

BLUE PEARL TEXSPIN LIMITED

(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

Regd Off: Office No. 32, VyaparBhavan, 49, P.D. Mello Road, Mumbai -400 009,
Maharashtra.

CIN -L36104MH1992PLC069447

Tel -022 32997884 Fax 23487884

Email: bluepearltxspin@gmail.com Website: www.bluepearltxspin.com

Date: 02-09-2014

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400001.

Subject: Six Copies of Annual Report

Ref:- Name of the Company:- BLUE PEARL TEXSPIN LIMITED

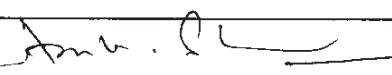
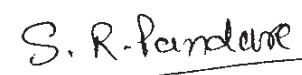
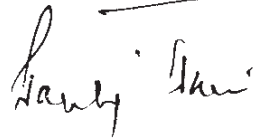

Scrip Code (BSE):- 514440

Dear Sir,

As per listing requirements enclosed please find 6 (Six) copies of the Annual Reports duly certified by the Executive Director of the Company.

Further, as per SEBI Circular CIR/CFD/DIL/7/2012 dated August 13, 2012 below is the Form A required to be filed by the Company with the concerned stock exchange(s).

FORM A

1.	Name of the Company	:	BLUE PEARL TEXSPIN LIMITED
2.	Annual Financial Statements for the period ended	:	31 st March, 2014
3.	Type of Audit observation	:	Unqualified
4.	Frequency of observation	:	N.A.
5.	To be signed by:-		
	• Mr. Arun Kumar Sharma (CEO & Executive Director)	:	
	• Mr. Shankar Pandare (CFO)	:	
	• Mr. Pankaj Jain (Statutory Auditors of the Company)	:	
	• Mr. Om Prakash Madhogarhia (Chairman of Audit Committee)	:	

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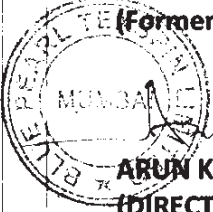
Kindly take the same on your record and acknowledge receipt of the same.

Thanking You,

Yours truly,

For BLUE PEARL TEXSPIN LIMITED

(Formerly known as E-WHA FOAM INDIA LIMITED)



ARUN KUMAR SHARMA

(DIRECTOR)

DIN- 00369461

Encl.: As above

22nd
ANNUAL REPORT
2013-2014

BLUE PEARL TEXSPIN LIMITED
(Formerly Known as "E-Wha Foam India Limited")

Blue Pearl Texspin Limited
(Formerly known as “E-Wha Foam India Limited”)

CIN -L36104MH1992PLC069447

ANNUAL REPORT 2013-2014

CORPORATE INFORMATION

BOARD OF DIRECTORS	: Mr. Shankar R. Pandare : Chairman and Non-Executive Director (DIN- 05189612) (w.e.f 22 nd January, 2014) Mr. Arun Kumar Sharma : Whole-Time Director (DIN- 00369461) : (w.e.f 14 th November, 2013) Mr. Navinchandra C. Shah : Executive Director (DIN- 05178793) Mr. Ganesh Sengadani : Independent Non-Executive Director (DIN- 06647090) : (w.e.f 14 th November, 2013) Mr. Deepak P. Rane : Independent Non-Executive Director (DIN- 05178672) : (resigned w.e.f 13 th August, 2014) Mr. Om Prakash Madhogarhia : Independent Non-Executive Director (DIN- 05330865) :: (w.e.f 7 th February, 2014):
COMMITTEES OF THE BOARD	: Audit committee Shareholders/Investors Grievance Committee Remuneration Committee
REGISTERED OFFICE (Changed w.e.f. 1 st March, 2014)	: Office No. 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai -400 009, Maharashtra. Tel -022 32997884 Fax 23487884 <u>WEBSITE</u> : www.bluepearltexspin.com
BANKERS	: Allahabad Bank, Borivali Branch, Mumbai.
REGISTRAR & SHARE TRANSFER AGENT	: SYSTEM SUPPORT SERVICES 209, Shivai Ind Estate. 89, Andheri Kurla Road, (Next to Logitech Park, Above McDonalds) Saki Naka, Andheri (East), Mumbai – 400 072. Tel No.: 91-22-28500835; Fax No.: 91-22-28501438 Email ID: sysss72@yahoo.com/zoebsss@hotmail.com Website: www.sysss.com
LISTING OF EQUITY SHARES	: BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
AUDITORS	: M/s C.P. Jaria & Co. Chartered Accountants M-28, Super Tex Tower, Opp. Kinnary Cinema, Ring Road, Surat-395002 Email: cpjaria@yahoo.co.in

ANNUAL GENERAL MEETING:

Date	: 30 th Septemebr, 2014
Time	: 10:00 A.M
Venue	: 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra.

NOTICE

Notice is hereby given that the Twenty-Second Annual General Meeting (the "Meeting") of Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited") will be held on Tuesday 30th September 2014 at 10:00 A.M. at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, the Profit & Loss account for the period ended on that date and the Reports of the Directors' and the Auditors thereon.
2. To appoint a Director in place of Mr. Navinchandra Shah (DIN 05178793) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under, as amended from time to time, C.P. Jaria & Co., Chartered Accountants (Firm Registration No- 104058W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty- Sixth Annual General Meeting (AGM) of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. 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 Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Om Prakash Madhogarhia (DIN-05330865) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 7th February, 2014, who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019, not liable to retire by rotation"

5. 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 Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ganeshbhai Sahebraobhai Sengadani (DIN- 06647090) who was appointed as an Additional Director by the Board of Directors of the Company with effect from 14th November, 2013, who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019, not liable to retire by rotation"

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and/or immovable assets and properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures and/or working capital facilities and other credit facilities up to a sum not exceeding Rs. 10,00,00,000 (Rupees Ten Crores Only)/-.

"RESOLVED FURTHER THAT the Board of Directors or such Committee or person(s) as may be authorized by the Board be and is hereby authorized to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions and at such time(s) / tranche(es) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

"RESOLVED THAT pursuant to Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, the total amount of such borrowings together with the amounts already borrowed and outstanding shall not, at any time, exceeds Rs.10,00,00,000/- (Rupees Ten Crores Only) not withstanding that the monies so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves."

"RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, schedule V of the Companies Act, 2013 (corresponding to sections 198, 269, 309, of the Companies Act, 1956, Schedule XIII of the Companies Act, 1956 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with 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), (hereinafter referred to as "the said Act") the consent of the Company is hereby accorded to the appointment of Mr. Arun Kumar Sharma (DIN- 00369461) as an "Executive Director" of the Company with effect from 14th November, 2013 under the Articles of Association of the Company, as the "Executive Director" of the Company for a period of 5 years, as terms and conditions placed before the Board and initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment as may be agreed by the board of Directors and Mr. Arun Kumar Sharma."

"RESOLVED FURTHER THAT the Board hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors
Blue Pearl Texspin Limited
(Formerly known as "E-Wha Foam India Limited")**

Date : 13th August, 2014
Place : Mumbai

Arun Kumar Sharma
Director

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing proxy in order to be valid must be deposited with the Company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the meeting. No photocopy, scanned copy of proxy form will be accepted. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 23rd September, 2014 to 30th September, 2014 (both days inclusive).
5. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report to the meeting.
6. In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs vide its Circular No. 17/2011 dated 21.04.2011, all members who have not registered their E-mail IDs with the Company or its Registrar & Share Transfer Agent so far, are requested to register their E-mail IDs, so as to enable the Company to send all notice/ reports/documents/intimations and other correspondences etc. through E-mails., in the electronic mode instead of receiving physical copies of the same.
7. For the convenience of Members and for proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
8. For transfer of shares held in Physical mode the transferee should submit along with the transfer documents copy of PAN Card for registration of transfer request.
9. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.

10. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting. The queries may be addressed to Director, Mr. Arun Kumar Sharma, Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited"), 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai – 400009, Maharashtra.
11. As required under Clause 49 of the Listing Agreement, the relevant information in respect of the Directors seeking reappointment at the Annual General Meeting is attached hereto.
12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Saving Bank Account details to their respective Depository Participants.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management.
14. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent M/ s. System Support Services, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Electronic copy of the Annual Report for 2013-2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2013-2014 is being sent in the permitted mode.
17. Electronic copy of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website www.bluepearltexspin.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: bluepearltexspin@gmail.com
19. Voting through electronic means :
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35 B of the Listing Agreement executed by the company with the BSE Limited, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL):
- During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cut-off date i.e. 22nd August 2014, may cast their votes electronically.
- The e-voting period commences at 9:00 a.m. on Thursday 25th September, 2014 and ends at 6:00 p.m. on Friday 26th September, 2014. The e-voting module shall be disabled by CDSL for voting thereafter.
- Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.
- A copy of this notice has been placed on the website of the Company and the website of CDSL.
- Ms. Ashwini Rajeshirke, Partner of HS Associates, Practicing Company Secretaries (Membership No.-26223) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bluepearltexspin.com and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited.
- The process and instructions for e-voting are as under:
- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select "BLUE PEARL TEXSPIN LIMITED" from the drop down menu and click on "SUBMIT"

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

- (iv) Now Enter your User ID:
- For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below.
- Now, fill up the following details in the appropriate boxes :

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the EVSN selection screen.
- (x) However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used

by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the relevant EVSN 140808008 of Blue Pearl Texspin Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xix) For Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (i) Please follow all steps from sl.no. (i) to sl.no. (xix) above, to cast vote

Other Instructions:

- I. If you are already registered with CSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) August 22, 2014.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 6.00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company

**By Order of the Board of Directors
Blue Pearl Texspin Limited
(Formerly known as "E-Wha Foam India Limited")**

Date : 13th August, 2014
Place : Mumbai

Arun Kumar Sharma
Director

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

As required by Section 102 of the Companies Act, 2013 ("Act") the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos 4 to 8 of the accompanying Notice:

For ITEM NO. 4 & 5 :

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Om Prakash Madhogarhia (DIN- 05330865), and Mr. Ganeshbhai Sahebraobhai Sengadani (DIN- 06647090) as an Independent Directors in compliance with the requirements of the clause.

Pursuant to the provisions of sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Om Prakash Madhogarhia (DIN- 05330865), and Mr. Ganeshbhai Sahebraobhai Sengadani (DIN- 06647090) as an Independent Directors of the Company up to 5 (five) consecutive years up to 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management.

Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In compliance with the provisions of section 149 read with schedules IV of the Act, the appointment of these directors as independent directors is now being placed before the members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday. A brief profile along with other details of the Independent Directors are as follows:

1. Name of the Director :

Mr. Ganeshbhai Sahebraobhai Sengadani

DIN 06647090

Date of joining of the board : 14/11/2013

No. of shares held : Nil

Profile of the director : Mr. Ganeshbhai Sahebraobhai Sengadani has more than one decade experience in business

Directorships and Committee memberships in other Indian Listed companies*

Directorship:

1. Optimates Textile Industries Limited

Committee Membership: Nil

2. Name of the Director :

Mr. Om Prakash Madhogarhia

DIN 05330865

Date of joining of the board : 07/02/2014

No. of shares held : Nil

Profile of the director : Mr. Om Prakash Madhogarhia has more than 2 decade experience in the field of Finance and Accounts.

Directorships and Committee memberships in other Indian Listed companies*

Directorship:

1. CISTRO TELELINK LIMITED

Committee Membership: Nil

Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

ITEM NO. 6

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

Because of carry forward of losses of the previous years, the networth of the Company has eroded and in future the Company may require the money for business purposes.

Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (a) of the Companies Act, 2013.

Your Directors recommend passing the above resolution for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

ITEM NO. 7:

Because of carry forward of losses of the previous years, the networth of the Company has eroded and in future the Company may require the money for business purposes.

Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013.

Your Directors recommend passing the above resolution for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

ITEM NO 8:

As recommended by the Remuneration Committee and approved by the Board of Directors of the Company, at its meeting held on 14th November, 2013 Mr. Arun Kumar Sharma (DIN 00369461) was appointed as an Executive Director of the Company for a period of Five (5) years with effect from 14th November, 2013 to 13th November, 2018 without remuneration at present. However he may withdraw such remuneration, perquisites and benefits subject to the approval of the members.

The terms & Conditions proposed to be entered into by the Company with Mr. Arun Kumar Sharma, in respect of re-appointment, inter alia, contains the following terms and conditions:

MAJOR TERMS OF REMUNERATION OF MR. ARUN KUMAR SHARMA, EXECUTIVE DIRECTOR.

1. Name & Designation of Director : Mr. Arun Kumar Sharma, Executive Director.
2. Date of Appointment : Appointed w.e.f 14th November, 2013
3. Period : 5 years.
4. Salary (p.m.) : At present no such remuneration will be payable, however he may withdraw such remuneration, perquisites and benefits subject to the approval of the members.
5. Minimum Remuneration : In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Arun Kumar Sharma by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Mr. Arun Kumar Sharma shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

The Executive Director shall not be paid any sitting fee for attending the meetings of the Board of Director or committee thereof.

The Executive Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the company.

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198,269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Special Resolution set out at item no. 8 of the accompanying Notice for the approval of the Members.

Copy of the Terms and conditions referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working days, upto and including the date of the Annual General Meeting.

Except Mr. Arun Kumar Sharma Directors of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract and memorandum under Section 190 of the Companies Act, 2013 and as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

**By Order of the Board of Directors
Blue Pearl Texspin Limited
(Formerly known as "E-Wha Foam India Limited")**

Date : 13th August, 2014
Place : Mumbai

Arun Kumar Sharma
Director

DIRECTORS' REPORT

To,

The Members,

BLUE PEARL TEXSPIN LIMITED**(Formerly known as "E-Wha Foam India Limited")**Your Directors take pleasure in presenting their 22nd Annual Report of the Company along with the Audited Financial Statements, for the period ended 31st March, 2014.**1. FINANCIAL RESULTS:**

The financial Results are briefly indicated below:

PARTICULARS	(Amt in Rs.)	
	PERIOD/YEAR ENDED 31.03.2014	30.06.2013
Total Revenue	23,90,664	1,25,24,838
Total expenses	23,69,708	1,24,63,785
Profit/(Loss) before tax	20,956	61,053
Profit/(Loss) after tax	14,479	61,053
Profit/(Loss) Brought Forward	(5,21,42,506)	(5,22,03,559)
Balance carried to Balance Sheet	(5,21,32,671)	(5,21,42,506)

2. FINANCIAL OPERATIONS:

Members are aware that business environment continues to be volatile due to global slowdown, uncertain environment and high fiscal deficit and inflation. Hence there are difficult economic conditions coupled with fierce competition, high inflationary market conditions. During the period ended 31st March, 2014, the profit after tax of the Company amounting to Rs. 14,479.

3. SCHEME OF AMALGAMATION OF COMPANY AND BLUE PEARL LIFESTYLE PRIVATE LIMITED:

The Board approved Scheme of Amalgamation during the period, pursuant to Section 391 to 395 read with section 100 to 105 and other applicable provisions, if any of the Companies Act, 1956 (or any amendment thereof). The Company has submitted the application to the BSE for seeking approval. However requisite approval not received. Hence Company has not proceeded further to file the application in High Court, Bombay.

4. CHANGE OF REGISTERED OFFICE OF THE COMPANY:

During the period, the registered office of the company has changed from C-1, Everest Building, 01st Floor, Dattapada Road, Opp. BMC School, Borivali East, Mumbai- 400066, Maharashtra to 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai- 400009, Maharashtra w.e.f 1st March, 2014.

5. EXTENSION OF FINANCIAL YEAR:

The previous accounting period of the Company was for 15 months after extension of the financial year ending 31st March, 2013 for a period of 3 months. Hence due to change in previous accounting period, the present accounting period is for 9 months, i.e from 1st July, 2013 to 31st March, 2014.

6. DELISTING FROM AHMEDABAD STOCK EXCHANGE (ASE):

The Board of Directors of the Company has unanimously passed resolution for De-Listing of the securities from Ahmedabad Stock Exchange (ASE).

The Company has submitted an application for voluntary Delisting of equity shares under Clause 6(a) of SEBI (Delisting of equity shares) regulation, 2009 to the Ahmedabad Stock Exchange (ASE). However as on date of this report, the approval has not received.

7. DIVIDEND:

In view of the earlier year losses and negative net worth for the period under review, your Directors regret their inability to recommend any dividend as such.

8. DEPOSITS:

During the period under review, your Company has not accepted any deposits from the public as such, no amount of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

9. PARTICULARS OF EMPLOYEES:

In accordance with the provisions of Section 217 of the Companies Act, 1956, read with the Companies (Particulars of Employees) Amendment Rules, 1999 as amended up to date, there was no employee during the whole or part of the period who were in receipt of remuneration in excess of limits as mentioned in the section and hence no details are given as such.

10. DIRECTORS:

During the period ended 31st March 2014 Mr. Om prakash madhogarhia (DIN- 05330865) has been appointed w.e.f. 07th February, 2014 and Mr. Ganeshbhai Sahebraobhai Sengadani (DIN- 06647090) w.e.f. 14th November, 2013 as an additional Directors of the Company.

Mr. Nijal Navinchandra Shah (DIN- 05184993) resigned from the directorship of the Company w.e.f. 7th February, 2014, Mr. Narendra C Solanki (DIN- 03491896) w.e.f. 22nd January, 2014, Mr. Mukesh C Sampat (DIN- 03479845) w.e.f. 14th November, 2013, Mr. Priyesh Prakash Pethe (DIN- 05170880) w.e.f. 14th November, 2013.

Mr. Arun Kumar Sharma redesignated as the Executive Director of the Company w.e.f 14th November, 2013 and Mr. Shankar Pandare redesignated as Non Executive Director of the Company w.e.f 22nd January, 2014.

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

- 11. SUBSIDIARIES:**
The Company does not have any subsidiaries; hence the particulars as required under Section 212 of the Companies Act, 1956 are not required to be given.
- 12. DIRECTOR'S RESPONSIBILITY STATEMENT:**
As required under Section 217 (2AA) of the Companies Act, 1956, your Directors' confirm that:
- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
 - The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the period and of the Profit or Loss of the Company for that period.
 - The Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
 - The Directors have prepared the Annual accounts on a going concern basis.
- 13. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:**
Since the Company is not a manufacturing unit provisions of Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption is not applicable.
- 14. FOREIGN EXCHANGE EARNINGS AND OUTGO:**
During the period under review, there were no Foreign Exchange Earnings and Outgo.
- 15. AUDITORS:**
C.P. Jaria & Co., Chartered Accountants, Firm Registration No. 104058W, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules framed there under, it is proposed to re-appoint C.P. Jaria & Co., Chartered Accountants, as statutory auditor of the company from conclusion of the forthcoming AGM till the conclusion of the Twenty- Sixth annual general meeting to be held in the year 2018, subject to ratification of their appointment at every AGM.
- 16. AUDITORS REPORT:**
Since notes to account are self explanatory, no further explanation is given by the Board as such. Further the Auditors' Report to the Shareholders does not contain any adverse remarks or qualification.
- 17. COMMITTEES OF THE BOARD:**
Board has constituted Committees pursuant to provisions of Companies Act, 2013 and Listing Agreement with Stock Exchanges.
Following Committees are constituted by the Board: Audit Committee, Shareholders / Investors Grievance Committee and Remuneration Committee.
The composition and other details with respect to Committees are detailed in the Corporate Governance Report which forms part of this Annual Report.
- 18. CEO/CFO CERTIFICATION:**
Certificate of CEO/CFO of the Company on Financial Statements, Cash Flow Statement for the period ended 31st March, 2014 and Certificate of CEO for compliance with Code of Conduct by Board members and Senior Management personnel on Annual basis are enclosed herewith.
- 19. MANAGEMENT DISCUSSION AND ANALYSIS:**
Management Discussion and Analysis Report for the period under review as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of this Annual Report.
- 20. CORPORATE GOVERNANCE REPORT:**
Report on Corporate Governance of the Company for the period under review, as per the requirements of Clause 49 of the Listing Agreement have been given under a separate section and forms part of this Annual Report.
- 21. LISTING FEES:**
Being listed at BSE Limited, Mumbai, the Company has duly paid the listing fees.
- 22. ELECTRONIC FILING:**
The Company periodically uploads Annual Reports, Financial Results, Shareholding Pattern, Corporate Governance Reports etc. on its website viz. www.bluepearltextspin.com within the prescribed time limit.
- 23. ACKNOWLEDGEMENTS:**
Your Directors would like to express their sincere appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them. Your Directors also wish to place on record their deep sense of appreciation for the continuing support and efforts of Vendors, Dealers, Business Associates and Employees received during the period ended 31st March, 2014.

By Order of the Board of Directors
Blue Pearl Texspin Limited
(Formerly known as "E-Wha Foam India Limited")
Shankar R. Pandare
Chairman

Date : 13th August, 2014
Place : Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. OVERALL REVIEW:

The global economy began its modest recovery in FY 2013- 14. While the trend is expected to accelerate in the current year, the positive outlook is subdued by the potential consequences of 'tapering' of some of the US Federal Reserve's Quantitative Easing (QE) policies which were undertaken in the aftermath of global financial crises. Emerging markets like India faced multiple challenges capital outflows, intense exchange rate pressures and volatile current account movement. A combination of persistent inflation, fiscal imbalances, external sector vulnerabilities and low investments resulted in sluggish domestic demand growth. Fiscal and monetary initiatives taken by the Indian government and the Reserve Bank of India (RBI) helped stabilise financial market conditions, but the domestic macro-economic environment still remains challenging.

The overall performance of textile industry is badly affected due to lower realization both in export and domestic market. Disturbed power supply and skilled labor shortage in the region has worsened the position

B. INDUSTRY STRUCTURE AND DEVELOPMENT:

Raw material costs have been increasing globally, coupled with a shortage of skilled workers. While a shift is taking place of textiles industries from China and Bangladesh to India, the industrial climate in India has also become adverse due to regular increases in input costs. Any further appreciation of the Rupee will adversely affect exports from India.

The major sub-sectors that comprise the textiles sector include the following:

- Cotton/Man-Made Fibre Textiles Mill Industry
- The Man-Made Fibre/Filament Yarn Industry
- The Wool and Woolen Textiles Industry
- The Sericulture and Silk Textiles Industry
- The Handlooms Textiles Industry
- The Handicrafts Textiles Industry
- The Jute and Jute Textiles Industry
- The Textiles Exports

India's textiles and clothing industry is one of the mainstays of the national economy. It is also one of the largest contributing sectors of India's exports worldwide.

C. OPPORTUNITIES AND THREATS:

There is good scope for growth for the textile industry as India's share in the global trade in textiles is weak compared to other countries. The free trade environment is a great opportunity for the Indian textile industry to increase its share in the global market. Chinese exports are slowing down on account of various factors inclusive of increase in domestic demand and rising costs. This is a good opportunity of which our textile industry should make use but smaller countries like Bangladesh, Sri Lanka, Pakistan, Turkey and Vietnam etc. are becoming formidable challengers.

Lack of uninterrupted power, increased power costs, higher transaction costs, high cost of labour are hindering the progress. However, we are making all out efforts to cope with all these challenges by continuous efforts at cost reduction, process improvements, diversification of products and improving productivity by improving efficiencies.

D. RISKS AND CONCERNS:

The fluctuation in the currency especially against the dollar is becoming problematic for long term booking of orders. Cotton prices are increasing regularly as are other input costs including power and logistics. Natural Gas has become so much costlier that its use as a source of power has become prohibitive.

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

E. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has a well established framework of internal controls in all areas of its operations, including suitable monitoring procedures and competent and qualified personnel. In addition to statutory audit, the financial controls of the Company at various locations are reviewed by the Internal Auditors, who report their findings to the Audit Committee of the Board. The Audit Committee is headed by an Independent Director and this ensures independence of function and transparency of the process of supervision and oversight. The Committee meets to review the progress of the internal audit initiatives, significant audit observations and planning and implementation of follow up action required. The Company conducts its business with integrity and high standard of ethical behavior and in compliance with the laws and regulations that govern its business.

F. HUMAN RESOURCES POLICIES:

Your Company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the Company to actuate the talent by providing opportunities to develop themselves within the organization. The Company continued to have maintained very cordial & harmonious relations with its employees.

G. CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts.

The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

**By Order of the Board of Directors
Blue Pearl Texspin Limited
(Formerly known as "E-Wha Foam India Limited")**

Date : 13th August, 2014
Place : Mumbai

Arun Kumar Sharma
Director

CORPORATE GOVERNANCE REPORT

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges.

1. COMPANY'S PHILOSOPHY:

At Blue Pearl Texspin Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses.

Corporate governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organization. At Blue Pearl Texspin Limited, we are committed to meet the aspirations of all our stakeholders.

2. BOARD OF DIRECTORS:

a. Composition of the Board

As on 31st March, 2014, a majority of the Board, 3 out of 6, were Independent non executive Directors, 2 were executive Directors and 1 was non executive Director. At BPTL, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably elevating the Company's value creation. The Company has defined guidelines and an established framework for the meetings of the Board and Board Committees. These guidelines seek to systematize the decision-making process at the meeting of the Board and Board Committees in an informed and efficient manner.

During the period ended 31st March, 2014, total 6 (Six) Board Meetings were held. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes. The dates on which the Board Meetings was held are as follows:

30.08.2013, 14.11.2013, 22.01.2014, 07.02.2014, 01.03.2014 and 22.03.2014.

The following table gives the attendance of the Directors at Board Meetings of the Company and also other Directorship in other Companies and Chairmanship/Membership in Board Committees of public limited companies:

Sr. No.	Name of Director	Category	No. of Board meetings Attended	Attendance at Last AGM	No. Of Other Directorship	No. of Other Committee membership in other Companies
1.	Arun Kumar Sharma *	Whole-time Director cum CEO	6	yes	5	3
2.	Navinchandra Chunilal Shah	Executive Director	6	yes	Nil	Nil
3.	Shankar Ramchandra Pandare**	Chairman and Non-Executive Director	6	yes	Nil	Nil
4.	Om Prakash Madhogarhia***	Independent Additional Director	3	-	1	Nil
5.	Ganeshbhai Sahebraobhai Sengadani *	Independent Additional Director	5	-	1	Nil
6.	Deepak Prakash Rane****	Independent Director	Nil	-	Nil	Nil

1. Excludes Directorships/Chairmanship in Indian Private Limited Companies, Section 25 Companies and Foreign Companies and positions held in Proprietorship and Partnership in Firms.
2. None of the Directors is a member of more than 10 Board level Committees of Public Companies in which they are Directors nor is Chairman of more than 5 such Committees.
3. In accordance with Clause 49, Membership/ Chairmanship includes Audit Committees and Shareholders & Investors Grievance Committees of all Public Limited Companies.

* Mr. Arun Kumar Sharma was re-designated as Executive Director of the Company w.e.f. 14th November, 2013 and Mr. Ganeshbhai Sahebraobhai Sengadani was appointed as an Additional Independent Non-executive Directors. Mr. Mukesh C. Sampat and Mr. Priyesh Prakash Pethe, Independent Non-executive Directors resigned from the Directorship w.e.f 14th November, 2013

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

** Mr. Shankar Pandare was re-designated as Non-Executive Director w.e.f 22nd January, 2014. Mr. Narendra C Solanki has resigned from the Directorship of the Company w.e.f 22nd January, 2014

*** Mr. Om Prakash Madhogarhia was appointed as an Additional Independent Non-executive Directors w.e.f 7th February, 2014. Mr. Nijal Navinchandra Shah resigned from the Directorship of the Company w.e.f 7th February, 2014

**** Mr. Deepak Prakash Rane resigned from the Directorship of the Company w.e.f 13th August, 2014.

BOARD MEETINGS PROCEDURES AND INFORMATION PLACED BEFORE THE BOARD:

All the above Board Meetings were held at the Registered Office of the Company. The required quorum was present at all the above Board Meetings and all the resolutions were duly approved. There were no instances of Adjournment of any of the said Board Meetings. The Board Meetings were conveyed after sufficient days of prior notice to all the Board Members along with detailed Agenda of the Meeting. All the reference documents in support to the Agenda of the meeting were duly placed before the Board for their reference and perusal.

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 (IV) (G) of the Listing Agreement):

Name of the Director	Navinchandra Chunilal Shah	Om Prakash Madhogarhia	Ganeshbhai Sahebraobhai Sengadani
Age	71 years	42 years	27 years
Qualification	Undergraduate	B.Com (Hons)	Undergraduate
Expertise in specific functional areas	More than 40 years experience in business in which the company is operating.	more than 2 decade experience in the field of Finance and Accounts.	More than one decade experience in business
Directorships and Committee memberships in other Indian Listed companies*	Nil	Directorship: 1. Cistro Telelink Limited Committee Membership: Nil	Directorship: 1. Optimates Textile Industries Limited Committee Membership:Nil
Shareholding	165990	Nil	Nil

b. **Payment of compensation to Non-Executive Directors:**

During the period, no amount has been paid to any Non-Executive Directors of the Company either as fees, compensation or otherwise except to the Independent Directors of the Company.

c. **Code of Conduct:**

The Board has implemented a Code of Conduct for all Board members and senior management of the Company. The Code has been circulated to all members of the Board and Senior Management Personnel and has also been uploaded on the website of the Company i.e. www.bluepearltextspin.com. The compliance of Code has been affirmed by all of them. A declaration by Mr. Arun Kumar Sharma the Whole Time Director cum CEO of the Company is given below:

"I, Mr. Arun Kumar Sharma, the Whole Time Director cum CEO of BLUE PEARL TEXSPIN LIMITED, in terms of provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, hereby confirm that all Board Members and Senior Management Personnel have affirmed the compliance with the "Code of Conduct of Directors and Senior Managerial Personnel" of the Company during the period ended 31st March, 2014."

Sd/-
Arun Kumar Sharma
Director

3. COMMITTEES OF THE BOARD:

The Board has set up various level committees in accordance with the Listing Agreement with the Stock Exchanges. The details of committees of the Board of Directors of the Company are as under:

i. **Audit Committee**

a. **Composition:** As on 31st March, 2014, the Audit Committee comprises of two Independent Non-Executive Directors namely Mr. Om Prakash Madhogarhia and Mr. Ganeshbhai Sahebraobhai Sengadani and 1 (One) Executive Director Mr. Arun Kumar Sharma. The Chairman of the Audit Committee is an Independent Non-Executive Director namely Mr. Om Prakash Madhogarhia.

During the period Mr. Mukesh Sampat and Mr. Narendra Solanki resigned from the Directorship of the Company and Mr. Shankar Pandare ceased to be member of the Committee. In compliance of the Listing Agreement, during the period, the Company has reconstituted the Audit Committee. The members of the Audit Committee are well versed in finance, accounts, company law and general business practices.

b. **Meetings of the Audit Committee:** The Audit Committee met 4 times during the period on **30.08.2013, 14.11.2013, 22.01.2014, and 22.03.2014;**

The Audit Committee meetings are also generally attended by the representatives of Statutory Auditors of the Company. The minutes of the meeting of Audit Committee were discussed and taken note by the Board of Directors. The details of attendance of the members in meetings are as follows:

Name of the Member	Category	Status	No. of Meetings held	No. of Meetings attended
Mr. Mukesh Sampat *	Independent Non Executive Director	Chairman	4	1
Mr. Narendra Solanki **	Independent Non executive Director	Member	4	2
Mr. Shankar R. Pandare ***	Executive Director	Member	4	2
Mr. Om Prakash Madhogarhia ****	Independent Non Executive Director	Chairman	4	1
Mr. Ganeshbhai Sahebraobhai Sengadani *	Independent Non Executive Director	Member	4	3
Mr. Arun Kumar Sharma *	Executive Director	Member	4	3

* Mr. Mukesh C. Sampat, Independent Non-executive Directors resigned from the Directorship w.e.f 14th November, 2013. Mr. Arun Kumar Sharma was re-designated as Executive Director of the Company w.e.f. 14th November, 2013. Mr. Ganeshbhai Sahebraobhai Sengadani was appointed as an Additional Independent Non-executive Directors w.e.f. 14th November, 2013

** Mr. Narendra C Solanki Independent Non-executive Directors has resigned from the Directorship of the Company w.e.f 22nd January, 2014

*** Mr. Shankar Pandare ceased to be a member of the committee during the period

**** Mr. Om Prakash Madhogarhia was appointed as an Additional Independent Non-executive Directors w.e.f. 7th February, 2014.

The Audit Committee exercises all powers, performs such functions and reviews information as prescribed in Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013, to the extend as possible.

Brief terms of reference of the Audit Committee are as follows:

- Approving and implementing the Audit procedures and techniques.
- Reviewing audit reports of statutory auditors with auditors and management.
- Reviewing financial reporting systems, internal control systems and control procedures.
- Ensuring compliance with regulatory guidelines.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board of Directors, the appointment of Cost Auditor for the Company.
- Recommending to the Board, the appointment, re-appointment and, if required the replacement or removal of the statutory auditor and fixation of audit fees.
- Appointment of statutory auditor and fixing their remuneration.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 217(2AA) of the Companies Act, 1956;
 - b) Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings;
 - c) Compliance with listing and other legal requirements relating to financial statements;
 - d) Disclosure of any related party transactions; and
 - e) Qualifications in the draft audit report, if any.
- Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval.
- Reviewing, with management, performance of statutory auditors and adequacy of the internal control systems.
- Reviewing the Management Discussion and Analysis of the financial condition and results of operations.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Discussion with Internal Auditors, any significant findings and follow up thereon.
- Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders and creditors, if any.
- Reviewing accounting treatment and confirmation of the fact that financial statement is giving true and fair view.
- Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy; and
- Any other matter referred to by the Board of Directors.

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

ii. **Shareholders/Investors Grievance Committee**

As on 31st March, 2014, the Shareholders/Investors Grievance Committee comprises of (2) two Independent Non-Executive Directors namely Mr. Om Prakash Madhogarhia and Mr. Ganeshbhai Sahebraobhai Sengadani and 1 (One) Executive Director namely Mr. Arun Kumar Sharma.

During the period, Mr. Priyesh Pethe and Mr. Narendra Solanki resigned from the Directorship of the Company. Mr. Navinchandra Shah, ceased to be a member of the committee and in compliance of the Listing Agreement, during the period, the Company has reconstituted the Shareholders/Investors Grievance Committee.

As required by Clause 49 of the Listing Agreement, the Chairman of the Shareholders/Investors Grievance Committee is an Independent Non-Executive Director.

The Shareholders/Investors Grievance Committee functions with the objective of looking into redressal of Shareholders and Investors grievances relating to non-receipt of dividend, refund orders, shares sent for registration of transfer, Annual Report etc. During the period, the Committee met 2 times viz. 30.08.2013 and 22.03.2014 . The details of attendance of the members in the meetings are as follows:

Name of the Member	Category	Status	No. of Meetings held	No. of Meetings attended
Mr. Priyesh Pethe *	Independent Non Executive Director	Chairman	2	1
Mr. Narendra Solanki ***	Independent Non Executive Director	Member	2	1
Mr. Navinchandra Shah ****	Executive Director	Member	2	1
Mr. Om Prakash Madhogarhia **	Independent Non Executive Director	Chairman	2	1
Mr. Ganeshbhai Sahebraobhai Sengadani *	Independent Non Executive Director	Member	2	1
Mr. Arun Kumar Sharma *	Executive Director	Member	2	1

*. Mr. Arun Kumar Sharma was re-designated as Executive Director of the Company w.e.f. 14th November, 2013. Mr. Ganeshbhai Sahebraobhai Sengadani was appointed as an Additional Independent Non-executive Directors w.e.f. 14th November, 2013. Mr. Priyesh Pethe Independent Non-executive Director resigned from the Directorship of the Company w.e.f. 14th November, 2013

** Mr. Om Prakash Madhogarhia was appointed as an Additional Independent Non-executive Directors w.e.f. 7th February, 2014

*** Mr. Narendra Solanki Independent Non-executive Director resigned from the Directorship of the Company w.e.f. 22nd January, 2014

**** Mr. Navinchandra Shah, ceased to be a member of the committee during the period

4. **GENERAL BODY MEETINGS:**

The Location, date and time of General Meeting held during the last 3 years are given hereunder:

Financial Year	Date	Time	Location	No. of Special Resolution passed
Annual General Meetings:				
2012-2013	30.09.2013	4.00 p.m	Registered Office	Nil
2011-2012	29.09.2012	3.30 p.m.	Registered Office	4
2010-2011	30.09.2011	3.30 p.m.	Registered Office	Nil

5. **DISCLOSURES:**

(a) **Materially significant related party transactions:**

During the period ended 31st March, 2014, there were no transactions of material nature with the Directors or the management or relatives that have potential conflict with the interest of the Company. The details of the transactions with the related parties are tabled before the audit committee on a quarterly basis. The registers of contracts containing the transactions in which the Directors are interested are placed regularly before the Board for their approval/signature.

(b) **Status of regulatory compliances**

The Company has complied with the requirements of the Stock Exchanges/SEBI/and other Statutory Authorities on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities.

(c) **Accounting treatment in preparation of Financial Statements:**

In the preparation of financial statements, the Company has followed general guidelines of Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) read with Companies (Accounting Standards) Rules, 2006 including the amendments, if any.

- (d) **Insider Trading Code**
Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, the Company has adopted a Code of Conduct for prohibition of insider trading. The Code is applicable to all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company.
- (e) **Disclosures on Risk Management:**
During the period under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization- Procedure which will be periodically reviewed by the Board.
- (f) **Reconciliation of Share Capital Audit:**
A qualified practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued /paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

6. MEANS OF COMMUNICATION:

During the period the Company has submitted an application for voluntary Delisting of equity shares under Clause 6(a) of SEBI (Delisting of equity shares) regulation, 2009 to the Ahmedabad Stock Exchange (ASE), Accordingly the Company has published "Public Notice" in English Newspaper in "Indian Express" and in Hindi Newspaper in "Rajasthan Patrika" and Gujarati Newspaper in "Sandesh".

The yearly/quarterly results were duly approved by the Board of Directors of the Company and the same has been submitted to all the concerned stock exchange(s) within the stipulated time. With regard to Annual Report of the Company containing inter-alia, Audited Financial Statements, Directors' Report, Report on Corporate Governance, Auditors Report and other important information is circulated to the members and others entitled thereto for each financial year. The Management Discussion and Analysis Report forms part of the Annual Report.

Website: The Company's website www.bluepearltextspin.com contains a separate dedicated section 'Investor Relation'. It contains comprehensive database of information of interest to our investors including the financial results and Annual Reports of the Company. The basic information about the Company as called for in terms of Clause 54 of the Listing Agreement is provided on Company's website and the same is updated regularly. However, no presentation was made during the period either to Institutional Investors or to the analysts.

7. GENERAL SHAREHOLDERS INFORMATION:

i. Annual General Meeting:

Date : 30th Septemebr, 2014

Time : 10:00 A.M

Venue : 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra.

ii. Financial Year:

The Financial period of the Company is from 01st July, 2013 to 31st March, 2014.

iii. Book Closure:

The dates of Book Closure are from Tuesday 23rd September, 2014 to 30th September, 2014

(both days inclusive).

iv. Dividend Payment:

The Board of Directors has not proposed any dividend for the period under review.

v. Listing on Stock Exchanges:

At present, the equity shares of the Company are listed at BSE Limited, Mumbai. The Company has submitted an application for voluntary Delisting of equity shares under Clause 6(a) of SEBI (Delisting of equity shares) regulation, 2009 to the Ahmedabad Stock Exchange (ASE). However as on date of this report, the approval has not received.

vi. Stock Code:

The BSE Limited

Scrip ID : BPTX

ISIN : INE439N01015

vii. Corporate Identification Number (CIN) of the Company :

L36104MH1992PLC069447

viii. Market Price Data:

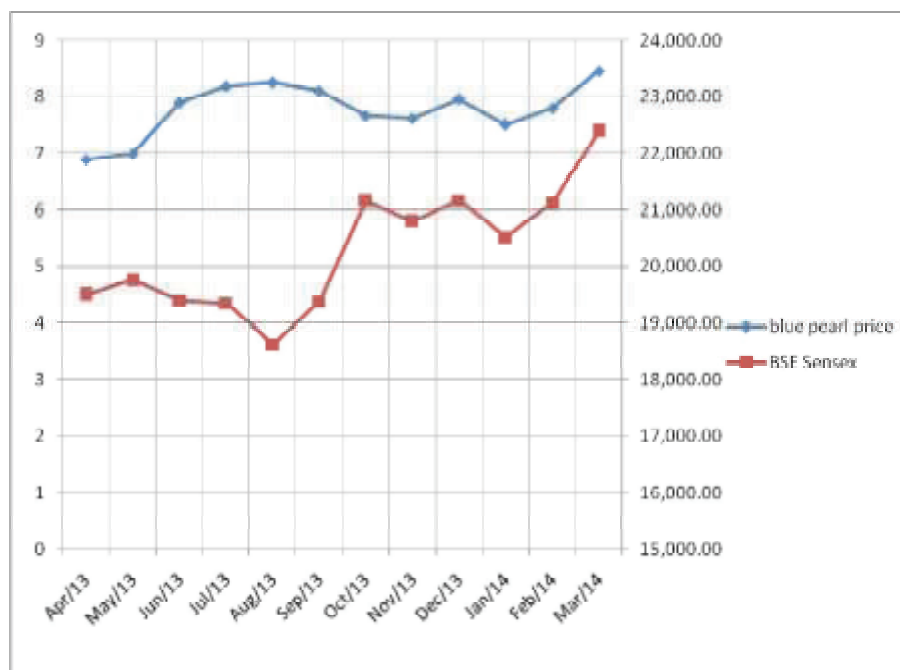
The Company's shares were suspended from trading. However, the suspension in trading of equity shares of the Company has been revoked w.e.f. July 6, 2012. Further, the High, Low and Volume of Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited) shares for the period ended 31st March, 2014 at BSE are as follows:

Months	High (Rs.)	Low (Rs.)	Volume
Jul 13	8.60	8.08	117
Aug 13	8.25	7.87	35
Sep 13	8.10	6.73	461
Oct 13	8.50	6.94	421
Nov 13	8.00	7.28	1,396
Dec 13	7.96	7.23	120
Jan 14	8.69	7.20	2,640
Feb 14	8.00	7.61	116
Mar 14	9.10	7.42	3,340

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

i. Relative Performance of the Company's Shares Price with BSE Sensex:

Share Price of Blue Pearl Texspin Limited v/s BSE Sensex Index for the year 2013-14:



ix. Registrar and Share Transfer Agent:

Name and Address : System Support Services209, Shivai Ind Estate.89, Andheri Kurla Road, Saki Naka, Andheri (East), Mumbai – 400 072.

Telephone : 022-28500835

Fax : 022-28501438

E-mail : sysss72@yahoo.com/zoebsss@hotmail.com

Website : www.sysss.com

x. Share Transfer System:

The transfers of shares in physical form is processed and completed by the Registrar & Transfer Agent within a period of fifteen days from the date of receipt thereof provided all documents are in order. The Company has, as per SEBI guidelines offers the facility of transfer cum demats.

*All complaints received from shareholders have been cleared till date.

Dematerialization of shares: As on 31st March, 2014, 539360 Equity shares of the Company, representing 10.53% of its issued capital, were held in dematerialized form and the balance 4580640 representing 89.47 % equity shares were held in physical form.

iv. Distribution of shareholding as on 31st March, 2014

Share holding	No. of Shares		No. of holders	
	No. of Shares	% to total	No. of holders	% of Share Holders
(1)	(2)	(3)	(4)	(5)
Upto 500	1093931	21.37	7844	91.14
501-1000	303800	5.94	364	4.24
1001-2000	300416	5.87	204	2.38
2001-3000	188700	3.68	74	0.86
3001-4000	75652	1.48	21	0.25
4001-5000	106361	2.08	22	0.25
5001-10000	248100	4.84	35	0.40
10001 and above	2803040	54.74	42	0.48
TOTAL	5120000	100	8606	100

Categories of Shareholders as on 31st March, 2014

Category	No. of Shares	% of Shareholding
Promoters & Promoter Group	1343180	26.23
Banks & Financial Institutions	1200	0.02
Foreign Institutional Investors	Nil	Nil
Bodies Corporate	96506	1.89
Others	3679114	71.86
Total	5120000	100

iv. **Outstanding Number of ESOP/GDRs/ADRs/Warrants etc:**

The Company has not issued ESOP or any GDRs /ADRs /Warrants /Convertible instrument.

v. **Address for Correspondence:**

Any query on Annual Report:

Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited")

32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai- 400009, Maharashtra.

Phone: 022-32997884 Fax: 022-23487884 Email ID for investors: bluepearltxspin@gmail.com

AUDITORS' REPORT ON CORPORATE GOVERNANCE

To,

The Member

Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited")

We have reviewed the implementation of Corporate Governance produced by the company during the period ended 31st March, 2014 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion of the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied with the material conditions of Corporate Governance stipulated in the Clause 49 of the Listing Agreement with the Stock Exchanges.

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **C.P. Jaria & Co**
Chartered Accountants

sd/-

Pankaj Jain
Partner

M.No 112020

FRN : 104058W

Date: 13th August, 2014

Place: Mumbai

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

CEO/CFO Certification

To,
The Board of Directors,
Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited")
32, Vyapar Bhavan, 49,
P.D. Mello Road,
Mumbai- 400009,
Borivali (East), Mumbai – 400009,
Maharashtra.

We, Mr. Arun Kumar Sharma, CEO and Mr. Shankar R. Pandare, CFO of the Company do hereby certify that

- (a) We have reviewed financial statements and the cash flow statement for the period ended 31st March, 2014 and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the period which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
- i. Significant changes in internal control during the period;
 - ii. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For BLUE PEARL TEXSPIN LIMITED

For BLUE PEARL TEXSPIN LIMITED

Date : 13th August, 2014
Place : Mumbai

MR. SHANKAR R. PANDARE
CFO

MR. ARUN KUMAR SHARMA
Director

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirements of the Clause 49 of the Listing Agreement, Code of Conduct as approved by the Board of Directors of the Company, all the members of the Board and the senior management personnel had affirmed compliance with the Code for the period ended March 31, 2014.

By Order of the Board of Directors
Blue Pearl Texspin Limited
(Formerly known as "E-Wha Foam India Limited")

Date : 13th August, 2014
Place : Mumbai

Arun Kumar Sharma
Director

INDEPENDENT AUDITOR'S REPORT

To
The Members of
BLUE PEARL TEXSPIN LIMITED
(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

Report on the Financial Statement

We have audited the accompanying financial statement of **Blue Pearl Texspin Ltd (Formely E-Wha Foam (India) Ltd) ("the Company")**, which comprise the Balance Sheet as at March 31, 2014, and the statement of Profit & Loss and Cash Flow Statement for the period ended, and the summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statement

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards on Auditing issues by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of Profit & Loss Account, of the profit of the Company for the period ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

Report on Other Legal and regulatory Requirements

1. As required by required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraph 4 & 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement dealt with this report are in agreement with the books of Accounts;
 - (d) In our opinion, Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement comply with the accounting standards referred to in Sub-Section 3(C) of sec-211 of Companies Act, 1956.
 - (e) On the basis of written representation received from the directors as on March 31, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as the directors in terms of sec-274(1) (g) of the Companies Act, 1956;
 - (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For C.P.Jaria & Co
Chartered Accountants

Sd/-

(P.K.Jain)

Partner

Date : 30/05/2014

Place : Mumbai

M.No 112020

FRN : 104058W

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

Annexure attached to and forming part of our report of even date as referred to in paragraph (1)

1. The company has maintained proper records showing full particulars including quantitative details and location of all its fixed assets. During the period the management has physically verified all the fixed assets and no material discrepancies have been noticed on such verification. During the period, the company has not disposed off substantial part of its fixed assets.
2. The Company does not hold any inventory and hence the question of physical verification etc does not arise.
3. The company has not granted loans during the period to parties covered in the registered maintained under section 301 of the Companies Act, 1956. The Company has not taken unsecured Loans during the period from parties covered in registered maintained u/s 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. As explained to us, during the period, any transaction required to be entered in the register maintained under section 301 of Companies Act, 1956, has been entered.
6. The company has not accepted deposits from the public and hence the provisions of Sec-58A & 58AA of the Companies Act, 1956, and the rules framed there under are not applicable. In company's case no order has been passed by the Company Law Board.
7. In our opinion the company does not have any formal internal control system during the period.
8. The central government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956.
9. According to the information and explanations given to us and on basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including Provident fund, Investor Education and protection fund, Employee's state insurance, Income Tax, sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues during the period with the appropriate authorities. As at 31.03.2014, there were no undisputed dues payable for a period of more than six months from the date they become payable.
10. The Company does have accumulated losses exceeding 50% of its net worth and it has not incurred cash losses during the financial period covered by our audit and in the immediately preceding financial period.
11. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to the financial institution or bank.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund/nidhi/mutual benefit fund/ society.
14. According to the information and explanations given to us, the Company did not deal in or trade in shares, securities, debentures or other investments. The shares and other investments acquired by the company by way of investments are held by the company in its own name.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank and financial institutions.
16. The company had not taken any fresh term loan during the period.
17. According to information and explanations given to us, funds raised on short term basis have, prima facie, not been used during the period for long term investments and vice versa.
18. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the period.
19. No Security is required to be created since the company has not issue any debentures.
20. The company has not raised any money by public issues during the period.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the period.

For C.P.Jaria & Co
Chartered Accountants
Sd/-

Date : 30/05/2014
Place : Mumbai

(P.K.Jain)
Partner

M.No 112020
FRN : 104058W

BALANCE SHEET AS AT 31.03.14

(Amount in Rs.)

Particulars	Note No	Current Year 9 Months	Previous Year 15 Months
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	51,200,000	51,200,000
(b) Reserves and Surplus	2	(52,132,671)	(52,142,506)
(c) Money received against share warrants		0	0
(2) Share application money pending allotment		0	0
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	3	6,803,430	4,987,176
(c) Other current liabilities	4	2,280,500	2,030,500
(d) Short-term provisions	5	36,697	10,000
Total		8,187,956	6,085,170
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	6	47,779	79,631
(ii) Intangible assets		-	-
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments		-	-
(c) Deferred tax assets (net)			
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	7	7,615,353	5,224,689
(d) Cash and cash equivalents	8	157,824	413,850
(e) Short-term loans and advances	9	367,000	367,000
(f) Other current assets		-	-
Total		8,187,956	6,085,170

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR C.P.JARIA & CO
 CHARTERED ACCOUNTANTS

(P.K.JAIN)
PARTNER
MEM. NO: 112020
FIRM NO: 104058W

Date : 30/05/2014
 Place : Mumbai

For BLUE PEARL TEXSPIN LIMITED
 (FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

ARUN KUMAR SHARMA Director

SHANKAR PANDARE Director

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")**PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31.03.14**

(Amount in Rs.)

Particulars	Note No	Current Year	Previous Year
	No	9 Months	15 Months
I. Revenue from Operations	10	2,390,664	12,357,526
II. Other Income	11	0	167,312
III. Total Revenue (I + II)		<u>2,390,664</u>	<u>12,524,838</u>
IV. Expenses:			
Cost of Material Consumed		0	0
Purchase of Stock-in-trade		1,816,254	11,575,089
Changes in inventories of finished goods, work-in progress and stock-in trade		0	0
Employee benefit Expenses	12	108,241	249,515
Finance costs		0	0
Depreciation		31,852	53,088
Other expenses	13	<u>413,361</u>	<u>586,093</u>
IV Total Expenses		<u>2,369,708</u>	<u>12,463,785</u>
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		20,956	61,053
VI. Exceptional Items		-	-
VII. Profit before Extraordinary Items and Tax (V - VI)		20,956	61,053
VIII. Extra Ordinary Items		-	-
IX. Profit before Tax (VII - VIII)		20,956	61,053
X. Tax Expense:			
(1) Current Tax		6,477	0
(2) Deferred Tax		-	-
XI. Profit/(Loss) for the period from Continuing Operations (IX - X)		14,479	61,053
XII. Profit/Loss from Discontinuing Operations		-	-
XIII. Tax Expense of Discontinuing Operations		-	-
XIV. Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)		-	-
XV. Profit/ (Loss) for the Period (XI + XIV)		14,479	61,053
XVI. Earnings Per Equity Share			
(1) Basic		0.00	0.01
(2) Diluted		0.00	0.01

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR C.P.JARIA & CO
CHARTERED ACCOUNTANTS**(P.K.JAIN)**
PARTNER
MEM. NO: 112020
FIRM NO: 104058WDate : 30/05/2014
Place : Mumbai**For BLUE PEARL TEXSPIN LIMITED**
(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)**ARUN KUMAR SHARMA** Director**SHANKAR PANDARE** Director

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31/03/2014

PARTICULARS	Current Year 9 Months	Previous Year 15 Months
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) before tax and Extra Ordinary items	20,956	61,053
Adjustment for:-		
Depreciation	31,852	53,088
Interest Paid	-	-
Interest/dividend	-	-
Misc. Expenses Written off	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	52,808	114,141
Adjustment for:-		
Trade and other receivables	(2,390,664)	(5,591,689)
Trade Payables	2,092,951	6,116,713
Others receivables/Current Assets/Deferred Tax Assets	-	-
Cash generated from operations	(244,905)	639,165
Direct Taxes Paid	(11,121)	-
Extra-Ordinary Items	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES	(256,026)	639,165
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	0.00	0.00
Sale of Fixed Assets	0.00	0.00
New Investments	0.00	0.00
Sale of Investments	0.00	0.00
Interest Received	0.00	0.00
Dividend Received	0.00	0.00
NET CASH USED IN INVESTING ACTIVITIES	0.00	0.00
C CASH FLOW FROM FINANCING ACTIVITIES		
Preceeds from issue of share capital	0.00	0.00
Preceeds from Long term boeeowings	-	495,181
Repayment from Long term boeeowings	-	-
Dividend Paid	-	-
NET CASH USED IN FINANCING ACTIVITIES	-	495,181
NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III)	(256,026)	143,984
Cash & Cash equivalents as at 01/07/2013(2012)	413,850	269,866
Cash & Cash equivalents as at 31/03/2014(2013)	157,824	413,850

For **BLUE PEARL TEXSPIN LIMITED**
(Formerly E-WHA FOAM INDIA LTD)

Date : 30.05.2014
Place : Mumbai

(ARUN KUMAR SHARMA) (SHANKAR PANDARE)
(Director) (Director)

AUDITOR'S STATEMENT ON CASH FLOW STATEMENT

To,
The Members,
BLUE PEARL TEXSPIN LIMITED (FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)
We have audited the Cash Flow Statement of Blue Pearl Texspin Ltd (Formely E-Wha Foam (India) Ltd) as at 31st March 2014. This financial statement is responsibility of the Company's Management. Our responsibility is to express an opinion on this financial statement based on our audit.

In our opinion and best of our information and according to the explanation give to us, the said Cash Flow Statement read together with the Significant Accounting Policies and other requirement thereon give the information required by the Listing Agreement entered into with the Stock Exchanges, in the manner so required, and present a true and fair view, in our conformity with the accounting principles generally accepted in India; in so far as it relates to the cash flow of the Company for the year ended on that date

For **C.P.Jaria & Co**
Chartered Accountants

Date : 30.05.2014
Place : Mumbai

Pankaj Kumar Jain
Partner
M.No 112020
FRN : 104058W

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

SIGNIFICANT ACCOUNTING POLICIES

1. GENERAL

The Financial Statements have generally been prepared on the historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principals.

2. BASIS OF ACCOUNTING

The company follows the mercantile system of accounting generally except otherwise stated herein below, if so.

3. FIXED ASSETS

Fixed assets are stated at cost of less accumulated depreciation. Depreciation has been provided at the rates and in accordance of Companies Act..

4. INVESTMENTS

Investments are stated at cost.

5. INVENTORIES

Raw Materials and Finished products, produced and purchased by the Company are carried at cost or market value whichever is less.

6. REVENUE AND EXPENDITURE RECOGNITION

Revenue is recognized and expenditure is accounted for on their accrual except insurance claim, claims in respect of material purchased and sold which are accounted for on cash basis.

7. MISCELLANEOUS EXPENDITURE

Miscellaneous Expenditure such as preliminary expenditure are amortized over a period of 5 years.

8. DEFERRED TAX

The Deferred tax is recognized for all temporary differences subject to the consideration of prudence and at currently available rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.

9. FOREIGN CURRENCY TRANSACTION

There were no foreign transactions done by company during the period.

10. CONTINGENT LIABILITIES

There is no such liability.

11. TRADE RECEIVABLE AND PAYABLE

Balances of trade payable and receivable are subject to confirmation, reconciliation and consequential adjustments, if any.

12. EMPLOYEE BENEFIT EXPENSES

Particulars	Current Year	Previous Year
Salary	108241	249515

13. DETAILS OF PAYMENT OF AUDITORS

Particulars	Current Year	Previous Year
As Auditor	10000	10000

14. There is no such amount due to micro and small enterprises as information provided by the company.

15. The current financial year is from July 1, 2013 to March 31, 2014 i.e for a period of 9 months. Because of the uneven financial year in previous year, the figures may not be comparable.

NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

Particulars	Current Year 9 Months	Previous Year 15 Months									
NOTE # 1 : Share Capital											
Authorised Capital											
1,00,00,000 Equity Shares of Rs 10/- each	100,000,000	100,000,000									
	<u>100,000,000</u>	<u>100,000,000</u>									
Issued, subscribed and fully paid up											
51,20,000 Equity Shares of Rs10/- each	51,200,000	51,200,000									
	<u>51,200,000</u>	<u>51,200,000</u>									
NOTE-1A											
RECONCILIATION OF SHARES OUTSTANDING	EQUITY	PREFERENCE									
SHARES OUTSTANDING AT THE BEGGINNING OF YEAR	(NUMBER)	NUMBER									
SHARES ISSUED DRING THE YEAR	5,120,000	0									
SHARES BOUGHT BACK DURING THE YEAR	0	0									
SHARES OUTSTANDING AT THE END OF YEAR	<u>5,120,000</u>	<u>0</u>									
NOTE-1B											
SHAREHOLDER HOLDING FOR THAN 5% SHARES	%	NO OF SHARES									
THE COMPANY HAS ONE CLASS OF EQUITY SHARES HAVING A PAR VALUE OF RS.10/- PER SHARE. EACH SHAREHOLDER IS ELIGIBLE FOR ONE VOTE PER SHARE HELD		NO OF SHARES									
NO SHARES WERE BOUGHT BACK FOR LAST FIVE YEARS											
THERE IS NO UNPAID CALL ON SHARES FROM DIRECTORS AND OFFICERS											
NOTE # 2 : Reserves and Surplus											
A. GENERAL RESERVES											
OPENING BALANCE	0	0									
ADD:CURRENT YEAR TRANSFER	0	0									
LESS: WRITTEN BACK IN CURRENT YEAR	<u>0</u>	<u>0</u>									
CLOSING BALANCE	<u>0</u>	<u>0</u>									
B. PROFIT & LOSS A/C											
OPENING BALANCE	(52,142,506)	(52,203,559)									
ADD:CURRENT YEAR PROFIT/(LOSS)	14,479	61,053									
LESS: TAX PAID OF LAST YEAR	4,644	0									
CLOSING BALANCE	<u>(52,132,671)</u>	<u>(52,142,506)</u>									
TOTAL	<u>(52,132,671)</u>	<u>(52,142,506)</u>									
NOTE # 3 : Trade Payable											
Sundry Creditors	6,803,430	4,987,176									
	<u>6,803,430</u>	<u>4,987,176</u>									
NOTE # 4 : Other Current Liabilities											
ADVANCES RECEIVED	2,280,500	2,030,500									
	<u>2,280,500</u>	<u>2,030,500</u>									
NOTE # 5 : Short-Term Provisions											
Provision for Tax	6,477	0									
PROVISIONS FOR EXPENSES	<u>30,220</u>	<u>10,000</u>									
	<u>36,697</u>	<u>10,000</u>									
NOTE # 7 : Tangible Assets											
S. NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION BLOCK				NET BLOCK		
		COST AS ON 01.04.12	ADDITIONS DURING THE YEAR	SALE/ DISPOSAL DURING THE YEAR	TOTAL AS ON 30.06.13	UPTO 01.04.12	FOR THE YEAR	ADJUST- MENT	UPTO 30.06.13	NET CARRYING AMOUNT AS ON 31.03.2012	NET CARRYING AMOUNT AS ON 30.06.2013
1	Computers	368,665	-	-	368,665	235,946	53,088	-	289,034	132,719	79,631
	TOTAL	<u>368,665</u>	<u>-</u>	<u>-</u>	<u>368,665</u>	<u>235,946</u>	<u>53,088</u>	<u>-</u>	<u>289,034</u>	<u>132,719</u>	<u>79,631</u>

* Assets under Lease shall be separately classified under each class of asset.

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

Particulars	Current Year 9 Months	Previous Year 15 Months
NOTE # 7 : Trade Receivables		
Sundry Debtors	7,615,353	5,224,689
	<u>7,615,353</u>	<u>5,224,689</u>
Note # 8 : Cash and Cash Equivalents		
Cash in Hand	50,661	403,800
BANK BALANCE IN CURRENT A/C WITH SCHEDULE BANK	107,163	10,050
	<u>157,824</u>	<u>413,850</u>
Note # 9 : Short Term Loans & Advances		
Loans & Advances	367,000	367,000
	<u>367,000</u>	<u>367,000</u>
NOTE # 10 : Revenue From Operations		
SALES OF TRADED GOODS	2,390,664	12,357,526
	<u>2,390,664</u>	<u>12,357,526</u>
NOTE # 11 : Other Incomes		
MISCLLENOUS INCOME	-	167,312
	<u>-</u>	<u>167,312</u>
NOTE # 12 : Employee Benefit Expenses		
Salary	108,241	249,515
	<u>108,241</u>	<u>249,515</u>
NOTE # 13 : Other Expenses		
Audit Fees	10,000	10,000
Accounting Charges	5,500	10,500
LISTING FEES	32,000	163,027
LEGAL & PROFESSIONAL FEES	69,444	105,495
BSE FEES FOR MERGER	112,360	0
PRINTING & STATIONARY	38,823	78,924
BANK CHARGES	583	851
GENERAL EXPS	124,431	176,856
SHARE TRANSFER FEES	20,220	40,440
	<u>413,361</u>	<u>586,093</u>

BLUE PEARL TEXSPIN LIMITED
(Formerly known as "E-Wha Foam India Limited")

Regd. Office : 32, Vyapar Bhavan, 49,
P.D. Mello Road, Mumbai- 400009, Maharashtra.

ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the **22nd Annual General Meeting** of the Company at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra on 30th September, **2014** at 10:00 A.M .

Name of the Shareholder

Signature

Folio No. _____

(Full name of Proxy)

Note: No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

(TEAR)_____

BLUE PEARL TEXSPIN LIMITED
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Regd. Office : 32, Vyapar Bhavan, 49,
P.D. Mello Road, Mumbai- 400009, Maharashtra.

PROXY FORM

I/We.....of..... in the district of being a member/members of the above named Company hereby appoint of in the district of..... or failing him of In the district of as my / our proxy to vote for me/us on my our behalf at the **22nd Annual General Meeting** of the Company to be held at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra, on 30th September, **2014** at 10:00 A.M. and at any adjournment thereof.

Signed this..... day of, 2014.

Reg. Folio No.....

No. of Shares

Affix
Signature
Revenue
Stamp

Note:

This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014].

To,
BLUE PEARL TEXSPIN LIMITED
32, Vyapar Bhavan, 49,
P.D. Mello Road,
Mumbai- 400009,
Maharashtra.

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.
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(2) PARTICULARS OF NOMINEE(S) —

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder (s): _____

Signature: _____

Witness with name and address: _____

BLUE PEARL TEXSPIN LIMITED

CIN - L36104MH1992PLC069447

REGD. OFFICE: 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai- 400009, Maharashtra.

22nd ANNUAL GENERAL MEETING**ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS**

1. Name(s) & Registered Address : _____
of the sole / first named Member
2. Name(s) of the Joint-Holder(s) : _____
If any
3. Registered Folio No. /
DP ID No & Client ID No. : _____
[Applicable to Members holding
shares in dematerialized form]
4. Number of Shares(s) held : _____
5. I/ We, hereby exercise my/our vote in respect of Ordinary/ Special resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

Resolution No	Resolutions	No of Shares	For	Against
	Ordinary Business			
1.	To receive, consider and adopt the audited Balance Sheet as at 31 st March, 2014, the Profit & Loss account for the period ended on that date and the Reports of the Directors' and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Navinchandra Shah (DIN 05178793) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	Appointment of Auditors			
	Special Business			
4.	Appointment of Mr. Om Prakash Madhogarhia (DIN- 05330865) as an Independent Director			
5.	Appointment of Mr. Mr. Ganeshbhai Sahebraobhai Sengadani (DIN- 06647090) as an Independent Director.			
6.	Approval of mortgaging and/or charging the movable and/or immovable assets and properties of the Company pursuant to Section 180 (1) (a) of the Companies Act, 2013			
7.	Approval of borrowing from time to time, for the purpose of the Company's business pursuant to Section 180 (1) (c) of the Companies Act, 2013			
8.	Appointment of Mr. Arun Kumar Sharma as Executive Director of the Company w.e.f 13 th November, 2013.			

Place: _____

Date: _____

Signature of the Member Or
Authorized Representative

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
ii) Last date for receipt of Assent/ Dissent Form: 26th September, 2014 (6.00 pm IST)
iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on 22nd August 2014 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 6.00 pm on 26th September, 2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark ("") in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

Book - Post

To

If undelivered, please return to
BLUE PEARL TEXSPIN LIMITED
(Formerly known as "E-Wha Foam India Limited")
Regd. Office : Office No. 32, Vyapar Bhavan,
49, P.D. Mello Road, Mumbai -400 009, Maharashtra.

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