Act, 2013 (the "**Companies Act**") read with Rule 17 of Companies (Share Capital and Debentures) Rules, 2014 as amended (the "**Rules**") including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions, if any, seeking approval of the members of Bluechip Tex Industries Limited (the "**Company**") on the below appended resolutions by way of a special resolution.

An Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provisions, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed herewith for your consideration.

SPECIAL BUSINESS:

1. **APPROVAL OF BUYBACK OF EQUITY SHARES OF THE COMPANY**

In this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Article **49** of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 100 & 108 and all other applicable provisions, if any, of the Companies Act, 2013, as amended **(the "Companies Act")**, read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014, (to the extent applicable) (hereinafter referred to as the "**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the **"Management Rules"**), the Companies (Meetings of Board and its Powers) Rules, 2014 and other relevant rules made hereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended **("Buyback Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**SEBI Listing Regulations**") (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to the approval of members of the company by special resolution and further, subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Ahmedabad (the "**RoC**"), the stock exchanges on which the Equity Shares of the Company are listed ("**Stock Exchanges**"), Reserve Bank of India ("**RBI**") and/ or other authorities, institutions or bodies (together with SEBI, Stock Exchanges and RBI, the "**Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, and subject to the approval by the shareholders by way of a special resolution at the Extra-ordinary General Meeting only, the Board of Directors of the Company (**"Board"**), which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/authorise to exercise its powers, including the powers

conferred by this resolution) the consent of the shareholders is hereby accorded to the Board for buyback of its fully paid-up equity shares having a face value of ₹ **10**/- (Rupees **Ten** only) each **("Equity Shares")**, not exceeding 2,50,000 Equity Shares (representing 12.69% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2026, at a price of ₹ 130**/-** (Rupees One Hundred and Thirty Only) per Equity Share ("**Buyback Price**") payable in cash for an aggregate amount not exceeding ₹ 325 lakhs (Rupees Three Hundred Twenty Five Lakhs only), ("**Buyback Size**"), which represents 12.28% of the aggregate of total paid-up equity share capital and free reserves of the Company based on latest audited financial statements of the Company for the financial year end as on March 31, 2026 (which is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on latest audited financial statements of the Company as on March 31, 2026), as per the provisions of the Companies Act and Buyback Regulations from all the shareholders/ beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including promoter and promoter group (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as **"Promoters"**), as on a record date to be subsequently decided by the Board/Buyback Committee **("Record Date")**, through the **"tender offer"** route, on a proportionate basis as prescribed under the Buyback Regulations (hereinafter referred to as the **"Buyback"**).

RESOLVED FURTHER THAT the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company shall buyback Equity Shares from the existing shareholders including promoters and promoter group of the Company (including members thereof) and persons in control (including persons acting in concert) who holds equity shares of the Company as on Record Date **("Eligible Shareholders")**, on a proportionate basis under the Tender Offer, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations **("Small Shareholders")**, whichever is higher, shall be reserved for the small shareholders in accordance the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR- III/ CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 including any further amendments or statutory modifications thereof for the time being in force **("SEBI Circulars")** or such other circulars or notifications, as may be applicable and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

RESOLVED FURTHER THAT as required under Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback of Equity Shares shall be implemented from the existing shareholders as on the Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account of the Company and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company's current surplus and/or cash balances and/ or current investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are persons residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve

Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Company may Buy-back Shares from the existing members of the Company as on the Record Date, on a proportionate basis, provided that 15% of the number of Shares under the Buyback or the number of Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for small shareholders as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buy-back.

RESOLVED FURTHER THAT the Company shall not buy-back the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.

RESOLVED FURTHER THAT Company shall implement the Buyback out of its securities premium account, free reserves and/ or such other sources as may be permitted by law, and the Buyback shall be through tender offer in such manner as may be prescribed under the Companies Act and the Buyback Regulations, and on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT the Buyback Committee comprising of;

Sr. No	Committee Members	Designation
1	Mr. Shahin Nand Khemani	Managing Director
2	Mr. Rahul Ashok Khemani	Whole time Director & CFO
3	Mr. Siddharth Ashok Khemani	Non-Executive Director

be and is hereby, constituted and the powers of the Board in respect of Buyback be delegated to the Committee ("**Buyback Committee**") and each member of the Buyback Committee, be and is hereby, severally authorized to do all such acts, deeds and things as may be necessary, expedient, or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

- to finalize, execute and submit necessary documents, deeds, affidavits, undertakings, certifications, agreements, forms, returns, applications, letters, etc., seek approval(s) and to represent the Company with the Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Ahmedabad, National Securities Depository Limited, Central Depository Services (India) Limited and any other Regulatory authorities in connection with the Buyback;
- to decide on the increase in buyback price in accordance with the SEBI Buyback Regulations and resultant reduction in Buyback Equity Shares, if any;
- to seek approval of the shareholders of the Company and to do all necessary actions related thereto;
- to finalize the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, Record Date, entitlement ratio, the timeframe for completion of the Buyback;
- To appoint solicitor(s), depository participant(s), escrow agent(s), advertising agency(ies) and other advisor(s)/ consultant(s) / intermediary(ies) / agency(ies), printer, as may be required, for the implementation of the Buyback and decide and settle the remuneration for such persons/ advisors/ consultants/ intermediaries/ agencies including by the payment of commission, brokerage, fee, charges etc;
- The initiating of all necessary actions for preparation and issue of public announcement, letter of offer and related documents;
- The preparation, finalization and filing of public announcement, letter of offer, related documents and also the certificates for declaration of solvency and other filings with the SEBI, ROC, the stock exchanges and other appropriate authority(ies), if any;

- The making of all applications to the appropriate authorities for their requisite approvals including approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under;
- To deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing number SEBI/HO/CFD/DCR- III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD- 2/P/CIR/2023/35 dated March 08, 2023 including any amendments or statutory modifications for the time being in force ("**SEBI Circulars**") or such other circulars or notifications, as may be applicable;
- Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
- To enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the SEBI Buyback Regulations and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the SEBI Buyback Regulations and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such accounts including bank accounts and escrow accounts;
- To open, operate and close one or more depository account/ trading account / buyer broker account and to open, operate and close special trading window account with the designated stock exchange and to decide the authorized signatories for depository account/trading account/buyer broker account/special trading window account;
- To settle all such questions, queries, difficulties or doubts that may arise in relation to the implementation of the Buyback or by the Manager to the Buyback, Securities and Exchange Board of India, the Stock Exchanges and other Appropriate Authorities;
- To authorize bankers to act upon the instructions of the Merchant Banker as required under the SEBI Buyback Regulations;
- To carry out management discussion and analysis on the likely impact of the Buyback on the Company's earnings, public holdings, holdings of non-resident individuals, FIIs;
- To sign the documents as may be necessary with regard to the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents, and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;
- To decide on the designated stock exchange;
- Extinguishment of dematerialized share and physical destruction of share certificates and certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Board;
- To obtain all necessary certificates and reports from the Statutory Auditors, Secretarial Auditor and other third parties as required under applicable law;
- To verify the offer/acceptances received, finalizing basis of acceptance, pay to the shareholders, consideration for Equity Shares bought back pursuant to the Buyback, issue rejection letters, if any;
- To file 'Return of Buyback' with Registrar of Companies and other statutory authorities;
- To give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback;
- To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and/or
- To establish Investor Service Centre/s;

- To authorize the Merchant Banker, Registrar or other agencies appointed for the purpose of Buyback to carry out any of the above activities;
- To maintain 'Register of Securities bought back;
- To pay to the shareholders consideration for shares bought back pursuant to the Buyback;
- Sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback;
- To do all such acts as it may, in its absolute discretion deem necessary, expedient, or proper for the implementation of the Buyback.

RESOLVED FURTHER THAT the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the Stock Exchanges within seven days and to SEBI within seven working days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that Ms. Binita Gosalia, Company Secretary of the Company be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all, acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient , usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution."

By Order of the Board of Directors
For Blue Chip Tex Industries Limited

Binita Gosalia
Company Secretary & Compliance Officer
Membership No. ACS 25806

Place: Mumbai
Date: October 30, 2026
Registered Office:
Plot no. 63-B, Danudyog Sahakari Sangh Limited,
Village Piparia, Silvassa, U.T. of Dadra & Nagar Haveli- 396 230

Notes:

1) Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue.

   Accordingly, in compliance with the requirements of the aforesaid MCA General Circulars, the Company is convening its EGM through VC/OAVM, without the physical presence of the Members at a common venue. The Company has availed the facility of Bigshare Services Private Limited ("Bigshare") for convening the EGM through VC/OAVM. A detailed process in which the Members can attend the EGM through VC/OAVM has been enumerated in Note No. 1 of this Notice.

2) The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting i.e. on Wednesday, 2nd December, 2026 from 11.45 a.m. till 12.15 p.m. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining

the quorum under Section 103 of the Companies Act, 2013 ("the Act"). The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc, who are allowed to attend the EGM without restriction on account of first come first served basis.

3) The aforesaid MCA General Circular dated 5th May, 2022 read with MCA General Circulars dated 5th May, 2020 and 13th April, 2020 and SEBI Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 and subsequent circulars issued in this regard, the latest being October 7, 2023 have granted relaxations to the Companies, with respect to printing and dispatching physical copies of the Notices to its Members. Accordingly, the Company will only be sending soft copy of the Notice convening EGM via e-mail, to the Members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent ("RTA") or Depository Participant/ Depository as on the cut-off date i.e. Friday, 30th October 2026.

4) For Members who have not registered their e-mail address and those Members who have become the Members of the Company after 30th October 2026 being the cut-off date for sending soft copy of the Notice of EGM for Financial Year 2026-27, may refer to the Notice of EGM available on the Company's website, on the websites of Bigshare and BSE.

5) Members may also note that the Notice convening the EGM for the financial year 2026-27, in Portable Document Format ("PDF"), will also be available on the Company's website www.bluechiptexindustrieslimited.com, website of Bigshare i.e. https://ivote.bigshareonline.com and on website of stock exchange viz. www.bseindia.com. The relevant documents, if any, referred to in the Notice of EGM will also be available for inspection electronically on request by a Member of the Company up to the date of the EGM of the Company.

6) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held, pursuant to the MCA General Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.

7) The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 of the Notice, is annexed hereto.

8) Pursuant to the provisions of Sections 112 and 113 of the Act, Members such as the President of India/ the Governor of a State/Body Corporate can authorize their representatives to attend the EGM through VC/OAVM and cast their votes through e-Voting. Provided a scan copy (PDF) of the Board Resolution or governing body Resolution/ Authorization etc., authorizing such representative to attend the said EGM of the Company through VC/OAVM on its behalf and to vote through Remote e-Voting shall be sent to the Scrutinizer through the registered email address of the Member(s) at pramodshah361@gmail.com with a copy marked to the Company at bluechiptex@gmail.com.

9) Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 25th November, 2026 to Wednesday, 2nd December, 2026. (both days inclusive).

10) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated 20th April, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.

The Members may kindly note that as per the amended Regulation 40 of the Listing Regulations w.e.f. 1st April, 2019, transfer of the securities would be carried out in dematerialized form only. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of

duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website i.e. www.bluechiptexindustrieslimited.com It may be noted that any service request can be processed only after the folio is KYC Compliant. Accordingly, Members holding shares in Physical mode are advised to demat their physical share holdings at the earliest.

11) SEBI and the MCA encourages paperless communication as a contribution to greener environment. **Members are advised to register/update their PAN, address, e-mail address, mobile no. and , signature** to their DPs in case of shares held in electronic form and to the Company and/or its RTA in prescribed Form ISR-1 and/or ISR-2 as per the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars etc. from the Company. The aforesaid Forms are available on website of the Company i.e. www.bluechiptexindustrieslimited.com

12) Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Act, read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 or in case Member desires to opt out or cancel the earlier nomination, he/ she may do so by filing Form ISR-3 or SH-14 as the case may be and send the same to the office of the Company and/or its RTA. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their respective DPs.

    Members are requested to refer to and follow the process detailed in the said circular to update KYC https://www.sebi.gov.in/legal/circulars/mar-2023/common-and-simplified-norms-for-processing-investor-s-service-requests-by-rtas-and-norms-for-furnishing-pan-kyc-details-and-nomination_69105.html

13) Members, who hold shares in multiple Demat accounts and those who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are advised to consolidate their holdings in single Demat account/Folio.

14) Members desiring any information on the Notice or any other query related are requested to write to the Company on or before Tuesday, 24th November, 2026 through email on bluechiptex@gmail.com The same will be replied by the Company suitably.

15) Prevention of Frauds: Members are advised to exercise due diligence and notify their DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified to prevent frauds/ misuse, if any.

16) Confidentiality of Security Details: Do not disclose Folio Nos. / DP ID/ Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.

17) Since the ensuing EGM will be convened through VC/OAVM, Members can opt for one mode of voting i.e. either by Remote e-Voting or through e-Voting at the time of EGM. Only those Members, who are present in the EGM through VC/OAVM facility and have not cast their vote on Resolutions through Remote e-Voting or are otherwise not barred from doing so, shall be allowed to vote through e-Voting system in the Meeting.

    However, in case Members cast their vote both by Remote e-Voting and e-Voting at the time of EGM, then voting done through Remote e-Voting shall prevail and voting done by e-Voting at the time of EGM will be treated as invalid. The voting right of all Members shall be in proportion to their shares in the Paid Up Equity Share Capital of the Company as on the cut-off date i.e Wednesday, 25th November, 2026.

18) **Voting through electronic means:**

    Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, as amended and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and MCA Circulars dated 5th May, 2022 read with MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company

is pleased to provide facility of Remote e-Voting and e-Voting at the time of EGM, to its Members in respect of the business to be transacted at the EGM.

The Company has appointed Mr. Pramod.S. Shah, Practising Company Secretary (Membership No. FCS 334), Partner, M/s. Pramod .S. Shah & Associates as the Scrutinizer for conducting the Remote e-Voting and the e-Voting process at the time of EGM in a fair and transparent manner.

19) **THE INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

Bigshare i-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on Friday, 27th November, 2026 at 9:00 a.m. and ends on Tuesday, 1st December, 2026 at 5:00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 25th November, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.

	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	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.nsdl.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 **BIGSHARE** and you will be re-directed to **i-Vote** 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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

« You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com

« Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.

« Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.

- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

« Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

« If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?

« Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

  Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

  Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

  Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
  - « Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
  - « Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or youcan email us to ivotebigshareonline.com or call us at: 1800 22 54 22, 022-62638338

The results on voting of Resolutions will be declared on Thursday, 3rd December, 2026. The results declared along with the scrutinizer's report will be placed on the website of the Company i.e. www.bluechiptexindustrieslimited.com and website of Bigshare i.e. https://ivote.bigshareonline.com immediately after the result is declared by the Chairman or any other person authorized by him and will simultaneously be forwarded to BSE Limited, where the Equity Shares of the Company are listed.

20) Since the EGM will be held through VC/OAVM, the Route Map to the venue of EGM as per the requirements of Secretarial Standards – 2 is not annexed to this Notice.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1:

This Explanatory Statement contains relevant and material information in accordance with applicable provisions of the Companies Act and Rules made there under, to enable the members holding Equity Shares of the Company to consider and approve the proposed special resolution on the buy-back of the Company's Equity Shares.

1. **APPROVAL FOR BUYBACK OF EQUITY SHARES OF THE COMPANY:**

With an objective of improving return on equity through distribution of surplus funds which are over and above the Company's capital requirements and current investment plans, the Board at its meeting held on October 30, 2026, has approved the proposal of recommending Buyback of Equity Shares of the Company as contained in the Resolution in the Notice.

As per the relevant provisions of the Act and other applicable provisions of the Act and SEBI Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the shareholders holding Equity Shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's Equity Shares.

Requisite details relating to the Buyback are given below:

Requisite details relating to the Buy-back Offer are given below:

a) Details of the Buyback, including the date of the Board meeting at which the proposal for Buyback was approved by the Board of Directors of the Company

The Board at its meeting held on October 30, 2026 has ("**Board Meeting**"), subject to the approval of the shareholders of the Company by way of Special Resolution through extra ordinary general meeting and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved Buyback by the Company of its fully paid-up equity shares having a face value of ₹ 10/- (Rupees Ten only) each ("**Equity Shares**"), for an amount not exceeding ₹ 325 lakhs (Rupees Three Hundred Twenty Five Lakhs only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax, other taxes (if any) that may be applicable on the Buyback, stamp duty, advisors fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges, etc. ("**Transaction Costs**") (such amount hereinafter referred to as the "**Buyback Size**"), being 12.28% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on the latest audited financial statements of the Company as at March 31, 2026, at a buyback price of ₹ 130/- (Rupees One Hundred Thirty only) per Equity Share ("**Buyback Price**"), payable in cash, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buyback Committee ("**Record Date**"), through the "**Tender Offer**" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations ("Buyback"), subject to 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders in accordance with the provisions of the SEBI Buyback Regulations through the "Tender Offer" route as prescribed under the SEBI Buyback Regulations and circulars issued thereunder, including the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR- III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 including any further amendments or statutory modifications thereof for the time being in force, or such other mechanism as may be applicable to the Buyback through Tender Offer route and in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the SEBI Listing Regulations, the SEBI Buyback Regulations, as amended from time to time.

At the Buyback Price i.e. ₹ 130/- (Rupees One Hundred Thirty only) per Equity Share and for Maximum Buyback Size i.e. ₹ 325 lakhs (Rupees Three Hundred Twenty Five Lakhs only), indicative maximum number of Equity Shares proposed to bought back would be ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand Only.)

Equity Shares ("Indicative Maximum Buyback Shares"). However, the actual Equity Shares bought back under the Buyback shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

The Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

Since the Buyback is more than 10% of the total paid-up Equity Share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the shareholders of the Company, for the Buyback, by way of a Special Resolution. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution No. 1 provided in this Notice.

b) Necessity for the Buy-back

The current Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;

ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders"

iii) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long-term increase in shareholders' value; and

iv) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

c) Maximum amount required under the Buy-back, its percentage of the total paid-up Equity Share capital and Free Reserves and the sources of funds from which the Buyback would be financed:

The maximum amount required for Buyback will not exceed ₹ 325 lakhs (Rupees Three Hundred Twenty Five Lakhs only), (excluding Transaction Costs). The maximum amount mentioned aforesaid is 12.28% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2026 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.

The Buyback would be financed out of Free Reserves of the Company. The Company shall transfer from its Free Reserves or securities premium account and/or such sources as may be permitted by law a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The payments shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company time to time at its absolute discretion. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up Equity Share capital and Free Reserves after the Buyback and that it has got sufficient source to pay-off the consideration towards the Buyback and would not borrow funds for the said purpose.

d) Maximum Buyback Price and the basis of arriving at the Maximum Buyback Price:

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 130/- (Rupees One Hundred Thirty only) per equity share. The Maximum Buyback Price has been arrived at after considering various factors including but not limited to the volume weighted average price of the Equity Shares traded on the BSE Limited ("**BSE**") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share. However, the Board/Buyback Committee is authorized to determine the specific price, the number of equity shares and other related particulars at which the Buyback will be made at the time of the Public Announcement for Buyback to the eligible shareholders.

The maximum buyback price represents:

i) premium of 10.91% over the volume weighted average market price of the Equity Shares on the BSE, during the 3 (three) months period preceding October 26, 2026, being the date of intimation to the Stock Exchange regarding the Board Meeting Date ("Intimation Date");

ii) premium of 12.16% over the volume weighted average market price of the Equity Shares on the BSE, during the 2 (two) weeks preceding the Intimation Date;

iii) premium of 13.04% over the closing price of the Equity Shares on the BSE, as on the day preceeding the Intimation Date;

iv) premium of 12.46% over the closing price of the Equity Shares on the BSE, as on the Intimation Date; and

v) premium of 5.31% over the closing price of the Equity Shares on the BSE, as on October 30, 2026, being the Board Meeting Date.

The closing market price of the Equity Shares as of the Intimation Date was ₹ 115.6/- and as on the Board Meeting Date was ₹ 123.45/-(Rupees One Hundred Twenty-Three and Forty-Five Paise Only.) on the BSE.

It may be noted however that in terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board/Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and accordingly proportionately reduce the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size.

e) Maximum number of securities that the Company proposes to buy back:

At Buyback Price and Buyback Size, the Indicative maximum Buyback Shares that can be bought back would be 2,50,000 fully paid-up Equity Shares, representing 12.69% of the fully paid-up Equity Shares of the Company as on March 31, 2026. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is more than the Maximum Buyback Price, subject to the number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Size.

f) Method to be adopted for the Buyback:

The Buyback shall be on a proportionate basis from all the shareholders holding Equity Shares of the Company through the "**Tender Offer**" route, as prescribed under the SEBI Buyback Regulations as per the Mechanism for acquisition of shares through Stock Exchange as prescribed by SEBI from time to time. The Buyback will be implemented in accordance with the Act and rules thereunder to the extent applicable and on such terms and conditions as may be deemed fit by the Company. As required under the SEBI Buyback Regulations, the Board/Buyback Committee will announce the Record Date for determining the Eligible Shareholders. In due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender/ Offer.

Form indicating the entitlement of the shareholder for participating in the Buyback. The Equity Shares to be bought back as a part of the Buyback is divided in two categories:

a. Reserved category for Small Shareholders; and

b. General category for all other shareholders

As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "**Small Shareholder**" is a shareholder who holds Equity Shares having market value, on the basis of closing price on recognized stock exchange in which highest trading volume in respect of such Equity Shares is recorded, as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs only).

In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the respective category to which such shareholder belongs.

Shareholders' participation in the Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholder, if any.

The maximum Equity Shares tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by shareholders holding Equity Shares of the Company as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the Equity Shares tendered under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13 2021, and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 or such other circulars or notifications, as may be applicable. The Company shall buy-back the Equity Shares tendered in physical form by Eligible Shareholders in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders holding Equity Shares of the Company as on the Record Date.

The Buyback from shareholders who are residents outside India, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Foreign Portfolio Investors, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident Eligible Shareholders.

g) Time limit for completing the Buyback:

Subject to receipt of regulatory consents and approvals, if any, the Buyback is proposed to be completed within 12 months from the date of passing of special resolution detailed in this Extra Ordinary General Meeting Notice.

h) Compliance with Section 68(2)(c) of the Companies Act:

The aggregate paid-up Equity Share capital and Free Reserves based on latest audited financial statements as on March 31, 2026 is **₹ 2646.09 lakhs (Rupees Two Thousand Six Hundred and Forty Six and Nine Thousand Only)** Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up Equity Share capital and Free Reserves of the Company based on the latest audited financial statements of the Company as at March 31, 2026 (being the date of the latest available audited financial statements of the Company).

The maximum amount proposed to be utilized for the Buyback, is not exceeding **₹ 325 lakhs (Rupees Three Hundred Twenty Five Lakhs only) and is therefore within the above-mentioned limit.**

Further, in terms of the Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company in that financial year.

i) Aggregate shareholding of the promoter and of the directors of the promoter, where the promoter is a company and of persons who are in control of the Company as on the date of this Notice:

Shareholding of Promoter and Promoter Group:

Sr. No	Name of the shareholder	Category	No. of Equity Shares Held	% of Shareholding
1	Beekaylon Synthetics Private Ltd	Promoter Group	4,86,188	24.67
2	Sangam Syntwist Textiles Private Limited	Promoter Group	1,62,100	8.23
3	Ashok K. Khemani	Promoter	74,690	3.79
4	Nand K. Khemani	Promoter	70,531	3.58
5	Rachna A. Khemani	Promoter Group	16,495	0.84
6	Rahul A Khemani	Promoter	67,580	3.43
7	Shahin N Khemani	Promoter	70,880	3.60
8	Siddharth Ashok Khemani	Promoter	21,140	1.07
8	Setron Textile Mills Pvt Ltd	Promoter Group	4,400	0.22
10	Indotex Export House Llp	Promoter Group	2,08,300	10.57
11	Roop Khemani	Promoter Group	0	0.00

Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name of the shareholder	Designation	No. of Equity Shares Held	% of Shareholding
1	Rahul A Khemani	Director-Promoter	67,580	3.43
2	Shahin N Khemani	Managing Director-Promoter	70,880	3.60
3	Siddharth Ashok Khemani	Director-Promoter	21,140	1.07

Directors of Beekaylon Synthetics Private Ltd holding in Bluechip Tex Industries Limited

Sr. No	Name of the shareholder	Designation	No. of Equity Shares Held	% of Shareholding
1	Nand Kishinchand Khemani	Managing Director-Promoter	70,531	3.58
2	Rahul Ashok Khemani	Director-Promoter	67,580	3.43
3	Shahin Nand Khemani	Director-Promoter	70,880	3.60
4	Siddharth Ashok Khemani	Director-Promoter	21,140	1.07

Directors of Sangam Syntwist Textiles Private Limited holding in Bluechip Tex Industries Limited

Sr. No	Name of the shareholder	Designation	No. of Equity Shares Held	% of Shareholding
1	Rahul Ashok Khemani	Director-Promoter	67,580	3.43
2	Nand Kishinchand Khemani	Director-Promoter	70,531	3.58

Directors of Setron Textile Mills Pvt Ltd holding in Bluechip Tex Industries Limited

Sr. No	Name of the shareholder	Designation	No. of Equity Shares Held	% of Shareholding
1	Ajay Kumar Nathani	Director-Promoter	0	0.00
2	Kumar Satur Nathani	Director-Promoter	0	0.00
3	Roop Kishinchand Khemani	Director-Promoter	0	0.00

Partners of Indotex Export House LLP holding in Bluechip Tex Industries Limited

Sr. No	Name of the shareholder	Designation	No. of Equity Shares Held	% of Shareholding
1	Shahin Nand Khemani	Designated Partner	70,880	3.60
2	Rahul Ashok Khemani	Designated Partner	67,580	3.43

Except as stated above, none of the Directors or Key Managerial Personnel of the Company holds any Equity Shares in the Company.

j) Aggregate number of Equity Shares purchased or sold as well as minimum and maximum price at which such purchases and sales were made along with relevant dates by Promoters and members of Promoters Group, Director, Key Managerial Personnel and of persons who are in control of the Company for a period of six months preceding the date of the Board Meeting at which the Buyback was approved i.e., October 30, 2026 till the date of this notice convening the general meeting:

Except as provided below, no Equity Shares of the Company have been purchased/sold by Promoters/any members of the Promoters Group, Director, Key Managerial Personnel and of persons who are in control of the Company during the period from six months preceding the date of the Board Meeting at which the Buyback was approved till the date of this notice convening the general meeting.

Shareholding of Promoter and members of the Promoter Group and Person in Control of the Company:

Name of the shareholder	Aggregate number of Equity Shares purchased / sold	Nature of Transaction	Minimum Price (₹)	Date of Minimum Price	Maximum Price (₹)	Date of Maximum Price
NIL	NIL	NA	NA	NA	NA	NA

k) Intention of Promoter and Promoter Group to participate in Buyback:

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Promoter Group shareholders have expressed their intention not to participate in the Buyback vide their letters dated October 30, 2026.

l) The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation, if any, in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

m) The Company hereby confirms that there are no defaults (either in the past or subsisting) subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking Company.

n) Confirmations from the Board of Directors of the Company:

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed the opinion that

a. immediately following the date of the Board Meeting held on October 30, 2026 approving the Buyback and the date on which the results of the Shareholders' resolution with regard to the Buyback are declared, there will be no grounds on which the Company can be found unable to pay its debts;

b. as regards the Company's prospects for the year immediately following the date of the Board Meeting i.e. October 30, 2026 approving the Buyback, and having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from date of the Board Meeting approving the Buyback as also from the date of Shareholders Resolution; and

c. in forming the opinion aforesaid, the Board has taken into account the liabilities as if the Company is being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

o) Confirmation from the Company as per the provisions of the SEBI Buy Back Regulations and the Companies Act:

i. all the Equity Shares of the Company are fully paid up;

ii. The Company shall not issue and allot any equity shares or specified securities (including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares) from the date of resolution passed by the Shareholders approving the Buyback till the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

iii. The Company shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

iv. The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;

v. The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

vi. The Company shall not buy back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

vii. The Company has been in compliance with sections 92, 123, 127 and 129 of the Companies Act;

viii. The Maximum Buyback Size i.e., ₹ 325 lakhs (Rupees Three Hundred Twenty Five Lakhs only) does not exceed 25% of the fully paid-up Equity Share capital and free reserves as per the latest audited financial statements of the Company as at March 31, 2026;

ix. The Company shall not withdraw the Buyback after the public announcement of the Buyback is made;

x. The Company shall not make any offer of buyback within a period of one year reckoned from the expiry of the Buyback period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

xi. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act;

xii. The buyback shall be completed within a period of one (1) year from the date of passing of the special resolution approving the buyback through extra ordinary general meeting;

xiii. As required under Section 68(2)(d) of the Companies Act and Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback;

xiv. As per Clause (ix) of Schedule I of Buyback Regulations,there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company;

xv. In case any such default has ceased to subsist, a period of more than three years has lapsed;

xvi. The Company shall not directly or indirectly facilitate the Buyback;

I. through any subsidiary company including its own subsidiary company if any; or

II. through any investment company or group of investment companies.

xvii. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within 7 (seven) working days of the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

xviii. The consideration for the Buyback shall be paid only by way of cash;

xix. That the maximum number of Equity Shares proposed to be purchased under the Buyback does not exceed 25% of the total number of Equity Shares in paid-up Equity Share capital of the Company as as per the latest audited financial statement of the Company as on March 31, 2026;

xx. The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected;

xxi. The Company shall not utilise any funds borrowed from banks or financial institutions in fulfilling its obligations under the Buyback;

xxii. The Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchanges as per Regulation 4(v) of Buyback Regulations;

xxiii. As per Regulation 24(i)(e) of the Buyback Regulations, the promoters and members of the promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of Board resolution till the closing of the Buyback offer;

xxiv. The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information. The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;

xxv. The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

xxvi. The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended;

xxvii. As per Regulation 5(i)(c) and clause (xii) of Schedule I, the Company has outstanding credit facilities with its lenders. In accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of the SEBI (Buy-back of Securities) Regulations, 2018, as amended, the Company shall not undertake the Buyback if the Buyback results in a breach of any covenant with its lenders, unless prior consent of such lenders has been obtained. The Company confirms that the Buyback does not result in any breach of the covenants contained in the financing documents and, wherever required, the necessary prior consent(s) of the relevant lender(s) have been obtained;

xxviii. The Letter of Offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

p) Prior approval obtained from the lenders of the company in case of a breach of any covenant with such lender(s):

As per Regulation 5(i)(c) and clause (xii) of Schedule I, the Company has outstanding credit facilities with its lenders. In accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of the SEBI (Buy-back of Securities) Regulations, 2018, as amended, the Company shall not undertake the Buyback if the Buyback results in a breach of any covenant with its lenders, unless prior consent of such lenders has been obtained. The Company confirms that the Buyback does not result in any breach of the covenants contained in the financing documents and, wherever required, the necessary prior consent(s) of the relevant lender(s) have been obtained.

q) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency:

The text of the Report dated October 30, 2026, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is enclosed herewith:

INDEPENDENT AUDITOR'S REPORT ON THE PROPOSED BUY BACK OF EQUITY SHARES PURSUANT TO THE REQUIREMENTS OF SECTION 68 AND SECTION 70 OF THE COMPANIES ACT, 2013 AND CLAUSE (XI) OF SCHEDULE I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS AMENDED.

To,
Board of Directors
BLUECHIP TEX INDUSTRIES LIMITED
Plot No. 63-B, Danudyog Sahakari Sangh Ltd,
Village Piparia, Dadra & Nagar Haveli,
Silvassa - 396230

Re: Statutory Auditor's Report in respect of proposed buyback of 2,50,000/- (Rupees Ten Only.) equity shares of Rs 10/-(Rupees Ten Only.) each by Bluechip Tex Industries Limited ("the Company") in terms of Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations" or "Buyback Regulations").

Dear Sir / Madam,

1. This Report is issued in accordance with the terms of our engagement letter.

2. The Board of Directors of the Bluechip Tex Industries Limited ("**Company**") have approved a proposed buy-back of Equity Shares by the Company at its meeting held on October 30, 2026 ("**Board Meeting**"), subject to the approval of shareholders by special resolution, in pursuance of the provisions of Sections 68, 69, 70, 100 and 108 of the Companies Act, 2013, as amended (the "**Act**") and the SEBI (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations").

3. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment based on annual audited financial statements for the year ended and as at March 31, 2026" ("**Annexure A**") (hereinafter referred to as the "**Statement**"). This Statement has been prepared by the Management, which we have stamped for the purposes of identification only.

Management's Responsibility

4. The preparation of the Statement in compliance with the proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations and compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. As the Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraphs 25 and 26 of Ind AS 1, Presentation of Financial Statements, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from October 30, 2026. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in (x) of Schedule I to the SEBI Buyback Regulations and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from October 30, 2026 (date of passing of the Board Meeting resolution) as well as for a period of one year immediately following the date of passing the special resolution with regard to the proposed buyback.

Auditor's Responsibility:

6. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that:

   i. We have inquired into the state of affairs of the Company in relation to the annual audited financial statements for the year ended and as at March 31, 2026 which were approved by the Board of Directors of the Company at their meeting held on May 30, 2026;

ii. the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the annual audited financial statements for the year ended and as at March 31, 2026 in accordance with the proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the Buyback Regulations; and

iii. the Board of Directors of the Company, in their meeting held on October 30, 2026 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date and from the date on which results of passing of the Board resolution dated October 30, 2026 as well as for a period of one year immediately following the date of passing the special resolution with regard to the proposed buyback.

7. The annual financial statements referred to in paragraph 6 above, have been audited by us, on which we have issued an unmodified audit opinion in our report dated May 30, 2026. We conducted our audit of the annual financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "**Guidance Note**") and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this report. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buyback.

Opinion

Based on inquiries conducted and our examination as above, we report that:

i. We have inquired into the state of affairs of the Company in relation to its annual audited financial statements for the year ended and as at March 31, 2026.

ii. The Board has proposed to Buy-back the company's equity shares up to an aggregate amount not exceeding **Rs. 325 lakhs** ("**Buy-back Size**"). The same is within the amount of permissible capital payment of **Rs. 661.52 lakhs** as computed in Annexure A, which has been properly determined in accordance with Section 68(2) of the Act and SEBI Buy-back regulations; and

iii. The Board of Directors of the Company, at their meeting held on October 30, 2026 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the date of passing the Board Resolution dated October 30, 2026 as well as for a period of one year immediately following the date of passing of the results of the shareholders' resolution with regard to the proposed buyback are passed.

iv. Based on the representations made by the Management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on use

This report has been issued at the request of the Company solely for use of the Company

i. in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 2 above; and

ii. to enable the Board of Directors of the Company to include in the Letter of offer and other documents pertaining to buyback to be filed with

a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, and any other regulatory authority as per applicable law;

b) the Central Depository Services (India) Limited, National Securities Depository Limited and

c) to share with the Manager to Buyback offer in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations and may not be suitable for any other purpose.

This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **D K P & Associates**
Chartered Accountants
Firm's Registration No: 126305W
Pooja Jain

Partner
Membership No. 185563
Place: Mumbai
Date: October 30, 2026

Annexure A

(₹ in Lakhs)

Computation of amount of permissible capital payment towards said Buyback.

Particulars		As at March 31, 2026
Paid-up Capital as at March 31, 2026 (19,70,500 equity shares of face value Rs. 10/- each fully paid up)	**A**	**197.05**
Free Reserves as at March 31, 2026*		
Security Premium		33.80
General Reserve		58.34
Retained Earning		2356.90
Total Free Reserves	**B**	**2,449.04**
Total Paid-up Capital and Free Reserves as at March 31, 2026	**C=A+B**	**2,646.09**
Maximum amount permissible for buyback under Section 68 of the Companies Act 2013, read with Regulation 4(i) of SEBI Buyback Regulations (25% of the total paid up capital and free reserves of the latest audited financial statements as at March 31, 2026)	C*25%	661.52
Maximum amount permitted by Board Resolution dated October 30, 2026, approving the buyback subject to shareholders approval by special resolution, based on the latest audited financial statements as at March 31, 2026		325.00

** Free Reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013 as Amended.*

Note:

i) The amount of equity share capital and free reserves have been extracted from the latest audited financial statements of the Company for the year ended March 31, 2026 which was approved by the Board of Directors at the Board Meeting held on May 30, 2026.

ii) The Board of Directors have in their meeting dated October 30, 2026 formed an opinion that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date and from the date on which results of the shareholders' resolution with regard to the proposed buyback are declared.

(₹ in Lakhs)

Debt to Total Paid-up Capital and Free Reserves as per Regulation 4(ii) of the SEBI Buyback Regulations		
Particulars		**As at March 31, 2026**
Debt – short term and long term		NIL
Total Debt	**A**	**NIL**
Total Paid-up Capital and Free Reserves as at March 31, 2026	**B**	**2,646.09**
Debt / (Paid-up Capital + Free Reserves) Ratio (Pre-Buyback)	**C=A/B**	**0:1**
Proposed Buyback	**D**	**325.00**
Debt / (Paid-up Capital + Free Reserves) Ratio (Post Buyback)	**E=A/(B-D)**	**0:1**

For any clarifications related to the buy-back process, the equity shareholders may contact the following person:

Name of contact Person: **Ms. Binita Gosalia** **Company Secretary & Compliance Officer**	**Address:** 15/16/17, 1st Floor, Maker Chambers – III, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021 **Phone No**.: 022 4353 0414 **Email**: Bluechiptex@Gmail.Com

All the material documents referred to in the explanatory statement such as the memorandum and articles of association of the Company, relevant board resolution for the buy-back, the auditors' report dated October 30, 2026 and latest audited financial statements for the year ended on March 31, 2026 are available for inspection by the members of the Company at the Corporate Office of the Company at on any working day between IST 10.00 a.m. and 5.00 p.m. on all working days up to and including the date of Extra-Ordinary General Meeting of the Company.

In the opinion of the Board, the proposal for buy-back is in the interest of the Company and its equity shareholders. The directors, therefore, recommend passing of the special resolution as set out in the accompanying notice for your approval.

None of the directors or key managerial personnel of the Company or their relatives is / are directly / indirectly concerned / interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors
For Blue Chip Tex Industries Limited

Binita Gosalia
Company Secretary & Compliance Officer
Membership No. ACS 25806

Place: Mumbai
Date: October 30, 2026
Registered office:
Plot No. 63-B, Danudyog Sahakari Sangh Ltd,
Village Piparia, Dadra & Nagar Haveli, Silvassa,
Dadra & Nagar Haveli, 396230 India.