

Blue Chip Tex Industries Limited

NOTICE

Notice is hereby given that the 40th Annual General Meeting (“AGM”) of the Members of Blue Chip Tex Industries Limited will be held on Tuesday, 23rd September, 2025 at 11.45 am 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, 2025 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, 2025 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. Siddharth .A. Khemani (DIN: 08842398), 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. Siddharth .A. Khemani (DIN: 08842398), 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 2025-26 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 2025-26.

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 appoint Secretarial Auditor of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the consent of the Members be and is hereby accorded for the appointment of M/s. DTNV & Co, Practising Company Secretaries (Firm Registration No.: P2023MH094600), as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from the financial year 2025-26 till the financial year 2029-30, at such remuneration (plus applicable taxes and out-of-pocket expenses at actuals) and on such terms and conditions as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to modify and/or revise the terms and conditions of the said appointment, including the remuneration of M/s. DTNV & Co as it may deem appropriate, and to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution.”

- 5) To re-appoint Mr. Shahin .N. Khemani (DIN: 03296813) as Managing Director of the Company 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** in accordance with the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re -enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration

Annual Report 2024-25

Committee of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Shahin .N. Khemani (DIN: 03296813) as Managing Director of the Company for a period of 5 (five) years w.e.f. 1st September, 2025 to 31st August, 2030 (both days inclusive) not liable to retire by rotation on the following key terms and conditions including remuneration:

- Term: 1st September, 2025 to 31st August, 2030 (both days inclusive)
- Salary: Rs. 36,00,000/- p.a. (Rupees Thirty Six Lakhs per annum). The annual increment which will be effective 1st April, each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.
- Other payments: Reimbursement of out of pocket expenses incurred in the course of business of the Company.

RESOLVED FURTHER THAT the aforesaid remuneration is subject to the condition that:

- a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of 5% (five percent) of the net profits of the Company as applicable to each of the Managing / Whole time Directors of the Company and / or 20% (twenty percent) of the net profits of the Company for all Managing / Whole-time Directors as approved by the Special Resolution in 35th Annual General Meeting of the Company held on 29th September, 2020 and in accordance with the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force or
- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/inadequate profits;

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, as mentioned above be paid as minimum remuneration to Mr. Shahin N. Khemani as the Managing Director of the Company;

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to relocate, re-allocate, re-designate, vary, alter, increase, enhance or widen the terms and conditions of appointment and the remuneration payable to the appointee, from time to time, as they may in their discretion deem fit within the limits and conditions mentioned in this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, deeds, applications, returns, letters and such other writings as may be considered necessary, proper, desirable or expedient."

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 August 2025

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. 09/2024 dated 19th September 2024 has allowed Companies whose Annual General Meeting (“AGM”) are due in the year 2025, to conduct their AGMs on or before 30th September, 2025, through Video Conferencing (“VC”) or any Other Audio Visual Means (“OAVM”) 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 40th AGM 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 40th 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, 23rd September, 2025 from 11:30 a.m. till 12.00 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 2024-25 and Notice convening 40th 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, 22nd August, 2025.
- 4) For Members who have not registered their e-mail address and those Members who have become the Members of the Company after 22nd August, 2025, being the cut-off date for sending soft copy of the Notice of 40th AGM and Annual Report for Financial Year 2024-25, may refer to the Notice of 40th AGM and Annual Report available on the Company’s website, on the websites of CDSL and BSE.
- 5) Members may also note that the Notice convening the 40th AGM and the Annual Report for the financial year 2024-25, 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 40th 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 40th 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, Item No. 4 and Item No. 5** 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 40th 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, 16th September, 2025 to Tuesday, 23rd September, 2025 (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) Members holding shares in electronic form may note that as per the Circular issued by NSDL and CDSL, the Company is obliged to print on the dividend warrants, bank details of beneficiary owners / Members as furnished by these Depositories while making payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Members are requested to advise such changes only to their DPs.

- 12) 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

- 13) 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

- 14) 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.

- 15) 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 Friday, 12th September, 2025 through email on bluechiptex@gmail.com. The same will be replied by the Company suitably.

- 16) 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.

- 17) 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.

18) IEPF Information:

Members who have not encashed their dividend warrants for the dividends declared for the financial years 2017-18 onwards upto 2023-24 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 2016-17 to 2022-23 lying with the Company as on 31st March, 2024 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)

In terms of Section 124 of the Act, dividend declared for the financial year 2017-18 will be due for transfer to the Investor Education and Protection Fund (“IEPF”) (established by the Central Government) by 10th October, 2025 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

Blue Chip Tex Industries Limited

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 2017-18 to 2023-24 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.

- 19) 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, 16th September, 2025.

20) **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 40th 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.

21) **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM 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, 19th September, 2025 at 9:00 a.m. and ends on Monday, 22nd September, 2025 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. 16th September, 2025 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 AGM date through Remote e-Voting would not be entitled to vote at the time of AGM.
- 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"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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.
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 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. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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. 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.

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's website for casting your vote during the Remote e-Voting period or joining virtual Meeting & voting during the Meeting.
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use 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 40TH AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1. The procedure for attending Meeting & e-Voting on the day of the AGM 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 AGM.
- 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.

Blue Chip Tex Industries Limited

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 AGM 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 AGM.
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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the AGM 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 AGM & 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, 24th September, 2025. 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.

- 22) Since the 40th 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 2025-26.

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 2025-26.

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: To consider appointment of Secretarial Auditor of the Company and fix their remuneration

Pursuant to the recent amendment to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), which shall come into effect from 1st April, 2025, the appointment of Secretarial Auditor(s) is now required to be approved by the shareholders at the Annual General Meeting of the Company.

As per the amended Regulation, the tenure of the Secretarial Auditor shall be:

- In case of an individual Company Secretary in Practice: one term of five (5) consecutive years;
- In case of a firm of Company Secretaries in Practice: a maximum of two (2) terms of five (5) consecutive years each.

It is further clarified that any prior association of the individual or firm as the Secretarial Auditor of the Company before 31st March, 2025, shall not be considered for the purpose of calculating the aforesaid term.

M/s. DTNV & Co, Practising Company Secretaries firm is peer-reviewed, bearing Peer Review Certificate No.: 6857/2025 and holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India. Mrs. Dhanashree Talwelkar (having M. No. ACS 26254, COP no. 14394), Partner of DTNV & Co., specializes in providing high quality professional service and solving complexity relating to various corporate law matters.

The Board of Directors, at its meeting held on 21st May, 2025, based on the recommendation of the Audit Committee, has approved the appointment of M/s. DTNV & Co, Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the financial year 2025–26, at a remuneration of Rs. 72,000/- (Rupees Seventy Two Thousand Only) plus applicable taxes for the financial year ending 31st March, 2026. The remuneration for the remaining years of the term shall be fixed/revised by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No. 4 of the accompanying Notice for approval of the Members by way of an Ordinary Resolution.

Item No. 5: To re-appoint Mr. Shahin .N. Khemani (DIN: 03296813) as the Managing Director of the Company

The Board has, based on the recommendation of the Nomination and Remuneration Committee and considering the increased activities, responsibilities and contribution of Mr. Shahin .N. Khemani in development and growth of the Company re-appointed Mr. Shahin .N. Khemani as the Managing Director of the Company for period of 5 (five) years w.e.f. 1st September, 2025 to 31st August, 2030, subject to the members approval at this Annual General Meeting on the key terms and conditions as set out in the Resolution and as enumerated in the Letter of Appointment dated 6th August, 2025 entered into between the Company and Mr. Shahin .N. Khemani.

Blue Chip Tex Industries Limited

Mr. Shahin .N. Khemani aged 40 years has done his Bachelor of Management Studies from Mumbai University and holds Master's Degree in Technology Entrepreneurship from University of London, U.K.

Mr. Shahin .N. Khemani was appointed as Director of the Company by the members at the 26th Annual General Meeting of the Company held on 11th August, 2011 and thereafter re-designated and appointed as Managing Director in 35th Annual General Meeting of the Company. He has been associated with the Company as Director for over a decade and has over 14 years of experience in Textile Industry. He is well-versed in understanding Textile Industry and is equally excellent in ensuring growth by improving productivity, cost control and consistently improving quality. He had been actively involved in business strategy, business development and research and development functions in the Company. With his support the Company has consistently delivered value to its customers and all stakeholders.

Mr. Shahin .N. Khemani is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Managing Director of the Company. Mr. Shahin .N. Khemani satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment.

Mr. Shahin .N. Khemani is also one of the Promoter of the Company and holds 70880 equity shares (3.61% of total no. of shares) of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Letter of Appointment dated 6th August, 2025 entered into between the Company and Mr. Shahin .N. Khemani is available for inspection.

Except, Mr. Shahin .N. Khemani, Managing Director and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the Notice.

The Board recommends the said resolution proposed vide Item No. 5 to be passed as Special 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 August 2025**

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

Annual Report 2024-25

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. Siddharth .A. Khemani
DIN	:	08842398
Nationality	:	Indian
Date of appointment on the Board	:	01/10/2020
Qualifications & Experience (including expertise in specific functional area)	:	B.Com from Mumbai University. Over more than 9 years of experience in Textile Industry.
Number of shares held in the Company	:	21,140
List of the directorships held in other Companies (Listed or not)	:	Beekaylon Synthetics Private Limited
Number of Board Meetings attended during the year	:	4
Chairman/Member in the Committees of the Board of Companies in which he is Director	:	Member of Nomination & Remuneration Committee & Stakeholder's Relationship Committee in Blue Chip Tex Industries Limited.
Relationship between Directors inter-se	:	Brother of Mr. Rahul .A. Khemani, CFO & Director of the Company.
Remuneration details	:	Sitting Fees of Rs. 5,000/- per Board Meeting.

**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 August 2025**

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