



NOTICE

Notice is hereby given that the 1st Extra Ordinary General Meeting (“EGM”) for FY 2025-26 of the Members of Blue Chip Tex Industries Limited will be held on Tuesday, 31st March 2026 at 12.30 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

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

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

RESOLVED THAT pursuant to the provisions of Companies Act, 2013, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including any statutory modifications or re-enactments thereof for the time being in force, read with Schedule XII of the SEBI LODR Regulations, 2015, all other applicable laws and regulations, and in accordance with the Company’s Policy on Related Party Transactions and dealing with Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into material related party transaction(s)/ contract(s)/ arrangement(s) (whether individually, or as a series of transactions) with **Beekaylon Synthetics Private Limited**, a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR, for purchase and sale of yarn, raw materials, packing materials, repairs, store materials, scrap and other resources on such terms and conditions, as the Board may deem fit, for the financial year 2026-27, for an aggregate value not exceeding ₹3,50,00,00,000 (Rupees Three Hundred and Fifty Crores only), and on such terms and conditions as may be determined by the Board of Directors or the Audit Committee from time to time, provided that all such transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

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

Place: Mumbai

Date: 6th March 2026

Registered Office:

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

Sd/-

Binita Gosalia

Company Secretary & Compliance Officer

Membership No. ACS 25806



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 Central Depository Services (India) Limited (“CDSL”) 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 Tuesday, 31st March, 2026 from 12.15 p.m. till 12.30 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, 27th February 2026.
- 4) For Members who have not registered their e-mail address and those Members who have become the Members of the Company after 27th February 2026, being the cut-off date for sending soft copy of the Notice of EGM for Financial Year 2025-26, may refer to the Notice of EGM available on the Company’s website, on the websites of CDSL and BSE.
- 5) Members may also note that the Notice convening the EGM 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 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 Tuesday, 24th March, 2026 to Tuesday, 31st March, 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 Friday, 21st March 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 Tuesday, 24th March, 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 SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The Remote e-Voting period begins on Friday, 27th March, 2026 at 9:00 a.m. and ends on Monday, 30th March 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 i.e. 24th March 2026 may cast their vote electronically. The Remote e-Voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the EGM date through Remote e-Voting would not be entitled to vote at the time of EGM.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Listing Regulations, 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 Companies 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

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



<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the Remote e-Voting period or joining virtual Meeting & voting during the Meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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 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.4. For OTP based login you can click on https://eservices.nsd.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. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the Remote e-Voting period or joining virtual Meeting & voting during the Meeting.</p>

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

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 09911
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.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for e-Voting and joining virtual Meeting for Physical shareholders and shareholders other than individual holding in Demat form:
 1. The shareholders should log on to the e-Voting website www.evotingindia.com.
 2. Click on “Shareholders” module.
 3. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4. Next enter the Image Verification as displayed and Click on Login.
- 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any Company, then your existing password is to be used.
- 6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the Member Id/Folio No in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
 However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat account holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- (viii) For Shareholders holding shares in physical form, the details can be used only for e-Voting on the Resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions details.
- (xii) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only:

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
5. A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address i.e. pramodshah361@gmail.com and to the Company at the email address i.e. bluechiptex@gmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

A. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending Meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-Voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the time of EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



7. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the Meeting mentioning their name, demat account number/folio number, email id, mobile number at bluechiptex@gmail.com The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to the Meeting mentioning their name, demat account number/folio number, email id, mobile number at bluechiptex@gmail.com These queries will be replied to by the Company suitably by email or at the time of EGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those shareholders, who are 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the EGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the Meeting is available only to the shareholders attending the Meeting.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES / COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's email id i.e. bluechiptex@gmail.com / RTA's email id i.e. investor@bigshareonline.com.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant.
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant which is mandatory while e-Voting & joining virtual Meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 09911.

The results on voting of Resolutions will be declared on Wednesday, 1st April 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.

- 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:

The Company is engaged in the business of manufacturing, dealing, exporting and importing textiles made from silk, art silk, rayon staple and synthetic fibres, cotton, wool, flax, hemp and jute. The Company also undertakes activities such as doubling, spinning, weaving, crimping, texturizing, bleaching, dyeing, printing, ginning and pressing of cotton, yarn, fibre, wool, silk cloth, linen and other textile goods and fabrics, whether woven, belted, netted or looped.

Cost effective purchase / sale of raw materials, yarn, packing materials, store materials, repairs, scrap and other resources of desired quality are a key requirement for the Company. The Company anticipates to enter into certain transactions with Beekaylon Synthetics Private Limited ('BSPL'), a related party of the Company, during the financial year 2026-27 to have consistent control over quality. These transactions will not only help the Company to manage operations smoothly but also ensure consistent flow of desired quality and quantity of facilities for uninterrupted operations.

The provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), require prior approval of the Members by way of an Ordinary Resolution for all material related party transactions if a transaction with a related party to be entered into individually or taken together with previous transactions during a financial year, exceed(s) the thresholds specified in Schedule XII of these regulations.

Regulation 23(4) of SEBI listing regulations provides that all **material related party transactions** shall require prior approval of the shareholders through an ordinary resolution

The Company proposes to enter into certain related party transaction(s), as mentioned below, on mutually agreed terms and conditions. The aggregate value of such transaction(s) is proposed to be up to ₹350 crore for the financial year 2026–27 and is expected to exceed the applicable materiality thresholds prescribed under the aforesaid Regulation.

Accordingly, pursuant to the provisions of the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements/transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 6th March, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

In this regard, the Audit Committee has also reviewed the certificate provided by the Managing Director and the CFO of the Company, as required under the RPT Industry Standards, confirming the propriety and compliance of the said transaction(s).

The Board of Directors recommend approval of Resolution at Item No. 1 of the Notice as an Ordinary Resolution.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:



Pursuant to the SEBI Circular dated October 13, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

SN	Particulars of the information	Information provided by the Management
A. Details of the related party and transactions with the related party		
A (1)	Basic details of the Related Party Transaction	
1	Name of the related party	Beekaylon Synthetics Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related Party	Buyers, Sellers, Dealers, and Cultivators of Cotton, Jute, Staple, Wool, Hemp, and Silk, including Artificial Silk and function as Spinners, Weavers, Manufacturers, Ginners, Pressers, Packers, Printers and Doubles of cloth, Rayon, Nylon, Man-made fibre or any other fibrous materials, linen or other fabrics of any kind.
A (2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	418000 (14.96%) - Directly
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	486188 (24.67%) – Directly 1369450 (49.01%) - Indirectly



A (3) Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Year	Nature of transaction	Amount (In Rs.)
		FY 2024-2025	Insurance Charges	3,31,472
		FY 2024-2025	Gratuity Re-imbursment (net)	10,96,789
		FY 2024-2025	Purchases Transaction	22,728,71,376
		FY 2024-2025	Sales Transaction	32,09,53,260
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	1,70,13,98,140		
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial year.	NA		
A (4) Amount of the proposed transactions				
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	350,00,00,000		
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	NA		
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA		



5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The value of the proposed transaction represents approximately 18.33% of the related party's annual standalone turnover for the immediately preceding									
6	Financial performance of the related party for the immediately preceding financial year (FY 2024-25) (Rs.in Crores) Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<table border="1"> <thead> <tr> <th data-bbox="772 495 1110 533">Particulars</th> <th data-bbox="1110 495 1457 533">Amount (In Rs.)</th> </tr> </thead> <tbody> <tr> <td data-bbox="772 533 1110 571">Turnover</td> <td data-bbox="1110 533 1457 571">1,85,859,36,116</td> </tr> <tr> <td data-bbox="772 571 1110 609">Profit After Tax</td> <td data-bbox="1110 571 1457 609">146,342,213</td> </tr> <tr> <td data-bbox="772 609 1110 647">Net worth</td> <td data-bbox="1110 609 1457 647">2,828,323,111.00</td> </tr> </tbody> </table>		Particulars	Amount (In Rs.)	Turnover	1,85,859,36,116	Profit After Tax	146,342,213	Net worth	2,828,323,111.00
Particulars	Amount (In Rs.)										
Turnover	1,85,859,36,116										
Profit After Tax	146,342,213										
Net worth	2,828,323,111.00										
A (5) Basic details of the proposed transaction											
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Insurance Charges/Gratuity /Purchases Transaction/ Sales Transaction									
2	Details of each type of the proposed transaction	At arm's length									
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 months									
4	Whether omnibus approval is being sought?	Yes									
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA									
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Cost effective purchase / sale of raw materials, yarn, packing materials, store materials and other resources of desired quality are a key requirement for the Company. The Company intends to enter into various transactions with BSPL to have consistent control over quality. These transactions will not only help the Company to manage operations smoothly but also ensure consistent flow of desired quality and quantity of facilities for uninterrupted operations.									



7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>	
	a. Name of the Director/KMP	<p>Mr. Shahin N Khemani – Managing Director</p> <p>Mr. Rahul A Khemani – CFO & Director</p> <p>Mr. Siddharth A Khemani – Non executive Director</p>
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	<p>Mr. Shahin N Khemani – 1210950 (43.34%) – Indirectly & Jointly</p> <p>Mr. Rahul A Khemani – 1612600 (57.72%) - Indirectly & Jointly</p> <p>Mr. Siddharth A Khemani – 490700 (17.56%) – Directly, Indirectly & Jointly</p>
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	
B (1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	NA
2	Basis of determination of price.	NA
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA
4	Any other information that may be relevant	NA



Blue Chip Tex Industries Limited

Mr. Shahin N Khemani , Mr. Rahul A Khemani and Mr. Siddharth A Khemani, Directors of the Company, who are also Directors on the Board of BSPL and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 1 whether the entity is a related party to the particular transaction or not.

The Board recommends the said resolution proposed vide Item No. 1 to be passed as Ordinary Resolution by the members.

**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: 6th March 2026

Registered Office:

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

