

Blue Chip Tex Industries Limited

NOTICE

Notice is hereby given that the 41st Annual General Meeting (“AGM”) of the Members of Blue Chip Tex Industries Limited will be held on Tuesday, 22nd September, 2026 at 12 noon IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- 2) To appoint a Director in place of Mr. Rahul .A. Khemani (DIN: 03290468), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 Mr. Rahul .A. Khemani (DIN: 03290468), who retires by rotation at this Meeting be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

- 3) To ratify the remuneration of Cost Auditors for the financial year 2026-27 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (including any statutory modifications or re-enactments thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit, payable to M/s NKJ & Associates, Practising Cost Accountants, Navi Mumbai, (Firm Registration No.101893) who are appointed by the Board of Directors of the Company, as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending 2026-27.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 4) To alter and adopt new set of Memorandum of Association (MOA) of the Company as per the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and 15 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to substitute the existing Memorandum of Association (“MoA”) of the Company with a new set of MoA in accordance with Table A of Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, including taking of necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, filling of necessary forms with the Registrar of Companies at any stage without requiring any further approval of the Members of the Company, and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution.”

- 5) To alter and adopt new set of Articles of Association (AOA) of the Company as per the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and 15 of the Companies Act, 2013 (‘the Act’), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the alteration and adoption of the new set of Articles of Association pursuant to the Act, primarily based on the Form of Table F under the Act, in total exclusion, substitution and supersession of the

existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, including taking of necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, filling of necessary forms with the Registrar of Companies at any stage without requiring any further approval of the Members of the Company, and to take all steps necessary, consequential or incidental and ancillary for the purpose of giving effect to the aforesaid resolution.”

- 6) To consider appointment of Mr. Saurabh .S. Somani as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Saurabh .S. Somani (DIN: 06540706), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 12th August, 2026 upto 11th August, 2031.

By order of the Board of Directors

For Blue Chip Tex Industries Limited

Sd/-

Binita Gosalia

Company Secretary & Compliance Officer

Membership No. ACS 25806

Place: Mumbai

Date: 12th August 2026

Registered Office:

Plot no. 63-B, Danudyog Sahakari Sangh Limited,

Village Piparia, Silvassa, U.T. of Dadra & Nagar Haveli- 396 230

Blue Chip Tex Industries Limited

Notes:

- 1) The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 10/2022 dated 28th December, 2022 latest being General Circular No. 03/ 2025 has allowed Companies to conduct their AGMs through Video Conferencing ("VC") or any Other Audio Visual Means ("OAVM") till further orders in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/ 2020 dated 5th May, 2020, read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 issued by the MCA (Collectively referred to as "MCA General Circulars").

Accordingly, in compliance with the requirements of the aforesaid MCA General Circulars, the Company is convening its 41st AGM 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 for convening the 41st AGM through VC/OAVM. A detailed process in which the Members can attend the AGM through VC/OAVM has been enumerated in Note No. 21 of this Notice.

- 2) The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting i.e. on Tuesday, 22nd September, 2026 from 11:45 a.m. till 12.15 noon. The attendance of the Members attending the AGM 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 AGM 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 AGM 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 Annual Reports and Notices to its Members. Accordingly, the Company will only be sending soft copy of the Annual Report 2025-26 and Notice convening 41st AGM 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, 21st August, 2026.
- 4) For Members who have not registered their e-mail address and those Members who have become the Members of the Company after 21st August, 2026, being the cut-off date for sending soft copy of the Notice of 41st AGM and Annual Report for Financial Year 2025-26, may refer to the Notice of 41st AGM and Annual Report available on the Company's website, on the websites of Bigshare and BSE.
- 5) Members may also note that the Notice convening the 41st AGM and the Annual Report for the financial year 2025-26, in Portable Document Format ("PDF"), will also be available on the Company's website www.bluechiptexindustrieslimited.com, website of CDSL i.e. www.evotingindia.com and on website of stock exchange viz. www.bseindia.com. The relevant documents, if any, referred to in the Notice of 41st AGM and the Annual Report will also be available for inspection electronically on request by a Member of the Company up to the date of the 41st AGM of the Company.
- 6) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM 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. 3 to 6** of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed.
- 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 41st AGM 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 AGM 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 Tuesday, 15th September, 2026 to Tuesday, 22nd September, 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., signature and bank mandates (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank/Branch code and account type) 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.

Further SEBI vide its Circular No SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandated that the Members (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number; Bank Account Details and signature) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, 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 annual financial statements or any other query related to the Annual Report are requested to write to the Company on or before Monday, 14th September, 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) **IEPF Information:**

Members who have not encashed their dividend warrants for the dividends declared for the financial years 2018-19 onwards upto 2024-25 are requested to send a letter along with unclaimed dividend warrant, if any, or letter of undertaking for issue of duplicate dividend warrant/demand draft. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts in respect of dividends for the financial years 2018-19 to 2024-25 lying with the Company as on 31st March, 2026 on the website of the Ministry of Corporate Affairs in e-Form IEPF-2 and also on the website of the Company (www.bluechiptexindustrieslimited.com)

Blue Chip Tex Industries Limited

In terms of Section 124 of the Act, dividend declared for the financial year 2018-19 will be due for transfer to the Investor Education and Protection Fund ("IEPF") (established by the Central Government) by 20th October, 2026 as the same would remain unpaid for a period of seven years from the due date of payment. Members are requested to en-cash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie with the Company in respect of such amount.

Attention of Members is invited to the provisions of Section 124(6) of the Act read with IEPF Rules, as amended from time to time, which inter alia requires the Company to transfer the Equity Shares in respect of which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a Demat account of the Investor Education and Protection Fund Authority ("IEPF Authority"). The said shares, once transferred to the said Demat account of the IEPF Authority can be claimed only after following the procedure prescribed under the said IEPF Rules.

Therefore, Members are requested to claim their unpaid dividend pertaining to the financial year 2018-19 to 2024-25 as soon as possible, so that shares in respect of which the dividend is pending are not transferred to the Demat Account of IEPF authority at appropriate date.

- 18) Since the ensuing AGM 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 AGM. Only those Members, who are present in the AGM 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 AGM, then voting done through Remote e-Voting shall prevail and voting done by e-Voting at the time of AGM 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 Tuesday, 15th September, 2026.

- 19) **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 AGM, to its Members in respect of the business to be transacted at the 41st AGM.

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 AGM in a fair and transparent manner.

- 20) **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM 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, 18th September, 2026 at 9:00 a.m. and ends on Monday, 21st September, 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, 15th September, 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.

Blue Chip Tex Industries Limited

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.
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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.

2. 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.
 - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - o 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.

3. 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

Blue Chip Tex Industries Limited

4. 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 AGM 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 AGM/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 AGM/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 AGM/EGM are as under:-

- The Members can join the AGM/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 AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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 AGM/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 you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

The results on voting of Resolutions will be declared on Wednesday, 23rd September, 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 CDSL i.e. www.evotingindia.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.

- 21) Since the 41st AGM will be held through VC/OAVM, the Route Map to the venue of AGM 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. 3:

The Company is required under Section 148(3) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in Practice.

The Board of Directors of the Company has on the recommendation of the Audit Committee approved the appointment and remuneration of M/s NKJ & Associates, Practising Cost Accountant, Navi Mumbai, (Firm Registration No.101893) as the Cost Auditor of the Company for the Financial Year 2026-27.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year 2026-27.

The Board recommends the said Resolution set out at Item No. 3 of this Notice to be passed as an Ordinary Resolution by the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested or deemed to be concerned or interested, financially or otherwise, in the proposed Resolution as set out at Item No. 3 of the Notice.

Item No. 4:

The existing Memorandum of Association ("MOA") of the Company was adopted in line with the requirements under the Companies Act, 1956 prevalent at the time of incorporation of the Company and was amended as required from time to time.

The Companies Act, 2013 prescribed a new format of MOA for a Company limited by shares in Table A to Schedule I of the Companies Act, 2013. With a view to align the existing MOA of the Company with the format prescribed under the Companies Act, 2013, the Board of Directors at its meeting held on 30th May, 2026 approved the proposal to substitute and replace the existing MOA with a new MOA, subject to the approval of the members.

A summary of the key changes proposed to the MoA is detailed below:

Sr. No.	Changes
1	The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, was based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the Companies are required to have only "matters which are necessary for furtherance of the objects specified in clause III (A)". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause.
2	Key changes in the New MOA are as follows: • Changed the title of the MOA to effect the applicability of provisions of Companies Act, 2013. • Replaced the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects. • Name of existing Clause III (B) i.e. "the Objects Incidental or Ancillary to the attainment of Main Objects" be and is hereby changed to "Matters which are necessary for furtherance of the objects specified in Clause III (A)". • Existing indication related to Other Objects as be and is hereby also merged in matters which are necessary for furtherance of the objects specified in Clause III (A). • Apart from the above changes / alteration, references to specific sections of the Companies Act, 1956 have been substituted with the specific sections of the Companies Act, 2013 and rules framed thereunder.

Pursuant to Sections 4 and 13 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for any making any amendments to the MOA of the Company.

The existing MOA and the draft of the new MOA proposed to be substituted in the place of the existing MOA is available on the Company's website at bluechiptex@gmail.com for perusal by the members. The same will be available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution set out in the item no 4 of this notice, except to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the Special Resolution as set out in Item No. 4 of this Notice for approval of the members.

Item No. 5:

The Company's current Articles of Association ("AOA") has been presently in force since its incorporation of the Company and have been amended several times over the years to cater to the specific requirements of the Company. The existing

Blue Chip Tex Industries Limited

AOA are in line with the erstwhile Companies Act, 1956 and various regulations contained in the AOA contain references to the erstwhile Act, which are thus no longer in conformity with the Companies Act, 2013.

Accordingly, the Board of Directors at its meeting held on 30th May, 2026 approved the proposal to adopt a new set of AOA as per Table F of the Companies Act, 2013, which sets out the model Articles of Association for a Company limited by shares, instead of amending each clause of the AOA and incorporating the provisions of the Companies Act, 2013, subject to the approval of the shareholders.

Pursuant to Sections 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for the adoption of new set of AOA of the Company.

The existing AOA of the Company and the draft of the new AOA proposed to be substituted in the place of the existing AoA are available on the Company's website at bluechiptex@gmail.com for perusal by the members. The same will be available for inspection at the Registered Office of the Company at any working day during business hours.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the above resolution set out in the item no 5 of this notice, except to the extent of their shareholding in the Company.

The Board of Directors, therefore, recommends the Special Resolution as set out in Item No. 5 of this Notice for approval of the members.

Item No. 6:

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Saurabh .S. Somani (DIN: 06540706) for the office of Independent Director of the Company.

Mr. Saurabh .S. Somani is a BA in Economics from University of Illinois at Urbana Champaign, USA. He graduated in 2012. He has worked in EY India for 5 years in Risk Advisory. Post EY, he has worked in a travel startup company for 2 years. In 2018, he joined family office where he is looking after investments in Private & Public Markets and Real Estate. He is having overall experience of over 8 years in Finance & Investments.

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

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Saurabh .S. Somani fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Saurabh .S. Somani has vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at item no. 6 of this Notice relating to the appointment of Mr. Saurabh .S. Somani as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 12th August, 2026 upto 11th August, 2031 for your approval.

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

Further, the Company has also received:

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

A copy of the draft letter for the appointment of Mr. Saurabh .S. Somani as Independent Director setting out the terms & conditions would be available for inspection through electronic mode without any fee by the members. The same has also been put up on the Company website www.bluechiptexindustrieslimited.com.

The Board recommends the said Resolution set out at Item No. 6 of this Notice to be passed as Special Resolution by the Members.

Except, Mr. Saurabh .S. Somani none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at item no. 6 of the Notice.

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

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

Place: Mumbai

Date: 12th August 2026

Registered Office:

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

ANNEXURE TO ITEM NO. 2

Details of the Directors seeking appointment/re-appointment in the forthcoming AGM
[Pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015, and Secretarial Standard on General Meetings]

Particulars	Item no. 3
Name of the Director	: Mr. Rahul .A. Khemani
DIN	: 03290468
Nationality	: Indian
Date of appointment on the Board	: 01/11/2010
Qualifications & Experience (including expertise in specific functional area)	: B.Com from Mumbai University and Masters in Technology entrepreneurship from University of London, U.K. He has over 15 years of rich business experience in Textile Industry.
Number of shares held in the Company	: 67,580
List of the directorships held in other Companies (Listed or not)	: Beekaylon Synthetics Private Limited Sangam Syntwist textiles Private Limited
Number of Board Meetings attended during the year	: 5
Chairman/Member in the Committees of the Board of Companies in which he is Director	: Member of Audit Committee & Stakeholder's Relationship Committee in Blue Chip Tex Industries Limited
Relationship between Directors inter-se	: Brother of Mr. Siddharth .A. Khemani, Non-Executive , Non - Independent Director of the Company
Remuneration details	: Rs. 36,00,000 p.a

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

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

Place: Mumbai

Date: 12th August 2026

Registered Office:

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

Blue Chip Tex Industries Limited

ANNEXURE TO ITEM NO. 6 OF THE NOTICE

Details of the Director seeking appointment

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

Name of the Director	:	Mr. Saurabh .S. Somani
DIN	:	06540706
Date of Birth	:	25/01/1990
Nationality	:	Indian
Date of Appointment on the Board	:	12 th August, 2026 (If approved by the shareholders)
Qualifications	:	BA in Economics from University of Illinois at Urbana Champaign, USA graduated in the year 2012
Expertise in specific functional area	:	Worked with EY India for 5 years in Risk Advisory. Post EY, he has worked in a travel startup company for 2 years. In 2018, he joined family business where he is looking after investments in Private & Public Markets and Real Estate. He is having overall experience of over 8 years in Finance & Investments.
Number of shares held in the Company	:	NIL
List of the directorships held in other Companies (Listed or not)	:	Amigo Mercantile Private Limited Sudershan Investment & Exports Private Limited Satyanarayan Traders & Investors Private Limited
Number of Board Meetings attended during the year	:	Not Applicable
Chairman/Member in the Committees of the Board of Companies in which he is Director	:	NIL
Relationship between Directors inter-se	:	None
Remuneration details	:	He will receive sitting fees of Rs. 5,000/- and reimbursement of expenses for attending Board and Committee meetings.

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

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

Place: Mumbai

Date: 12th August 2026

Registered Office:

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