

BLUE CHIP INDIA LIMITED

10, PRINCEP STREET, 2ND FLOOR, KOLKATA - 700 072

Phone : (033) 4002-2880 ♦ FAX : (033) 2237-9053

E-mail : info@bluechipind.net

Website : www.bluechipind.net

CIN : L65991WB1993PLC060597

30th August, 2019

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata – 700 01

The Asst. General Manager – Listing
The National Stock Exchange of India
Ltd.
Plot No. C/1, Block-G
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051
Scrip Code: BLUECHIP

The Asst. General Manager
Department of Corporate Services
BSE Ltd.
25th Floor, Phiroz Jeejeeboy Towers
Dalal Street, Mumbai – 400 001
Scrip Code: 531936

Dear Sir/Madam,

Sub: Notice and Annual Report of 34th Annual General Meeting (AGM)

In Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the notice of the 34th AGM with Annual Report 2018-19. The same will also be made available at the Company's website at www.bluechipind.net

The schedule for 34th AGM is as follows:

Event	Date
Cut-off date for voting on resolutions set out in the notice	20.09.2019
Date of book closing	21.09.2019 - 27.09.2019
Starting and Ending date & time of voting	24.09.2019 (9A.M.) to 26.09.2019 (5.P.M.)
Date and time of AGM/Venue	27.09.2019 at 10.30 AM at "Somani Conference Hall" Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700001

This is for your information and record.

Thanking You

Yours faithfully,

For Blue Chip India Ltd.

Arihant Jain

Authorized Signatory/Director

Arihant Jain

(Managing Director)

DIN: 00174557

- Enclosures:
1. Notice to the 34th AGM
 2. Instructions for e-voting
 3. Attendance slip and proxy form

BLUE CHIP INDIA LIMITED

34th

Annual Report

2018 - 2019

34th Annual Report 2018-2019

CORPORATE INFORMATION

BOARD OF DIRECTORS

SHRI ARIHANT JAIN, *Managing Director*
 SHRI PRANAB CHAKRABORTY, *Non-Executive-Independent Director*
 SHRI SHYAMAL BANERJEE, *Non-Executive-Independent Director*
 SHRI SHUBHANKAR KAYAL, *Non-Executive Director*
 SMT. MADHU BANWAL, *Non-Executive Director*
 SHRI SAHIL SHARMA, *Non-Executive-Independent Director*

CHIEF FINANCIAL OFFICER

SMT. SONI JAIN

STATUTORY AUDITOR

M/s. DEOKI BIJAY & CO
Chartered Accountants

INTERNAL AUDITOR

M/s. DAS & ASSOCIATES
Chartered Accountants

SECRETARIAL AUDITOR

ANKITA GOENKA & ASSOCIATES
Practicing Company Secretary

PRINCIPAL BANKERS

CANARA BANK
 HDFC BANK

REGISTERED OFFICE

10, PRINCEP STREET,
 2ND FLOOR,
 KOLKATA - 700 072
 Phone : (033) 4002-2880
 Fax : (033) 2237-9053
 E-mail : info@bluechipind.net
 bluechipindialimited@gmail.com
 Website : www.bluechipind.net
 CIN : L65991WB1993PLC060597

REGISTRAR & SHARE TRANSFER AGENT

MAHESHWARI DATAMATICS PVT. LTD.
 23, R. N. Mukherjee Road, 5th Floor,
 KOLKATA - 700 001
 Phone : (033) 2243-5029, 2248-2248
 Fax : (033) 2248-4787
 Email : mdpldc@yahoo.com

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NOTICE

Notice is hereby given that the 34th Annual General Meeting of the company will be held on Friday, 27th September, 2019 at 10.30 A.M. at the "Somani Conference Hall", Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Subhankar Kayal (DIN: 03568470), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/S Deoki Bijay & Co., Chartered Accountants (Firm Registration No. 313105E), as the statutory auditor of the company for a second term of five consecutive years as per section 139(2) of Companies Act, 2013, who shall hold office from the conclusion of ensuing annual general meeting (AGM) till the conclusion of the thirty ninth AGM of the company to be held in the year 2024 and to fix their remuneration.

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 Shri Shyamal Banerjee (DIN: 00194544), who was, on the recommendation of the Nomination and Remuneration Committee, appointed as an Additional Director of the Company by the Board of Directors with effect from 11th February, 2019, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 signifying the intention to propose Shri Shyamal Banerjee as a candidate for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Shyamal Banerjee (DIN: 00194544), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 11th February, 2019 which is subject to shareholders' approval here by place in the meeting to be regularized as an independent director who is not liable to retire by rotation, for a period of five (5) consecutive years with effect from 11th February, 2019 upto 10th February, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :**

"RESOLVED THAT Shri Sahil Sharma (DIN: 08426733), who was, on the recommendation of the Nomination and Remuneration Committee, appointed as an Additional Director of the Company by the Board of Directors with effect from 21st April, 2019, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 signifying the intention to propose Shri

Sahil Sharma as a candidate for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Sahil Sharma (DIN: 08426733), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 21st April, 2019 which is subject to shareholders' approval here by place in the meeting to be regularized as an independent director who is not liable to retire by rotation, for a period of five (5) consecutive years with effect from 21st April, 2019 up to 20th April, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **TO RE-APPOINT SHRI PRANAB CHAKRABORTY AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION :**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Shri Pranab Chakraborty (DIN: 03568360), be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from the date of the ensuing 34th Annual General Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and Rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri Pranab Chakraborty be paid such fees and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION :**

"Resolved that authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature and in ordinary course of business at arms length, with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (LODR) Regulations, 2015 and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company."

Registered Office :

10, Princep Street,
2nd Floor,
Kolkata - 700 072

Date : 19th August, 2019

By order of the Board
For **Blue Chip India Limited**

Arihant Jain
Managing Director
DIN : 00174557

NOTES :

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend and vote on a poll instead of himself/herself and the Proxy need not be a member of the Company. A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the Total Share Capital of the Company.**

The instrument appointing the Proxy should, however, be deposited either at the Registered Office or Head & Corporate Office of the Company not less than forty eight (48) hours before the commencement of the AGM.

2. The business set out in the Notice will be transacted through remote electronic voting (e-voting) system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 21.

Members attending the AGM, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM through ballot papers.

3. Notice of Annual General Meeting is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories on 2nd August, 2019. Any member who acquire shares and became Member after dispatch of Notice and Annual Report may obtain the same from Company website: www.bluechipind.net or may request for a copy of the same by writing to the Company at info@bluechipind.net/bluechipindlimited@gmail.com or Registrar and Share Transfer Agent ('Registrar') at mdpldc@yahoo.com
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business Items No. 4, 5 & 6 is annexed hereto.
5. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members/Proxies/Authorized Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the AGM. Members holding shares in dematerialized form are requested to bring their supporting evidence in respect of their Client ID & DP ID Nos. for easier identification of the attendance at the meeting.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar.
9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
10. Brief Resume of Directors proposed to be appointment/re-appointed having details such as nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of the Board Committees, shareholding and relationships between Directors inter-se required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) is annexed hereto. The Directors have furnished requisite declarations for their re-appointment.

11. Friday, 20th September, 2019 has been fixed as 'Cut off Date' for determining Shareholders entitled to facility of voting by remote e-voting as well as by ballot at said AGM following Regulation 44 of the SEBI LODR, 2015.
12. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 21st September, 2019 to Friday, 27th September, 2019 both days inclusive, in connection with ensuing AGM.
13. Members holding shares in Physical Form are requested to notify/send following to the Registrar and Share Transfer Agent of the Company to facilitate better service :
 - i) Any change in their address/mandate/bank details.
 - ii) Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.

Members holding shares in Demat Form are requested to give all instructions directly to their Depository Participants.

14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar, who will provide the Form on request.
15. Members holding shares in multiple folios are requested to submit their application to Registrar for consolidation of folios into single folio.
16. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scrip less trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
17. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through the electronic mode. Members are requested to support this green initiative by registering/ updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of shares held in physical form with the Company or its Transfer Agent.
18. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
19. The route map showing directions to reach the venue of 34th AGM is annexed hereto.
20. The Company's Statutory Auditors, M/S. DEOKI BIJAY & CO., Chartered Accountants., Chartered Accountants (Firm Registration No. 313105E), Chartered Accountants will be appointed as the Statutory Auditors of the Company at the 34th Annual General Meeting of the Company to hold office for a term of five consecutive years up to the conclusion of the 39th Annual General Meeting of the Company.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of Statutory Auditors has been withdrawn from the Statute. In view of the above, ratification of the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors of the Company. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.
21. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI LODR, 2015, the Company is pleased to provide to the Members the facility to exercise

their right to vote at the 34th AGM by electronic means and the business mentioned in Notice relating thereto may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

It is clarified that it is not mandatory for a member to vote using e-facility and a member may avail of said facility at his/her discretion following the procedure below.

The instructions for E-voting are as follows :

Step 1 : (i) Log on to the e-voting website www.evotingindia.com

Step 2 : Cast your vote electronically on CDSL e-voting system.

Details on Step 1 is mentioned below :

How to Login to the e-voting website?

- i. Visit the e-voting website of by opening your web browser and typing the following URL either on a desktop computer/laptop or on a mobile : <https://www.evotingindia.com>
- ii. Once the homepage of the e-voting system is launched, click on the icon, 'Login', which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- iv. Now Enter your User ID :

a) For members who hold Shares in demat account with NSDL	8 character DP ID followed by 8 digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For members who hold Shares in demat account with CDSL	16 digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding Shares in physical form.	EVSIN, followed by Folio Number registered with the Company

- v. Your password details are given below :
 - a. If you are already registered for e-voting, then you can use your existing password to Login and cast your vote.
 - b. However, If you are a first time user, follow the steps given below :

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details or Date of Birth #	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

* Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name and 8 digit (including zeros) sequence number communicated to you. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.

In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- viii) Members holding shares in physical form will then reach directly the Company selection screen. 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.

Details on Step 2 is mentioned below :

How to cast your vote electronically on the CDSL e-voting system?

1. After successfully Login in following Step 1, you will be able to see the e-voting homepage. Click on 'e-voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVSN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Click on the EVSN for the relevant <BLUE CHIP INDIA LIMITED> on which you choose to vote.
4. Now you are on the voting page and ready for e-voting.
5. 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.
6. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
7. 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.
8. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
9. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

General instructions/information for Members for voting on the Resolutions :

1. The voting period begins on Tuesday, 24th September, 2019 (9.00 AM) and ends on Thursday, 26th September, 2019 (5.00 PM). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 20th September, 2019 ("Cut-off Date") may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
2. Facility of voting through ballot paper shall also be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the AGM as mentioned in the notice.
3. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM
4. Voting rights of Shareholders (for voting through remote e-voting or by ballot paper at the AGM) shall be in proportion to their share of the paid up equity share capital of the Company as on Friday, 20th September, 2019 ("Cut-off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
5. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-off Date, i.e. Friday, 20th September, 2019 may obtain the login ID and password for remote e-voting by sending a request to the Company's RTA at mdpldc@yahoo.com

6. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
7. **Note for Institutional Shareholders & Custodians**
 - ▲ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> 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 a Compliance User should be created using the admin login and password. The Compliance User 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.
8. 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.
9. Mr. Atul Kumar Labh (C.P. No. 3238, Membership No. FCS 4848) of A. K. Labh & Co., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.
10. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
11. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The consolidated results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL. The results will also be communicated to the Stock Exchanges where shares of the Company are listed.

Registered Office :

10, Princep Street,
2nd Floor,
Kolkata - 700 072

Date : 19th August, 2019

By order of the Board
For **Blue Chip India Limited**

Arihant Jain
Managing Director
DIN : 00174557

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 4**

Based on recommendation of Nomination and Remuneration Committee and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed re-appointment of Shri Shyamal Banerjee (DIN: 00194544), as the Independent Director at this Annual General Meeting of the Company for second term of 5 years from the date of the ensuing 34th Annual General Meeting.

The Nomination and Remuneration Committee at its meeting held on 9th February, 2019, evaluated the performance of the Independent Director Shri Shyamal Banerjee (DIN: 00194544), and concluded that his performance was satisfactory.

Shri Shyamal Banerjee (DIN: 00194544), fulfill the conditions specified in the Companies Act, 2013 the Rules made there under and the SEBI (LODR) Regulations, 2015 for his appointment as Independent Director of the Company. The Company has received declarations to this effect that he meets the criteria of Independent Director as provided under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Shyamal Banerjee (DIN: 00194544), will not be entitled for any remuneration except sitting fees for attending Board/ Committee meetings, as may be decided by the Board from time to time.

The Board considers that the above named 'Director' continued association as Independent Director would be of immense benefit to the Company and recommend passing of the aforesaid Special Resolutions.

The other disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 of ICSI is set out at the end of this Notice.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item no. 5

Based on recommendation of Nomination and Remuneration Committee and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed re-appointment of Shri Sahil Sharma (DIN: 08426733), as the Independent Director at this Annual General Meeting of the Company for second term of 5 years from the date of the ensuing 34th Annual General Meeting.

The Nomination and Remuneration Committee at its meeting held on 21st April, 2019 evaluated the performance of the Independent Director Shri Sahil Sharma (DIN: 08426733), and concluded that his performance was satisfactory.

Shri Sahil Sharma (DIN: 08426733), fulfill the conditions specified in the Companies Act, 2013 the Rules made there under and the SEBI (LODR) Regulations, 2015 for their appointment as Independent Director of the Company. The Company has received declarations to this effect that he meets the criteria of Independent Director as provided under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Sahil Sharma (DIN: 08426733), will not be entitled for any remuneration except sitting fees for attending Board/ Committee meetings, as may be decided by the Board from time to time.

The Board considers that the above named 'Director' continued association as Independent Director would be of immense benefit to the Company, and recommend passing of the aforesaid Special Resolutions.

The other disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 of ICSI is set out at the end of this Notice.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 6

Based on recommendation of Nomination and Remuneration Committee and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed re-appointment of Shri Pranab Chakraborty as the Independent Director at this Annual General Meeting of the Company for second term of 5 years from the date of the ensuing 34th Annual General Meeting.

The Nomination and Remuneration Committee at its meeting held on 19th August, 2019, evaluated the performance of Shri Pranab Chakraborty, Independent Director and concluded that his performance was satisfactory.

Shri Pranab Chakraborty fulfill the conditions specified in the Companies Act, 2013 the Rules made there under and the SEBI (LODR) Regulations, 2015 for their re-appointment as Independent Director of the Company. The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Pranab Chakraborty will not be entitled for any remuneration except sitting fees for attending Board/ Committee meetings, as may be decided by the Board from time to time.

The Board considers that the above named 'Director' continued association as Independent Director would be of immense benefit to the Company, and recommend passing of the aforesaid Special Resolutions.

The other disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 of ICSI is set out at the end of this Notice.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Registered Office :

10, Princep Street,
2nd Floor,
Kolkata - 700 072
Date : 19th August, 2019

By order of the Board
For **Blue Chip India Limited**

Arihant Jain
Managing Director
DIN : 00174557

ANNEXURE TO NOTICE**Item No. 2, 4, 5 & 6**

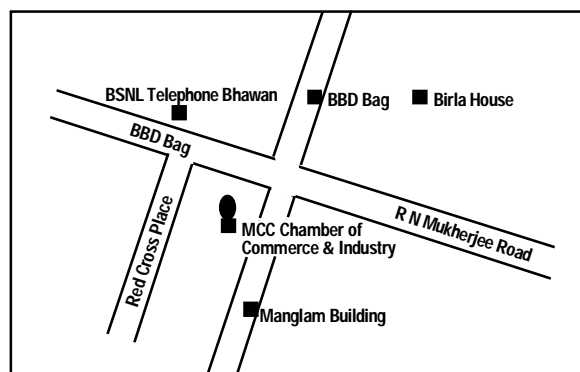
Disclosures required under Section 196(4) of Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out at the end of this Notice.

1.	Name of the Director	Shri Subhankar Koyal	Shri Shyamal Banerjee	Shri Sahil Sharma	Shri Pranab Chakraborty
2.	Item No.	2	4	5	6
3.	Date of Birth	16/05/1992	25/11/1961	18/10/1984	16/08/1984
4.	Date of Appointment	30/09/2014	11/02/2019	16/08/2019	17/04/2013
5.	Qualification	H.S.	B. COM	MBA (Finance)	B. COM
6.	Expertise in specific functional Areas	Shri Subhankar Koyal is having vast experience in IT Department.	Shri Shyamal Banerjee is having vast experience in accounts and share related matters.	Shri Sahil Sharma is having vast experience in Finance and Corporate related Matters.	Shri Pranab Chakraborty has vast experience in Accounts and Finance matters.
7.	Terms and Conditions of Appointment and Re-appointment	Continuation as before	As decided by the Board & NRC.	As decided by the Board & NRC.	As decided by the Board & NRC.
8.	Directorship of other public Companies(*)	Arissan Power Limited	Alkon Trading Limited	None	Blue Chip India Limited
9.	Chairman/Member of the Committee of the Board of Directors of the Company as on 31st March, 2019	None	None	None	Member in Audit Committee & Stakeholders Relationship Committee
10.	Chairman/Member of the Committee of Directors of other public Company of which he is Director as on 31st March 2019 (**)	Member in Audit Committee and Stakeholder Relationship Committee of -Amluckie Investment Co. Ltd.	None	Member in Audit Committee and Stakeholder Relationship Committee of -Blue Chip India Limited	Member in Audit Committee & Stakeholders Relationship Committee of -Blue Chip India Limited
11.	Shareholding in Equity Shares of the Company and % of the Holding	-	-	-	-

(*) Excluding directorship held in private limited/foreign companies and Companies registered under Section 8 of Companies Act, 2013.

(**) Audit Committee & Stakeholders Relationship Committee are considered.

Route map of the Venue of the Annual General Meeting is appended below :



DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 34th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2019.

FINANCIAL RESULTS

The Standalone financial performance of the Company for Financial year ended 31st March, 2019 are as follows :

Particulars	Financial Year 2018-19	Financial Year 2017-18
	(Amount in Rs.)	(Amount in Rs.)
Revenue from Operations	324,444.94	3,030,860.94
Other Income	45,277.00	596,217.45
Total Revenue	369,721.94	3,627,078.39
Total Expenditure	4,152,925.05	4,885,148.22
Profit/(loss) before taxes	(3,783,203.11)	(1,258,069.83)
Tax Expense/(Benefits)	128,089.00	-
Profit/(Loss) after Tax	(3,911,292.11)	(1,258,069.83)
Earnings per Equity Share in Rs.	(0.07)	(0.02)

DIVIDEND & RESERVE

The Board of Directors has decided not to recommend any dividend for the Financial Year ended 31st March, 2019.

During the year under review, no amount was transferred to General Reserve.

PERFORMANCE REVIEW

The Company has earned loss of Rs. (39,11,292.11)/- during the financial year ended 31st March, 2019. Your Directors are making all efforts to improve the performance of the Company in future.

CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2019.

SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANY

The Company does not have any Subsidiary/Joint Venture/Associate.

SHARE CAPITAL

The paid up equity capital as on 31st March, 2019 was Rs. 1106.09 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor has granted stock options or sweat equity.

LISTING OF EQUITY SHARES

The Equity Shares of your Company are presently listed on Bombay Stock Exchange (BSE), National Stock Exchange and Calcutta Stock Exchange (CSE). The reason for suspension of shares of the Company from trading in CSE has not been communicated and your directors are taking necessary steps for the same.

Listing fees for the financial year 2019-2020 have been paid to Stock exchanges. The Company has also paid the annual custodian fees to NSDL and CDSL for the Securities of the Company held in dematerialized mode with them for the year 2019-2020.

DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

BUSINESS RESPONSIBILITY REPORT (BRR)

Securities Exchange Board of India (SEBI) vide circular CIR/CFD/DIL/8/2012 dated August 13, 2012 has mandated the inclusion of BRR as part of the Annual Report for the top 100 listed entities based on their market capitalization on Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd as at 31 March 2012. In view of the requirements specified, the company is not mandated for the providing the BRR and hence do not form part of this Report.

LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section 186(11) of the Companies Act, 2013, your Company being the non-banking financial Company is exempted from disclosure in the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of the Companies Act, 2013 regarding Corporate Social Responsibilities are not applicable to the Company

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the Articles of Association and provisions of the Companies Act, 2013, Shri Subhankar Kayal (DIN: 03568470) retire by rotation and being eligible offer himself for re-appointment. The Board recommends her re-appointment for the approval of the members.

Shri Subharata Talukdar was facing time constraint due to his other commitments and therefore he has tendered his sudden resignation from the post of directorship w.e.f 21st April, 2019

Shri Amiya Kumar Basu was facing time constraint due to his other commitments and therefore he has tendered his sudden resignation from the post of directorship w.e.f 10th August, 2018

Shri Sahil Sharma (DIN: 08426733), who was, on the recommendation of the Nomination and Remuneration Committee, appointed as an additional director of the Company by the Board of Directors on 21st April, 2019, appointed as independent director of the company as per relevant provision of companies act 2013 and SEBI (LODR) Regulations 2015, in the above mentioned board meeting subject to the approval of the shareholder in ensuing 34th AGM of the company.

Brief resume of Director seeking appointment/re-appointment in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in notice of 34th Annual General Meeting of the Company.

The Board recommends their appointment/re-appointment for the approval of the members.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

BOARD EVALUATION

Pursuant to the provisions of the Act and SEBI (LODR) Regulations, 2015, the Board has carried out an evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its committee.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Director and Non Independent Director was carried out by the Independent Directors at their meeting without the attendance of Non-Independent Directors and members of the management. The Directors were satisfied with the evaluation results.

NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the financial year 2018-2019 forms a part of "Report on Corporate Governance".

INTERNAL FINANCIAL CONTROL

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. In opinion of the board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

NOMINATION & REMUNERATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and other employees of the Company. This Policy has also laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity and criteria for evaluation of Board, its Committee and individual Directors. The policy is stated forms a part of "Report on Corporate Governance".

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a mechanism called "Whistle Blower Policy" for Directors and employees to report genuine concerns or grievances. The policy is available on the website of the Company (www.bluechipind.net)

RISK MANAGEMENT POLICY

The Company has a Risk Management Policy in accordance with the provisions of the Act and SEBI (LODR) Regulations, 2015, which provides a mechanism for risk assessment and mitigation.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

POLICY ON SEXUAL HARASSMENT

The Company has adopted policy on Prevention of Women at workplace in accordance with the Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act, 2013. During the Financial Year ended 31st March, 2019 the company has not received any complaints pertaining to Sexual Harassment.

RELATED PARTIES TRANSACTION

All related party transactions that were entered into during the financial year were in the ordinary course of the business and were on arm's length basis. Thus disclosure in Form AOC-2 is not required. Further there were no materially significant related party transactions entered by the company with Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with interest of the company.

The policy on Related Party transaction as approved by Board of Directors has been uploaded on the website of the Company. The web link of the same is www.bluechipind.net.

Details of the transactions with Related Parties are provided in the accompanying financial statements.

SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS

During the year, there are no significant and material order passed by the Regulators/Courts which would impact the going concern of the Company and its future operation

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that :

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 financial year and of the profit or loss of the Company for the year under review.
- iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the directors have prepared the annual accounts on a going concern basis.
- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

STATUTORY AUDITOR AND AUDITORS' REPORT

The Company's Statutory Auditors, M/S Deoki Bijay & Co, Chartered accountants (Firm Registration No.313105E), as the statutory auditor of the company for a second term of five consecutive years as per section 139(2) of Companies Act, 2013, who shall hold office from the conclusion of ensuing annual general meeting (AGM) till the conclusion of the thirty ninth AGM of the company to be held in the year 2024 and to fix their remuneration.

Statutory Auditors' remarks contained in their report with the related notes to accounts referred to by them are self explanatory.

SECRETARIAL AUDITOR

Secretarial Audit Report in Form MR-3 following provisions of Section 204 of the Act of M/s Ankita Goenka and Associates, Practicing Company Secretaries form part hereof as **Annexure 'I'**. Following Regulation 24A of SEBI LODR, 2015 they have also carried out Secretarial Compliance Audit for FY 2018-19. Both of said Report and Certificate are free of qualifications, reservations or adverse remarks.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an adequate system of Internal Control commensurate with its size and nature of the business. A report on the suggestions and recommendations of the Internal Auditor and their implementation is placed before the Audit Committee of the Board and the Management.

M/s. Das & Associates, Chartered Accountants, performs the duties of internal auditors of the company for the year ended 31st March, 2019. In order to monitor the performance on a continuous basis. Management

has a system to review Internal Audit Reports with a view to monitoring the adequacy of internal control in place.

EXTRACT OF ANNUAL RETURN

An extract of the annual return of the Company as required by section 92(3) of Companies Act, 2013 in Form No. MGT - 9 for the Financial Year ended 31st March, 2019 is attached to this Report as **Annexure 'II'**.

MATERIAL CHANGES

There have been no material changes and commitments affecting the financial position of the company, which have occurred since 31st March, 2019, being the end of the Financial Year of the Company to which financial statements relate and the date of the report.

FOREIGN EXCHANGE EARNING AND OUTGO

During the year under review there was no inflow/outflow of foreign exchange.

STATUTORY INFORMATION

Since the Company does not own any manufacturing facility, requirement regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules is not applicable.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The Company had no employee who were in receipt of more than Rs. 1.02 crores per annum during the year ended 31st March, 2019 or of more than Rs. 8.5 Lakhs per month during any part thereof.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year are provided in below:

The ratio of remuneration of each Director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year -

No remuneration paid to directors during the year.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year -

There has been no increase in the remuneration of the Managing Director or Chief Executive Officer, Chief Financial Officer & Company Secretary during the year.

(iii) The percentage increase in the median remuneration of employees in the financial year -

There is no percentage increase in the median remuneration of employees in the financial year.

(iv) The number of permanent employees on the rolls of Company -

The number of permanent employees on the rolls of Company is 7.

- (v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration -**

No average percentage increase taken place in the salaries of total employees.

- (vi) **Affirmation that the remuneration is as per the remuneration policy of the Company -**

Yes.

EMPLOYER EMPLOYEE RELATIONSHIP

The Company has maintained a cordial relationship with its employees, which resulted in smooth flow of business operations during the year under review.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

As per the Listing Regulations, the Company has implemented the Code on Corporate Governance. The Corporate Governance compliance certificate obtained from the Auditors of the Company is attached to Report on Corporate Governance **Annexure - "III"**. The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (LODR) Regulations, 2015 is appended as **Annexure - "IV"** and forms an integral part of this report. The Board members and Senior management personnel have confirmed compliance with the Code of conduct.

CODE OF CONDUCT

Your Company has adopted a Code of Conduct for its Board Members and Senior Management personnel. The code of conduct has also been posted on the official website of the Company, www.bluechipind.net

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Companies Act, 2013, the Company is not required to transfer any amount to Investor Protection and Education Fund as the Company has not declared any Dividend since its incorporation and as such there is no amount of dividend which was due and payable and remained unclaimed and unpaid for a period of seven years.

SECRETARIAL STANDARDS

The Board of Directors of the Company hereby confirms that your Company has complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

ACKNOWLEDGEMENTS

Your Directors acknowledge the support and owe a debt of gratitude to the Members, Investors, Consultants & Bankers. Your Directors' also place on record their sense of appreciation for the valuable contribution made by the employees of the Company.

Registered Office :

10, Princep Street,
2nd Floor,
Kolkata - 700 072
Dated : 19th August, 2019

On behalf of the Board of Directors

For BLUE CHIP INDIA LIMITED

Arihant Jain
Managing Director
DIN : 00174557

Pranab Chakraborty
Director
DIN : 03568360

Annexure 'I' to the Directors' Report

**Form No. MR - 3
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

The Members,

M/s. BLUE CHIP INDIA LIMITED

10, Princep Street, 2nd Floor,

Kolkata - 700072

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/s **BLUE CHIP INDIA LTD.**, **CIN - L65991WB1993PLC060597** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the M/s **BLUE CHIP INDIA LTD.** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s **BLUE CHIP INDIA LTD.** for the financial year ended on 31st March, 2019, according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable as the Company has not offered any securities during the financial under review).**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefits scheme during the financial under review).**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,

2008; **(Not applicable as the Company has not issued and listed any debt securities during the financial under review).**

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable as the Company has not bought back any equity shares during the financial under review).**

(vi) The regulation made by the Reserve Bank of India (under the Reserve Bank of India Act, 1934) with regard to Non-Banking Financial Companies ("NBFC").

(vii) Other laws applicable to the Company as per the representations made by the Management.

The compliance by the company applicable financial laws like direct and indirect tax laws has not been reviewed in this audit since the same have been subject to reviewed by the statutory financial auditor and other designated professionals.

We have also examined compliance with the

1. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Secretarial Standard I and Secretarial Standard II issued by the Institute of Company Secretaries of India (ICSI) were applicable to the Company for the period under review.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc. mentioned above except that

1. MGT-14 for Approval of Accounts filed with an additional fees.
2. The company had receipt an email on May 28, 2018 from NSE for non submission of statement of modified opinion to the exchange.

Company had submitted a clarification though email on 6.6.2018 regarding submission modified opinion along with financial result dated 25.5.2018.

The company further submitted clarification regarding the same on 27.6.2018.

3. The Bombay Stock Exchange sent a letter vide letter no. LIST/COMP/Reg.27(2) & Reg 17 to 21/ Dec-18/531936/1093/2018-19 dated January 31, 2019. Regulation 17(1) of Listing Regulation, imposed a fine of Rs. 2,89,100 (incl GST @18%) for the non-compliance to be paid by the Company within 15 days from date of afore mentioned letter i.e. January 31, 2019. As on 11.02.2019, Shri Shyamal Banerjee (DIN : 00194544) appointed as an Additional Director (Non-Executive and Independent Director) of the Company. Remittance of Payment of fines for Non- Compliance with Regulation of SEBI (LODR) Regulation, 2015 details as under : Amount- Rs. 2,89,100, Cheque / DD No. 754178, Date - 15/02/2019 UTR No.- CNRBR52019021500703531.
4. National Stock Exchange vide letter NSE/LISTCOMP/3162 dated January 21, 2019 had observed the non-compliance in Corporate Governance Report submitted under Regulation 27(2) of Listing Regulation wherein an explanation was sought from the company as half of the Board is not independent (From November 13, 2018). Further, NSE vide letter No. NSE/LIST-SOP/FINES/72800/94 dated January 31, 2019 and of Regulation 17(1) of Listing Regulations to be paid by the company within 15 days from date of afore mentioned letter i.e, January 31, 2019.As on 11.02.2019, Shri Shyamal Banerjee (DIN : 00194544) appointed as an Additional Director (Non-Executive and Independent Director) of the Company. Remittance of Payment of fines for Non-Compliance with Regulation of SEBI (LODR) Regulation, 2015 details as under : Amount - Rs. 2,89,100, Cheque/DD No. 754179, DATE - 15/02/2019, UTR No.- CNRBR52019021500703391.

5. Notice from NSE for Non-Compliance observed in Corporate Governance Report submitted under Reg 27(2) of SEBI dated 15th April, 2019 reason Half of the board is not independent Quarter ended March, 2019.

Compliances were made by the Company.

6. Notice for Non-Compliance of listing Regulation 31 vide NSE/LIST-SOP/REG-31/FINES/80669 Imposed a fine of Rs. 7,080 (incl GST 18%) for Non-Compliance Dated 25-4-2019, Compliances were made by the Company.
7. Notice for Non-Compliance of listing Regulation 17(1) vide LIST/COMP/REG.27(2) & REG.17 TO 21/MAR-19/531936/37/2019-20 Imposed a fine of Rs. 2,41,900 (incl GST 18%) for Non-Compliance Dated 2-5-2019.
8. The Company had received an email in the previous year on 09.03.2018, 28.03.2018, 06.04.2018 from BSE.w.r.t requirements for submission of Financial Result as per IND-AS Format by NBFC The company had made a reply on the same on 27.03.2018, 30.03.2018 and 18.04.2018 w.r.t requirements for submission of Financial Result as per IND-AS Format by NBFC.

We further report that,

- Subject to our observation at (i) above the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the members' views are captured and recorded as part of the minutes as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period the Company has following events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

9. Mr. Shyamal Banerjee (DIN- 00194544) has been appointed as an Additional Director (Non- Executive, Independent Director) of the Company w.e.f 11th February, 2019.
10. Mr. Amiya Kumar Basu (DIN-00277676), Independent Director of the Company, has resigned from the post of director w.e.f. 10th August, 2018.
11. Smt. Soni Jain, PAN - AUCPS5545A, has been appointed as Chief Financial Officer (CFO) of the Company w.e.f. 11th February, 2019.
12. Smt. Madhu Barnwal (DIN-07150790) has been reappointed as director of the Company in the AGM.

For Ankita Goenka & Associates
Company Secretaries
Ankita Goenka
Practicing Company Secretary
ACS : 37776
COP : 14204

Place : Kolkata
Date : 1st August, 2019

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure - A

To
The Members,
M/s. BLUE CHIP INDIA LIMITED
10, Princep Street, 2nd Floor,
Kolkata - 700072

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Ankita Goenka & Associates**
Company Secretaries
Ankita Goenka
Practicing Company Secretary
ACS : 37776
COP : 14204

Place : Kolkata
Date : 1st August, 2019

Annexure 'II' to the Directors' Report

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2019

*[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management & Administration) Rules, 2014]*

I. REGISTRATION & OTHER DETAILS :

i)	CIN	L65991WB1993PLC060597
ii)	Registration Date	27/10/1993
iii)	Name of the Company	Blue Chip India Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered office and contact details	10, Princep Street, 2nd Floor Kolkata - 700072 Phone : 033-40022880 E-mail ID : info@bluechipind.net bluechipindialimited@gmail.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road 5th Floor, Kolkata - 700001 Phone : 033-2243-5029, 2248-2248 Fax : 033-2248-4787 Email ID : mdpldc@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated :

Sl. No.	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Sale of Equity Shares	64990	100

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	N.A.	N.A.	N.A.	N.A.	N.A.

IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	179600	NIL	179600	0.3247	179600	NIL	179600	0.3247	0.0000
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	6035670	NIL	6035670	10.9136	6040670	NIL	6040670	10.9226	0.0090
e) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1):-	6215270	NIL	6215270	11.2383	6220270	NIL	6220270	11.2473	0.0090
(2) Foreign									
a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1) + (A) (2)	6215270	NIL	6215270	11.2383	6220270	NIL	6220270	11.2473	0.0090
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt.	1000	NIL	1000	0.0018	1000	NIL	1000	0.0018	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1):-	1000	NIL	1000	0.0018	1000	NIL	1000	0.0018	0.0000
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	13011518	25026	13036544	23.5724	12934814	25026	12959840	23.4337	-0.1387
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	29655240	321105	29976345	54.2025	29650245	297106	29947351	54.1501	-0.0524
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5799171	NIL	5799171	10.4859	5833896	NIL	5833896	10.5487	0.0628

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
c) Others									
- Trusts	18000	NIL	18000	0.0325	18000	NIL	18000	0.0325	0.0000
- NRI	147951	NIL	147951	0.2675	193356	NIL	193356	0.3496	0.0821
- Clearing Member	110059	NIL	110059	0.1990	130627	NIL	130627	0.2362	0.0372
Sub-total (B)(2):-	48741939	346131	49088070	88.7598	48760938	322132	49083070	88.7508	-0.0090
Total Public Shareholding (B) = (B)(1) + (B)(2)	48742939	346131	49089070	88.7616	48761938	322132	49084070	88.7526	-0.0090
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	54958209	346131	55304340	100.0000	54982208	322132	55304340	100.0000	0.0000

(ii) Shareholding of Promoters :

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total	
1.	Bahubali Properties Ltd.	3982980	7.2019	0.0000	3982980	7.2019	0.0000	0.0000
2.	Herald Commerce Ltd.	2052690	3.7116	0.0000	2057690	3.7207	0.0000	0.0090
3.	Lalita Jain	179600	0.3247	0.0000	179600	0.3247	0.0000	0.0000
	Total	6215270	11.2383	0.0000	6220270	11.2473	0.0000	0.0090

(iii) Change in Promoters' Shareholding (please specify, if there is no change) :

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2052690	3.7116	2057690	3.7207
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	5000 (31.08.2018 - Transfer)	0.0090	NIL	NIL
	At the End of the year	2057690	3.7207	2057690	3.7207

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Future Zone Entertainment Pvt. Ltd.	2469494	4.4653	—	—	—	—	2469494	4.4653
2.	Hanurang Projects Pvt. Ltd.	1942968	3.5132	—	—	—	—	1942968	3.5132
3.	Hungerford Consultants Pvt. Ltd.	771989	1.3959	—	—	—	—	771989	1.3959
4.	Ricon Infrastructure Limited	428600	0.7750	—	—	—	—	428600	0.7750
5.	Rangbarshi Projects Ltd.	1714375	3.0999	—	—	—	—	1714375	3.0999
6.	Snapshot Media Pvt. Ltd.	388400	0.7023	—	—	—	—	388400	0.7023
7.	Suryasakti Advisory Pvt. Ltd.	616336	1.1144	—	—	—	—	616336	1.1144
8.	Suresh Kumar Gupta	500000	0.9041	—	—	—	—	500000	0.9041
9.	Aarti Singal	600000	1.0849	—	—	—	—	600000	1.0849
10.	Sanjay Singal	482000	0.8715	—	—	—	—	482000	0.8715

(v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	ARIHANT JAIN				
	At the beginning of the year	800	0.0014	800	0.0014
	Date wise Increase / Decrease in Share holding during the year	NIL	NIL	NIL	NIL
	At the End of the year	800	0.0014	800	0.0014

Note : No other Director and KMP are holding any shares in the Company.

(vi) INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment :**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
• Addition	NIL	NIL	NIL	NIL
• Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)	NIL	NIL	NIL	NIL

(vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager :**

Sl. No.	Particulars of Remuneration	Name of Managing Director/WTD/Manager	Total Amount (Rs.)
		Arihant Jain - Managing Director	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL NIL NIL	NIL NIL NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act		N.A.

B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount (Rs.)
		Pranab Chakraborty-Independent Director	Amiya Kumar Basu-Independent Director	Subhabrata Talukdar-Independent Director	Madhu Barnwal-Non-Executive Director	Subhankar Kayal-Non-Executive Director	Shyamal Banerjee-Independent Director	
1.	Independent Directors							
	• Fee for attending board committee meetings	NIL	NIL	NIL	—	—	—	NIL
	• Commission	NIL	NIL	NIL	—	—	—	NIL
	• Others, please specify	NIL	NIL	NIL	—	—	—	NIL
	Total (1)	NIL	NIL	NIL	—	—	NIL	NIL
2.	Other Non-Executive Directors							
	• Fee for attending board committee meetings	—	—	—	NIL	NIL	NIL	NIL
	• Commission	—	—	—	NIL	NIL	NIL	NIL
	• Others, please specify	—	—	—	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (B) = (1 + 2)						NIL	NIL
	Total Managerial Remuneration						NIL	NIL
	Overall Ceiling as per the Act							N.A.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total (Rs.)
		Jyoti Gupta - Company Secretary	Soni Jain - CFO w.e.f. 11.02.2019	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4,53,459	NIL	4,53,459
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2	Stock option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others (specify)	NIL NIL	NIL NIL	NIL NIL
5	Others, please specify	NIL	NIL	NIL
	Total	4,53,459	NIL	4,53,459

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			N I L		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			N I L		
Punishment					
Compounding					
C. OTHER OFFICER IN DEFAULT					
Penalty			N I L		
Punishment					
Compounding					

Annexure 'III' to the Directors' Report

REPORT ON CORPORATE GOVERNANCE**1. Company's Philosophy**

The Company's philosophy on Corporate Governance continues to apply best management practices, compliance of law in true letter and spirit, adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders. Your Company makes best endeavor to implement the core values of transparency, accountability, independence, responsibility and fairness. in all facets of its operations. The Company continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Regulations.

The Report on Compliance of conditions of the Corporate Governance in accordance with Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015) amended to date read with relevant provision of the Companies Act, 2013 (the Act) & Rules framed thereunder, is given below.

2. Board of Directors of the Company**a) Composition of the Board :**

The Composition of the Board of Directors of the Company consists of qualified executive and non-executive Directors. The Board comprises of persons who have excelled in their respective areas and have good standing. All the Directors are above the age of 21 years.

The Board of Directors (Board) of the Company comprise as on 31st March, 2019 of the following :

Director's Name	Director's Category
Shri Arihant Jain	Managing Director, Executive
Shri Pranab Chakraborty	Non-Executive - Independent Director
Shri Subhabrata Talukdar*	Non-Executive - Independent Director
Shri Shyamal Banerjee	Non-Executive - Independent Director
Shri Subhankar Kayal	Non-Executive Director
Smt. Madhu Barnwal	Non-Executive Director

* Appointment of Shri Sahil Sharma as Independent Director of the Company in place of Shri Subhabrata Talukdar who resigned being Independent Director, with effect from 21st April, 2019.

Composition, Category, Directorship and Committee Membership in other Companies of the Board of the Company as on 31st March, 2019 have been as follows :

Director's Name	Director's Category	No. of Directorship in listed entities including Blue Chip India Limited (Refer Regulation 25(1) of Listing Regulations)	Total Number of Committee (a) Membership held in Public Limited Companies [including Blue Chip India Limited but excluding Private Limited Companies, Foreign Companies and Companies of Section 8 of the Companies Act, 2013 (the Act)]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including Blue Chip India Limited (Refer Regulation 26(1) of Listing Regulations)
Shri Arihant Jain	Managing Director Chairperson & Executive Director	1	-	-
Shri Pranab Chakraborty	Non-Executive - Independent Director	2	4	2
Shri Subhabrata Talukdar*	Non-Executive - Independent Director	1	2	1
Shri Subhankar Kayal	Non-Executive - Director	1	2	1
Smt Madhu Barnwal	Non-Executive Director	2	-	-
Shri Shyamal Banerjee-	Non-Executive - Independent Director	-	-	-

* Appointment of Shri Sahil Sharma as Independent Director of the Company in place of Shri Subhabrata Talukdar who resigned being Independent Director, with effect from 21st April, 2019.

- a) Including Audit and Shareholder Committee.
b) None of the Directors is related inter-se.

None of the Directors of the Company held office of Director in more than permissible number of Companies under Section 165 of the Act. Also, the Committee Chairpersonships/Memberships held are within limits laid down in Regulation 26(1) of SEBI LODR, 2015. Appointment of Non-Executive Director(s), save as otherwise expressly provided in the Act, have been made at the Company's General Meeting.

During Financial Year (FY) 2018-2019, 4 (four) meetings of the Board were held and details thereof are as follows :

Board Meeting dates	No. of Directors present
25th May, 2018	4
10th August, 2018	4
12th November, 2018	4
11th February, 2019	4

Gap between two Board Meetings did not exceed 120 days prescribed under Section 173(1) of the Act and Regulation 17 of the SEBI LODR, 2015.

Annual General Meeting of the Company was last held on Wednesday, 26th September, 2018. Attendance of the Directors at Board Meetings and at AGM held during FY 2018-2019 has been as follows :

Name of the Director	No. of Board Meetings		Attendance at last AGM - held on 26th September, 2018
	Held	Attended	
Shri Arihant Jain	4	4	Yes
Shri Pranab Chakraborty	4	4	Yes
Shri Subhabrata Talukdar*	4	4	Yes
Shri Subhankar Kayal	4	4	Yes
Shri Shyamal Banerjee	4	1	No
Smt Madhu Barnwal	4	4	Yes
Shri Amiya Kumar Basu**	4	2	No

* Appointment of Shri Sahil Sharma as Independent Director of the Company in place of Shri Subhabrata Talukdar who resigned being Independent Director, with effect from 21st April, 2019.

** Shri Amiya Kumar Basu resigned w.e.f. 10th August, 2018.

Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in the Notice of 34th Annual General Meeting of the Company.

b) Directors' membership in board/committees of other companies :

As per the Listing Regulations, no director can be a Member in more than 10 (ten) committees or act as chairman of more than 5 (five) committees across all companies in which he is a Director.

In terms of the Listing Regulations, none of the directors of your Company were Members in more than 10 (ten) committees nor acted as chairman of more than 5 (five) committees across all companies in which they were Directors.

c) Familiarization Programme for Independent Directors :

The Company familiarizes its Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through programme in compliance of Listing Regulations.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at the following web link: www.bluechipind.net.

d) Skill/Expertise/Competence of the Board of Directors of the Company :

	Commercial	Marketing	Financial	Communication	Technical
Skill/Expertise/Competence	✓	✓	✓	✓	✓

e) Independent Directors' Meeting :

During the year under review, a separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of the Management, was held on 10th November, 2018 as required under Companies Act, 2013 and Listing Regulations. All Independent Directors were present at the meeting to review the performance of Non-Independent Directors and the Board as a whole, assess

the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties and discuss matters pertaining to the Company's affairs and functioning of the Board and presented their views to the Managing Director for appropriate action.

3. BOARD COMMITTEES

The Company have three Board level Committees :

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Terms of reference of the Board Committees are determined by the Board from time to time. Minutes of Board Committee Meetings are placed in subsequent Board Meetings for the information of the Board. Role & composition of these Committees and dates on which meeting thereof were held, attendance of Committee Members thereat, their role and responsibility etc are given below.

I) AUDIT COMMITTEE

a) Brief description of the terms of reference :

The terms of reference of the Audit Committee cover the matters specified under Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Section 177 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014.

The Audit Committee reviews, acts and reports to the Board of Directors with respect to :

- a) the appointment of Statutory Auditors of the Company,
- b) review and approval of related party transactions,
- c) provide Board with additional assurance as to reliability of financial information and statutory financial statements and as to the adequacy of internal accounting and control systems,
- d) it acts as a link between the management, statutory auditors and the Board of Directors,
- e) Company's compliance with the legal and statutory requirements,
- f) Such other matters resulting from statutory amendments/modifications from time to time.

Explanation 1 : The term Related Party Transaction shall have the same meaning as provided in regulation 23 of SEBI (LODR) Regulations, 2015

b) Composition, Name of members and Chairperson :

The Company has an Audit Committee comprising of following 2 (two) Non-Executive/ Independent Directors and 1 (one) Non-Executive Director, all are financially literate and having accounting or related Financial Management expertise.

Director's Name	Position	No. of Meetings	
		Held	Attended
Subhabrata Talukdar*	Chairman	4	4
Subhankar Kayal	Member	4	4
Pranab Chakraborty	Member	4	4

* Appointment of Shri Sahil Sharma as Independent Director of the Company in place of Shri Subhabrata Talukdar who resigned being Independent Director, with effect from 21st April, 2019.

During the financial year 2018-2019, the Audit Committee met 4 (Four) times on 24th May, 2018, 9th August, 2018, 10th November, 2018 and 9th February, 2019.

II) NOMINATION AND REMUNERATION COMMITTEE

a) Brief description of the terms of reference :

The terms of reference of the Nomination & Remuneration Committee cover the matters specified under Part D of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013. The Committee is primarily responsible for:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, KMP and other employees.
- b) Formulate the criteria for performance evaluation of independent directors and the Board of directors.
- c) Devise a policy on Diversity of Board of Directors.
- d) Such other matters resulting from statutory amendments/modifications from time to time

The Company has adopted a Remuneration Policy for its Directors, Key Managerial Personnel and other employees. This Policy has also laid down the criteria for determining qualifications, positive attributes, independence of Director and Board diversity and criteria for evaluation of Board and individual Directors. Details of Remuneration Policy is provided in Para 4 (iv) and has also been uploaded on the website of the Company.

b) Composition, Name of members and Chairperson :

The Nomination & Remuneration Committee, presently, comprises of 2 (two) Non-Executive Independent Directors and 1(one) Non-Executive Director. The following directors are the present Members of the Committee.

Director's Name	Position	No. of Meetings	
		Held	Attended
Shri Pranab Chakraborty	Chairman	2	2
Shri Subhabrata Talukdar*	Member	2	2
Shri Subhankar Kayal	Member	2	2

* Appointment of Shri Sahil Sharma as Independent Director of the Company in place of Shri Subhabrata Talukdar who resigned being Independent Director, with effect from 21st April, 2019.

During the financial year 2018-2019, the Nomination & Remuneration Committee met 2 (two) times on 9th August, 2018 and 9th February, 2019.

(iv) Criteria for selection and appointment of Directors and Remuneration Policy :

Preamble

- The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors (Board) and for Key Managerial Personnel (KMP) and other employees. The expression KMP shall have the same meaning as defined under Companies Act, 2013. This policy also provides a framework for identification of persons who are qualified to become directors and who may be appointed as senior management for recommendation of their appointment to the Board.

- This policy has been framed by the Nomination and Remuneration Committee of the Board of Directors and based on its recommendation, approved by the board of directors of the Company.
- The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

Criteria for determining qualification

The Board may expect qualified directors to have ample experience and the highest level of personal and professional ethics, integrity and values. The Board shall also consider whether each director possesses the following :

- The highest level of personal and professional ethics, reputation, integrity and values;
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The ability to exercise objectivity and independence in making informed business decisions;
- The willingness and commitment to devote extensive time necessary to fulfill his/her duties;
- The ability to communicate effectively and collaborate with other board members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including a willingness to listen and respect the views of others;
- The skills, knowledge and expertise relevant to the Company's business.

Independence Review Criteria

Determination of director independence will be made by the Board for each director on an annual basis upon the recommendation of the Committee. Independent directors have three key roles, namely, governance, control and guidance. Some of the performance indicators, based on which the independent directors shall be evaluated are :-

- Independence from management.
- Independence from Promoter Group.
- No substantial shareholding.
- Ability to contribute to and monitor our corporate governance practices.
- Ability to contribute by introducing international best practices to address top management issues.
- Active participation in long term strategic planning.
- Commitment to the fulfilment of a director obligations and fiduciary responsibilities - this include participation and attendance.
- Other significant relationship which may cause a conflict of interest.

Principles of Remuneration

Company considers that the remuneration system is a key element in creating value. It thus has an advanced remuneration scheme based on the reciprocity of value for employees and for the Company in line with the interests of shareholders. The Company's remuneration system is informed by the following principles :

- Long-term value creation.
- Remunerate achievement of results on the basis of prudent, responsible risk bearing.
- Attract and retain the best professionals.
- Reward the level of responsibility and professional path.

- Ensure equity in the Company and competitiveness outside it.
- Ensure transparency in its remuneration policy

Remuneration to Non-Executive Directors

Non Executive directors may be paid remuneration by way of sitting fees and reimbursement of expenses for participation in the Board and other meetings and such other payments as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Remuneration to Executive Directors

At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company and the Managing Director within the overall limits prescribed under the Companies Act, 2013. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

Remuneration to other Key Managerial Personnel excluding Executive Director & other employees

Other Key Managerial Personnel excluding Executive Director and other employees shall be paid such remuneration as per term and condition of appointment letter/contract within the range approved by and ratified by the Remuneration Committee. Annual increments effective 1st April each year, as recommended by the Remuneration Committee, shall be approved by the Board.

Evaluation of Individual Directors & Board

The Independent Directors shall have a separate meeting during the year without the attendance of Non-Independent Directors and members of management. All Independent Directors shall strive to be present at the meeting. The meeting shall review the performance of Non-Independent Directors and the Board as a whole. The meeting shall also review the performance of the Chairman, if any of the Company, taking into account the views of the Executive Directors and the Non-Executive Directors.

The performance evaluation of the Independent Directors shall be done by the entire Board, excluding the Director being evaluated. The performance evaluation of the Independent Directors and the Board as a whole shall be in context of the Company's performance and governance perspective.

Criteria for Performance Evaluation are as under :

For Board -

- degree of fulfillment of key responsibilities
- Composition
- Committees of Board
- Board & Committee Meetings
- Team work
- understanding the role
- effectiveness and quality of decision making

For Directors -

- attendance at the meeting
- participation and contribution
- responsibility towards Stakeholders
- compliance and governance
- maintaining confidentiality

In addition to the above Managing Director also being evaluated on -

- leadership
- relationships
- communication
- conduct of meeting
- utilization of resources

Committee -

- degree of fulfillment of key responsibilities
- adequacy of Committee composition
- relationship
- communication
- understanding of regulatory environment
- interaction with the Board

AMENDMENTS TO THIS POLICY

This Policy may be amended or substituted by nomination & Remuneration Committee or by the Board as and when required and also by the Compliance Officer where there is any any statutory changes necessitating the change in the policy.

III) STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Brief description of the terms of reference :

The terms of reference of the Stakeholders Relationship Committee cover the matters specified under Part D of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013. The board of Directors of the Company has delegated the authority to approve transfer of shares to Stakeholders Relationship Committee of the Company. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading. The committee deals with the various matters relating to :

- a. Transfer of shares
- b. Transmission of shares
- c. Issuance of duplicate share certificates as and when required
- d. Shareholders' queries/complaints and its redressal as and when received
- e. Dematerialization/Rematerialization of shares
- f. Split/consolidation of shares
- g. Such other matters resulting from statutory amendments/modifications from time to time.

The Company has adopted the Code of Conduct for Prevention of Insider Trading, under the SEBI (Prohibition of Insider Trading) Regulations. The Code lays down guidelines for procedures to be followed and disclosures to be made while dealing with the shares of the Company by the directors and designated employees. Shri Arihant Jain, Managing Director has been appointed as the Compliance Officer for the implementation of and overseeing compliance with the Regulations and the Code across the Company.

The Company has also adopted the Code of Corporate Disclosure Practices for ensuring timely and adequate disclosure of Price Sensitive Information, as required under the Regulations.

(b) Composition and name of the Chairman :

The Nomination & Remuneration Committee, presently, comprises of 2 (two) Non-Executive Independent Directors and 1(one) Non-Executive Director. The following directors are the present Members of the Committee.

Director's Name	Position	No. of Meetings	
		Held	Attended
Shri Subhabrata Talukdar*	Chairman	1	1
Shri Subhankar Kayal	Member	1	1
Shri Pranab Chakraborty	Member	1	1

* Appointment of Shri Sahil Sharma as Independent Director of the Company in place of Shri Subhabrata Talukdar who resigned being Independent Director, with effect from 21st April, 2019.

During the financial year 2018-2019, the Stakeholders Relationship Committee met 1 (one) time on 18th June, 2018.

c) Name and designation of compliance officer :

As per the requirements of the Listing Regulations, Shri Arihant Jain, Compliance Officer acts as the Compliance Officer.

d) Status of complaints received from Shareholders/Investors is as follows :

Number of complaints pending as on 1st April, 2018	-
Number of complaints received during the year	-
Number of complaints resolved during the year	-
Number of complaints pending as on 31st March, 2019	-

There have been no material grievances raised and all items referred have been dealt with.

As on 31st March, 2019, there were no pending complaints.

4. GENERAL BODY MEETINGS**a) Location and Time of last three Annual General Meeting (AGM) :**

The location and time of the last three AGMs are as follows :

AGM	FY	Date	Time	Place
33rd	2017-2018	Wednesday, 26th September, 2018	10.30 AM	"Somani Conference Hall" Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700 001
32nd	2016-2017	Wednesday, 20th September, 2017	09.30 AM	
31st	2015-2016	Tuesday, 27th September, 2016	09.30 AM	

No special resolution has been passed in the previous three AGMs.

No special resolution was passed through postal ballot during the financial year 2018-2019.

b) Postal Ballot

The Company conducted no business through Postal Ballot during FY 2018-2019.

5. MEANS OF COMMUNICATION**(i) Quarterly results :**

The Quarterly and Annual Results of the Company are communicated immediately to the stock exchanges upon conclusion of the Board Meeting convened to consider the same.

(ii) Newspapers wherein results are normally published :

The Financial Results of the Company are published in “Business Standard” and in “Su-Khabar”.

(iii) Any website, where displayed :

The Results are displayed on the Company’s web-site at www.bluechipind.net

Full Annual Reports for the financial year 2018-2019, financial results, Shareholding pattern and other relevant information are also available on the website of the company in a user-friendly and downloadable form.

(iv) Official news releases and presentation to institutional investors/analysts :

During the year under review there were no such news releases and no presentation was made to institutional investor or to the analysts.

(v) SCORES

The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES or otherwise within stipulated time period.

6. GENERAL SHAREHOLDER INFORMATION**(i) Date, Time, Venue of AGM :**

Date of AGM	27th September, 2019
Time	10.30 AM
Venue Financial Calendar 2019-2020 (tentative and subject to change)	“Somani Conference Hall” Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700001
	• Financial Year – April to March
	• First Quarter Results – by second week of August, 2019
	• Second Quarter Results – by second week of November, 2019
	• Third Quarter Results – by second week of February, 2020
	• Audited Results for the year ending 31st March 2020 – by last week of May, 2020
Book Closure Period	Saturday, 21st September, 2019 to Friday 27th September, 2019 (both days inclusive).
Dividend Payment Date	No dividend has been recommended by the Board for the year under review.

(ii) Listing on Stock Exchanges :

Your Company's shares are listed on the following stock exchanges as on 31st March, 2019.

1. Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001.
2. The Calcutta Stock Exchange Association Limited
7, Lyons Range,
Kolkata 700 001.
3. National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No.C/1,G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.

Listing fees for the financial year 2019-2020 have been paid to Stock Exchanges.

(iii) Stock Code :

Name of the Exchange	Code
Bombay Stock Exchange Limited	531936
National Stock Exchange of India Limited	BLUECHIP
The Calcutta Stock Exchange Limited	12057
International Securities Identification Number (ISIN)	INE657B01025
Depositories Connectivity	NSDL and CDSL

(iv) Address for correspondence :

Investors' correspondence may be addressed to :

Registered Office	The Compliance Officer Blue Chip India Limited 10, Princep Street, 2nd Floor Kolkata - 700 072. Phone : (033) 4002 2880 E-mail : info@bluechipind.net/ bluechipindialimited@gmail.com Website : www.bluechipind.net
Share Registrar and Transfer Agent	Maheshwari Datamatics Private Limited 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Tel No : (033) 2243-5029, 2248-2248 Fax No : (033) 2248-4787 E-mail : mdpldc@yahoo.com

E-mail ID of the grievance redressal division / compliance officer exclusively for the purpose of registering complaints by investors: info@bluechipind.net/bluechipindialimited@gmail.com

(v) Market Price Data: High, Low during each month in the last financial year :

Months (2018-19)	Bombay Stock Exchange (in Rs.)		National Stock Exchange (in Rs.)	
	High	Low	High	Low
April	0.25	0.25	0.25	0.25
May	0.26	0.26	0.25	0.25
June	-	-	0.25	0.25
July	0.26	0.26	0.25	0.25
August	0.26	0.26	0.20	0.20
September	0.26	0.26	0.10	0.10
October	0.29	0.29	0.65	0.65
November	0.32	0.32	0.80	0.80
December	0.33	0.33	0.75	0.75
January	-	-	0.70	0.70
February	-	-	0.65	0.65
March	-	-	0.60	0.60

(vi) Registrar and Transfer Agents :

The Board has delegated the work of processing of share transfers to Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agents. Their complete address is as follows :

Maheshwari Datamatics Private Limited
 23, R. N. Mukherjee Road,
 5th Floor,
 Kolkata - 700 001.
 Tel No. : (033) 2243-5029, 2248-2248
 Fax No. : (033) 2248-4787
 Email : mdpldc@yahoo.com

(vii) Share Transfer System :

The transfer of shares in physical form is processed and completed by Maheshwari Datamatics Private Limited within the statutory time period. In case where shares are held in electronic form, the transfers are processed by NSDL/CDSL through the Depository Participants and Registrars.

(viii) Distribution of Shareholding :

The distribution of shareholding as on 31st March 2019, pursuant to Regulation 31(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is as under :

A. Shareholding Pattern of Equity Shares as on 31st March, 2019 :

	Categories	No. of Shares held	% of Shareholding
A	Promoters & Promoter Group		
1.	Indian		
	a) Individuals/Hindu Undivided Family	179600	0.3247
	b) Bodies Corporate	6040670	10.9226
	Sub-total A(1)	6220270	11.2473
2.	Foreign	NIL	NIL
	Sub-total A(2)	NIL	NIL
	Total Shareholding of Promoter & Promoter Group A=(A)(1)+(A)(2)	6220270	11.2473
B.	Public Shareholding		
1.	Institutions :		
	a) Central Government/Bank(s)	1,000	0.0018
	Sub-total B(1)	1,000	0.0018
2.	Non-Institutions		
	a) Individual	35781247	64.6888
	b) Bodies Corporate	12959840	23.4377
	c) Any Others		
	- Clearing Member	130627	0.2362
	- Non Resident Individual	193356	0.3496
	- Trusts	18000	0.0325
	Sub-total B(2)	49083070	88.7599
	Total Public Shareholding B=(B)(1)+(B)(2)	49084070	88.7617
	GRAND TOTAL (A) + (B)	55304340	100.0000

B. Distribution of Equity Shareholding as on 31st March, 2019 :

Share Holding	Holders	Percentage	No. of Shares	Percentage
1 to 500	6349	42.3747	1566818	2.8331
501 to 1000	3476	23.1966	3307248	5.9801
1001 to 2000	2004	13.3752	3517628	6.3605
2001 to 3000	762	5.0858	2069147	3.7414
3001 to 4000	403	2.6897	1517707	2.7443
4001 to 5000	695	4.6386	3426104	6.1950
5001 to 10000	722	4.8188	5759037	10.4434
10001 and above	572	3.8177	34140653	61.7323
Grand Total	14983	100.0000	55304340	100

(ix) Dematerialisation of shares and liquidity :

As on 31st March, 2019, 99.42% of the total equity capital was held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited.

(x) Outstanding GDRs/ADRs/Warrants or any Convertible instruments :

As of 31st March, 2019, there are no outstanding GDRs/ADRs/Warrants or convertible instruments which are likely to have an impact on the Equity Shares.

(xi) Plant Locations :

The Company does not have any plant.

7. DISCLOSURES**(i) Disclosure of materially significant related party transactions :**

During the financial year 2018-2019, the Company had not entered into any materially significant transaction with any related party that may have potential conflict with the interests of the Company at large. The Directors and KMPs have no direct, indirect or on behalf of third party, material interest in any transaction or matter directly affecting the company. The Omnibus approval of the Audit Committee is taken for all proposed Related Party Transactions. The transactions with related parties, in normal course of business, have been disclosed separately in the Notes on Accounts.

The Policy on related Party transactions has been uploaded on Company's website www.bluechipind.net

(ii) Accounting treatment :

In view of the management, all applicable accounting standards are being followed for preparation of financial statements. From the Financial Year 2019-2020, Company will follow IND-AS as per SEBI Circular dated 5th July, 2016.

(iii) Details of non-compliance by the company :

The Company has complied with all the requirements of the Regulations and Guidelines prescribed by Securities and Exchange Board of India (SEBI). For Penalties Imposed by the by Stock Exchange, SEBI or any other statutory authority, on any matter relating to capital markets, during last three years, refer to Secretarial Audit Report which is a part of Directors' Report, **Annexure 'I'**.

(iv) Whistle Blower Policy :

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

(v) Details of compliance with the mandatory requirements :

Your Company has complied with all the mandatory requirements of the Listing Regulations. The details of these compliances have been given in the relevant sections of this Report.

(vi) Resume and other information of the Directors proposed to be re-appointed at ensuing AGM :

Resume and other information of the Directors proposed to be re-appointed at ensuing AGM of the Company are given in the Notice relating thereto to the Shareholders as required under Regulation 36(3) of SEBI LODR, 2015.

(vii) Disclosures regarding weblink of the Company :

During the year ended 31st March, 2019, the Company does not have any material listed/unlisted subsidiary companies as defined in Listing Regulations, therefore the Company has not formed as of now any such policy on Material Subsidiaries.

Policy on dealing with related party transactions are posted on the Company's website at www.bluechipind.net

(viii) Commodity price risk or foreign exchange risk and hedging activities:

The Company did not engage in the commodity hedging activities during the year under review.

(ix) Non-compliance of any requirement of Corporate Governance Report :

For Details of Non-compliance of requirement of Corporate Governance Report, refer to Secretarial Audit Report which is a part of Directors' Report, **Annexure 'I'**.

(x) Extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted :**Modified/Unmodified opinion(s) in audit report :**

The Company has moved towards a regime of financial statements with modified audit opinion and in respect of that FORM A has been submitted by the company to Stock exchanges.

Reporting of internal auditor

The internal auditor of the Company directly reports to the audit committee.

(xi) Confirmation :

The Company has fully complied with the Applicable requirements specified under Regulation 17 to 27 and clause (b) to (i) of Sub regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015 as amended from time and again.

(xii) Demat Suspense account/unclaimed suspense account :

None of shares of the company are lying in the demat suspense account or unclaimed suspense account.

(xiii) Reconciliation Share Capital Audit :

The Company Secretary in practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and 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.

(xiv) Management's Discussion and Analysis Report :

The Management's Discussion and Analysis Report forms part of the Director's Report.

(xv) Fees paid/payable to Statutory Auditors :

Fees paid/payable for FY 2018-2019 by the Company to Statutory Auditors and their associates for services availed from them is summarized in table below :

Amounts Paid/Payable to Auditors	Amount in Rs.
As Auditors	
For Statutory Audit (including Limited Reviews)	20,060.00
For Internal Audit	12,000.00
Total	32,060.00

8. AUDIT QUALIFICATION

There is no qualification made by Statutory Auditors on Financial Statements of the FY under review.

9. RISK MANAGEMENT POLICY

The Company has formulated a comprehensive Risk Management Policy to reduce the inherent risk associated with the business activities of the Company but formation of Risk Management Committee is not applicable as per SEBI Circular dated 17th April, 2014.

10. CODE OF CONDUCT

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel and the said code is uploaded on the Company's website at www.bluechipind.net. The Directors and Senior Management Personnel have affirmed the compliance with the same for the financial year 2018-2019. A declaration to this effect is given below :

ANNUAL DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT PURSUANT TO PARAD OF SCHEDULE V OF THE SEBI (LODR) REGULATIONS, 2015

I, Arihant Jain, Managing Director of **BLUE CHIP INDIA LIMITED** having its registered office at 10, Princep Street, 2nd Floor, Kolkata - 700 072 hereby declare that all Board Members and Senior Management Personnel have affirmed the compliance of the Code for the financial year 2018-2019.

For Blue Chip India Limited

Arihant Jain

Managing Director

DIN : 00174557

Place : Kolkata

Dated : 28th May, 2019

PRACTICING COMPANY SECRETARIES' CERTIFICATE

as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined relevant records and documents of **BLUE CHIP INDIA LIMITED** (CIN : L65991WB1993PLC060597) for the purpose of issuing this Certificate as required under Schedule V(C)(10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose thereof and on the basis of information and explanations given to us and according to the examinations carried out by us, we do hereby certify that in our opinion and according to the best of our information and belief :

None of the Directors on the Board of **BLUE CHIP INDIA LIMITED** is debarred or disqualified from being appointed or continuing as Director thereof by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority.

For **Ankita Goenka & Associates**

Company Secretaries

Ankita Goenka

Practicing Company Secretary

ACS : 37776

COP : 14204

Place : Kolkata

Dated : 28th May, 2019

**PRACTICING COMPANY SECRETARIES' CERTIFICATE
ON CORPORATE GOVERNANCE**

As required under Para E of Schedule V of SEBI LODR, 2015, Company's Practicing Company Secretaries' Certificate that the conditions of Corporate Governance has been compiled by the Company is attached.

**Certificate as required under Schedule V of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Members of Blue Chip India Limited

We, Ankita Goenka & Associates, Practicing Company Secretaries of **Blue Chip India Limited** ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2019, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the Listing Regulations).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable and no investor grievances are pending as on 31st March, 2019 against the Company as per the records maintained by the Company, except that the requirement that 50% of board shall be independent was not complied for the period from 13th November, 2018 to 10th February, 2019.

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

For Ankita Goenka & Associates

Company Secretaries

Ankita Goenka

Practicing Company Secretary

ACS : 37776

COP : 14204

Place : Kolkata

Dated : 28th May, 2019

CERTIFICATION BY MANAGING DIRECTOR

[Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015]

I hereby certify that for the financial year, ending 31st March, 2019, on the basis of the review of the financial statements and the cash flow statement and to the best of my knowledge and belief that :-

- a. I have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements 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. To the best of my knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2019 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. I have indicated, based on my most recent evaluation, wherever applicable, to the auditor and audit committee.
 - i. There has not been any significant changes in internal control over financial reporting during the year under reference.
 - ii. There has not been significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. I am not aware of any instance during the year of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Kolkata

Dated : 28th May, 2019

Arihant Jain
Managing Director
DIN : 00174557

Soni Jain
Chief Financial Officer

Annexure 'IV' to the Directors' Report**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Economic Overview :**

A robust banking and financial sector is critical for activating the economy and facilitating higher economic growth. Financial Intermediaries like NBFCs have a definite and very important role in the financial sector. Particularly in a developing economy like ours. Indian's economy is diverse, encompassing agriculture, handicrafts, textile, manufacturing and a multitude of services. The advent of the digital age has gradually transformed India as an important "back office destination" for global outsourcing of customer service and technical support.

Industry Structure and Development - Overview :

NBFC's play a vital role in the context of Indian economy. They are indispensable part in the Indian financial system because they supplement the activities of banks in terms of deposit mobilization and lending. They supplement the role of the banking sector in meeting the increasing financial needs of the corporate sector, delivering the credit to the unorganized sector and to the small local borrowers. NBFC's has flexible structure than banks. Their flexible structure helps in broadening the market by providing the saver and investor a bundle of services on competitive basis. With virtually all finance company business lines coming under greater competitive pressure, defining strategic initiatives and backing each with the necessary resources has become imperative for success. On the consumer side of the business, the ability to compete in various product offerings often is dictated by operational efficiencies and economies of scale. In this respect NBFC's face problems of high cost of funds because they lack the nation wide branch network and have a comparatively lower Tier-I and Tier- II capital base.

We witness that NBFC sector, in India are facing stiff competition from different banks and financial institutions. The cost of funds of banks is lower as compared to NBFC's. Not only this, they have a very wide network and huge capital base which makes them more attractive than NBFC's. However as the market is volatile in nature, the long term growth of capital market calls for a matter of concern.

Opportunities, threats, risks and concerns :

Your Company has operations in finance and equity investments. The independent finance industry issues debt and lends the proceeds to individuals (consumer finance companies) and corporations (commercial finance companies) on both a secured and unsecured basis. Unlike the commercial banks, whose deposit taking ability adds significantly to funding availability, finance companies rely almost exclusively on institutional borrowings and access to the public debt markets for funding. Consequently, the ability to access the short, medium and long-term markets at competitive rates is critical to their ongoing viability. Your company faces tough competition from Nationalized, Foreign and Private Sector Banks due to their inability to grant loan at a considerably low rate of interest.

Your Company is exposed to external and internal risks associated with the business. It is exposed to strong competitive pressures and financial risks from changes in interest rate, economic cycles etc.

There is a major threat coming from Banks. Banks have reduced the rate of interest, this has reduced the spread, thereby reducing the margin. The volatile nature of market also poses another threat. Your Company also faces stiff competition from Nationalised, Foreign and Private Sector Banks as they provide loans at a very low rate of interest.

The company has its own specific risks that are particular to its business including default risk, fluctuation of interest rates, economic cycles etc. Moreover existing banks are moving into retail sector and regional

banks like Assamese banks are coming into play, which poses major concern for your company. The volatility in the market is a matter of concern. However economic parameters being strong will upsurge the economy. Your company has a well defined and prudent business practice and a comprehensive Risk Management Policy to manage this risk.

Notwithstanding their diversity, NBFCs are characterized by their ability to provide niche financial services in the Indian economy. Because of their relative organizational flexibility leading to a better response mechanism, they are often able to provide tailor made services relatively faster than banks and financial institutions, which are capable of enhancing the functional efficiency of the financial system, instances of unsustainability, often on account of high rates of interest on their deposits and periodic bankruptcies, underscore the need for reinforcing their financial viability. Your Company sees opportunities in the market with existing and new customers. Your Company has dedicated accounts team to focus on each customer. Rising input costs and volatility in material, energy are some of the key challenges that your company is addressing by specific initiatives for each.

Future Outlook :

Your Company intends to invest in businesses related to infrastructure, telecommunication, soft ware etc. and wide variety of products and services. in the coming years since it sees good prospect in these areas. It would definitely try to establish itself and remain as a strong player in the finance industry. With the Capital market expected to be in a better mode than the previous few years and with our efforts we can look forward to a prosperous year for the company.

Internal Control Systems and their adequacy :

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure :

- ◆ That all assets and resources are used efficiently and are adequately protected;
- ◆ That all internal policies and statutory guidelines are compiled within letter & spirit;
- ◆ The accuracy and timing of financial reports and management information.

Material Development in Human Resources/industrial relations front number of people employed :

The Company believes that people are the key ingredient to the success of an organization. Looking after people makes good business sense because, if people are motivated, service excellence will follow. The relations remain cordial throughout the year between employees and the management. The Company recognizes the importance and contribution of its Human resources for its growth and development and is committed to the development of its people.

Financial and Operational Performance :

Please refer Directors' Report for performance review.

Cautionary Statement :

Statement in the Management's Discussion and Analysis describing the Company's projections estimates, expectations or predictions may be forward looking predictions within the meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.

DISCLOSURES UNDER REGULATION 34(3) READ WITH CLAUSE B OF SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (SEBI LODR, 2015)

Sl. No.	Particulars	2018-19	2017-18	Reason for Change in Key Financial Ratios
a)	Debtors Turnover	-	11.21	N.A.
b)	Inventory Turnover	-	3.69	N.A.
c)	Interest Coverage Ratio	-	-	N.A.
d)	Current Ratio	0.19	0.21	The current ratio was very low in the last year and it has further decreased it indicates that company doesn't have sufficient funds to pay off its current obligations if they all get due at once.
e)	Debt Equity Ratio	9.93	5.41	The ratio has increased on account of increase in borrowings and decrease in shareholders' fund implying that the company has leveraged more thereby making investment in the company riskier.
f)	Operating Profit Margin	-	-	N.A.
g)	Net Profit Margin	-	-376%	N.A.
h)	Return on Net Worth	-0.53	-0.13	The sharp fall in the return on net worth is due to fall in the shareholders' fund and rise in the loss sustained. This implies that the company is not efficiently utilizing shareholders' fund.

AUDITORS' REPORT

To The Members of
BLUE CHIP INDIA LIMITED

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of **BLUE CHIP INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the statement of Profit and Loss, and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the basis for qualified opinion paragraph, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its loss and its cash flows for the year ended on that date.

Basis for Qualified Opinion

Attention is drawn to Note No. 23 related to Valuation of Inventories of unquoted share which are carried in the Balance Sheet at cost instead of Fair Value. In absence of adequate information for determining the fair market value of inventories of unquoted shares, impact thereon on the financial statements is not ascertainable.

We conducted our audit of financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report :

Key Audit Matter : The Company is into the business of Non Banking Financing activities. The Company's Loans and Advances having total value of Rs. 2,47,64,167.23 as at 31.03.2019 represent a significant amount of the Balance Sheet. These assets may present a risk of recovery which are outstanding since long. The assessment of the recoverable value of these assets is a key audit matter.

Auditor's Approach : We have reviewed the recovery position of Loans and advances of the Company and found that Rs. 1,18,25,684.23 is locked in legal dispute and is pending before Honble Calcutta High Court. The management is hopeful of favourable results which we relied on.

For other advances management is of the Opinion that full amount will be recovered.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon. The Management Discussion and Analysis, Directors' Report including Annexures to Directors' Report and Report on Corporate Governance are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Management's responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that :
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- (f) On the basis of written representations, received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the Directors are disqualified as on 31st March, 2019 from being appointed as a Director in terms of section 164(2) of the Act.
- (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
- (h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (i) With respect to the other matters to be included in the Auditor's Report, as per notification number G.S.R. 463(E) dated 5th June, 2015 issued by Ministry of Corporate Affairs, section 197(16) of the Act regarding the Managerial remuneration :

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

- (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company at the end of the year.

Place : Kolkata

Dated : 28th May, 2019

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
CA. Asha Gupta
Partner
Membership No. 305024

Annexure A to Independent Auditor's Report

Referred to Paragraph 1 under the heading of “**Report on Other Legal and Regulatory Requirements**” of our report of even date

- i. In respect of the Company's fixed assets :
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a programme of physical verification of fixed assets on a yearly basis, which in our opinion is reasonable having regards to the size of the Company and nature of its business. In accordance with this programme, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company no immovable properties are held in the name of the Company.
- ii. The Company has carried out physical verification of inventory at reasonable intervals. As per the information and explanations given to us, no material discrepancies were noticed during such verification.
- iii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, Clause 3(iii) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given loan to any director in accordance with the provisions of Section 185 of the Companies Act, 2013. The Company has not given any loans or guarantees and being a Non-banking financial company its investments are exempted under section 186(11) hence the Company has complied with the provisions of Section 185 and 186 of the Act, as applicable.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and any other relevant provisions of the Act and the relevant rules framed there under.
- vi. As per the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, Income Tax, Goods and Services Tax, and any other statutory dues have been regularly deposited during the year by the Company with appropriate authorities.

According to the information and explanations given to us, following undisputed amounts payable in respect of Income Tax in arrears as at March 31, 2019 for a period of more than six months from the date they became payable :

Name of the statute	Amount (Rs.)	Period to which the amount relates
Income Tax Act, 1961	67,072/-	Asst. Year 2006-2007
Income Tax Act, 1961	3,43,320/-	Asst. Year 2010-2011

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is a disputed statutory liability with respect to Income Tax.

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum
Income Tax Act, 1961	Income Tax Demands	7,25,990/-	Assessment Year 2012-13	CIT (Appeals)

- viii. In our opinion and according to the information and explanations given to us, the Company does not have any loans or borrowings from banks, financial institution and government and the Company has not issued any debentures.
- ix. In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, Clause 3(ix) of the Order is not applicable.
- x. To the best of our Knowledge and according to the information and explanation given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, and based on examination of records of the Company, the managerial remuneration has been provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. According to the information and explanations given to us, in our Opinion the Company is not a nidhi company. Accordingly, Clause 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the Note No. 27 of the notes to the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. The Company is a Non- Banking Financial Institution without accepting Public Deposits registered under section 45-IA of the Reserve Bank of India Act, 1934 having valid Certificate of Registration.

For **DEOKI BIJAY & CO.**
 Chartered Accountants
 Firm Regn. No. 313105E
CA. Asha Gupta
 Partner
 Membership No. 305024

Place : Kolkata

Dated : 28th May, 2019

Annexure B to Independent Auditor's Report

Referred to Paragraph 2(h) under the heading of “**Report on Other Legal and Regulatory Requirements**” of our report of even date

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Blue Chip India Limited** (“the Company”), as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Kolkata

Dated : 28th May, 2019

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
CA. Asha Gupta
Partner
Membership No. 305024

BALANCE SHEET as at 31st March, 2019

<u>Particulars</u>	<u>Note No.</u>	(Amount in Rs.)	
		<u>As at 31.03.2019</u>	<u>As at 31.03.2018</u>
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	110,608,680.00	110,608,680.00
(b) Reserves and Surplus	3	(105,244,628.54)	(101,333,336.43)
		5,364,051.46	9,275,343.57
(2) Current Liabilities			
(a) Trade Payables	4	1,605.00	2,157.00
(b) Other Current Liabilities	5	53,251,578.84	50,137,126.60
		53,253,183.84	50,139,283.60
Total		58,617,235.30	59,414,627.17
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	6	153,023.00	179,739.50
(b) Non Current Investments	7	16,873,074.14	17,100,625.75
(c) Deferred tax assets (net)	8	15,629,893.00	15,629,893.00
(d) Long term Loans & Advances	9	15,946,666.23	15,946,666.23
		48,602,656.87	48,856,924.48
(2) Current Assets			
(a) Inventories	10	63,324.00	63,324.00
(b) Trade receivables	11	792.00	54,692.18
(c) Cash and cash equivalents	12	28,600.95	182,152.03
(d) Short term Loans and Advances	13	8,857,501.00	9,067,175.00
(e) Other current assets	14	1,064,360.48	1,190,359.48
		10,014,578.43	10,557,702.69
Total		58,617,235.30	59,414,627.17
Significant Accounting Policies	1		
Notes to Financial Statements	2 to 37		

	As per our Report of even date For DEOKI BIJAY & CO. Chartered Accountants Firm Registration No. 313105E	Arihant Jain Managing Director DIN No. 00174557
Place : Kolkata	CA. Asha Gupta Partner	Pranab Chakraborty Director
Date : 28th May, 2019	Membership No. 305024	Soni Jain CFO DIN No. 03568360

STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2019

<u>Particulars</u>	<u>Note No.</u>	(Amount in Rs.)	
		<u>As at 31.03.2019</u>	<u>As at 31.03.2018</u>
INCOME			
Revenue from operations	15	324,444.94	3,030,860.94
Other Income	16	45,277.00	596,217.45
Total Revenue		369,721.94	3,627,078.39
EXPENSES			
Purchases of Stock in Trade	17	—	280,000.00
Changes in inventories of Shares	18	—	55,000.00
Employee Benefit Expense	19	1,485,508.00	1,591,000.00
Depreciation	6	26,716.00	88,905.00
Other Expenses	20	2,640,701.05	2,870,243.22
Total Expenses		4,152,925.05	4,885,148.22
Profit before tax and exceptional items		(3,783,203.11)	(1,258,069.83)
Exceptional Items		—	—
Profit before tax		(3,783,203.11)	(1,258,069.83)
Tax expense :			
(1) Current Tax		—	—
(2) Taxation for earlier years		128,089.00	—
Profit/(Loss) after tax		(3,911,292.11)	(1,258,069.83)
Earning per equity share face value of Rs. 2/- each fully paid up :			
(1) Basic (in Rs.)		(0.07)	(0.02)
(2) Diluted (in Rs.)		(0.07)	(0.02)
Significant Accounting Policies	1		
Notes to Financial Statements	2 to 37		

	As per our Report of even date For DEOKI BIJAY & CO. Chartered Accountants Firm Registration No. 313105E CA. Asha Gupta Partner Membership No. 305024	Arihant Jain Managing Director DIN No. 00174557 Pranab Chakraborty Director DIN No. 03568360
Place : Kolkata		Soni Jain CFO
Date : 28th May, 2019		

CASH FLOW STATEMENT for the year ended 31st March, 2019

DESCRIPTION	(Amount in Rs.)	
	Year ended 31st March, 2019	Year ended 31st March, 2018
A. Cash Flow from Operating Activities		
Net Profit, Before Tax & Extraordinary Items	(3,783,203.11)	(1,258,069.64)
Depreciation	26,716.00	88,905.00
Taxation for Earlier Year	(128,089.00)	—
Operating Profit before Working Capital Changes	(3,884,576.11)	(1,169,164.64)
Changes in Working Capital		
Inventories	—	55,000.00
Trade Receivables	53,900.18	(49,637.64)
Short Term Loan and Advances	209,674.00	464,369.00
Other Current Assets	125,999.00	(41,999.00)
Trade Payable	(552.00)	—
Other Current Liabilities	3,114,452.24	(4,852,044.00)
Long Term Loans & Advances	—	108,960.99
Net Cash from Operating Activities (A)	(381,102.69)	(5,484,515.29)
B. Cash Flow from Investing Activities		
Non Current Investment	227,551.61	5,567,733.90
Net Cash Flow from Investing Activities (B)	227,551.61	5,567,733.90
C. Cash Flow from Financing Activities (C)		
	—	—
	—	—
Net Increase in Cash and Cash Equivalents (A+B+C)	(153,551.08)	83,218.61
Cash and Cash Equivalents (Opening Balance)	182,152.03	98,933.07
Cash and Cash Equivalents (Closing Balance)	28,600.95	182,152.03

As per our Report of even date
For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Registration No. 313105E
CA. Asha Gupta
Partner
Membership No. 305024

Place : Kolkata
Date : 28th May, 2019

Arihant Jain
Managing Director
DIN No. 00174557
Pranab Chakraborty
Director
DIN No. 03568360
Soni Jain
CFO

Notes to Financial Statements as at and for the year ended 31st March, 2019**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS****1. SIGNIFICANT ACCOUNTING POLICIES:****1.1. Accounting Convention :**

The Company prepares its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) under historical cost convention on accrual basis and also in accordance with requirements of the Companies Act, 2013 and the Rules made there under and guidelines issued by the Securities and Exchange Board of India. It follows the directions prescribed by Reserve Bank of India for Non-Banking Financial Companies and as per the applicable accounting standards issued by the Institute of Chartered Accountants of India (ICAI).

1.2. Fixed Assets :

Fixed Assets are stated at historical cost less accumulated depreciation and impairments, if any. Direct costs are capitalized until fixed assets are ready for use.

1.3. Depreciation :

The company has applied the estimated useful lives as specified in Schedule II of The Companies Act, 2013. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/remaining useful lives as provided in Schedule II. Further, the assets costing below ` 5000 is treated as revenue expenditure.

Depreciation on Fixed Assets is provided on the Straight line Method over the useful life of assets as prescribed under Part C of Schedule II of the Companies Act, 2013. Depreciation for assets purchased/ sold during a period is proportionately charged.

1.4. Non Current investment :

Long-term investments are usually carried at cost. However, when there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognize the decline.

1.5. Revenue Recognition :

- i. Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable , except that no income is recognized in case of Non Performing Assets (NPA's), as per the prudential norms for income recognition issued by the Reserve Bank of India for NBFCs. Interest income on such assets is recognized on receipt basis.
- ii. Dividend income is recognized when right to receive dividend is established
- iii. All other income are accounted for on accrual basis.

1.6. Inventories :

Inventories of quoted shares are valued at lower of cost or net realisable value. Inventories of unquoted share have been valued at cost.

1.7. Provisions & Contingent Liabilities :

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required

to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.8. Income Taxes :

Income taxes are accrued in the same period that the related revenue and expenses arise .A provision is made for income tax, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.

Minimum alternate tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the Company will pay normal tax after the tax holiday period and the resultant asset can be measured reliably. The Company offsets, on a year on year basis, the current tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified, and there after a deferred tax asset or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effect of the aggregate amount of timing difference. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on enacted or substantively enacted regulations. Deferred tax assets in situation where unabsorbed depreciation and carry forward business loss exists, are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax asset can be realized. Deferred tax assets, other than in situation of unabsorbed depreciation and carry forward business loss, are recognized only if there is reasonable certainty that they will be realized. Deferred tax assets are reviewed for the appropriateness of the irrespective carrying values at each reporting date. Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority. The income tax provision for the interim period is made based on the best estimate of the annual average tax rate expected to be applicable for the full financial year.

1.9. Earnings per Share :

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)

(Amount in Rs.)

<u>Particulars</u>	<u>As at 31.03.2019</u>	<u>As at 31.03.2018</u>
Notes : 2 Share Capital		
AUTHORIZED CAPITAL		
107,500,000 (Previous Year 107,500,000) Equity Shares of Rs. 2/- each.	215,000,000.00	215,000,000.00
	<u>215,000,000.00</u>	<u>215,000,000.00</u>
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
55,304,340 (Previous Year 55,304,340) Equity Shares of Rs. 2/- each fully paid up in Cash	110,608,680.00	110,608,680.00
Total	<u>110,608,680.00</u>	<u>110,608,680.00</u>

(a) Details of Shareholders holding more than 5% of the shares in the Company :

	<u>As at 31-03-2019</u>		<u>As at 31-03-2018</u>	
	<u>No. of Shares</u>	<u>%</u>	<u>No. of Shares</u>	<u>%</u>
Bahubali Properties Ltd	3,982,980	7.20%	3,982,980	7.20%
Total	<u>3,982,980</u>	<u>7.20%</u>	<u>3,982,980</u>	<u>7.20%</u>

(b) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year :

	<u>As at 31-03-2019</u>		<u>As at 31-03-2018</u>	
	<u>No. of Shares</u>	<u>Amount</u>	<u>No. of Shares</u>	<u>Amount</u>
Equity Shares				
Shares outstanding at the beginning of the year	55,304,340	110,608,680.00	55,304,340	110,608,680.00
Add : Shares issued during the year	—	—	—	—
Less : Share bought back during the year	—	—	—	—
Shares outstanding at the end of the year	55,304,340	110,608,680.00	55,304,340	110,608,680.00

(c) Terms of Issue

The company has only one class of equity shares having a par value of Rs. 2/- per share to one vote per share. The company declares and pays dividend in Indian rupees. In the event of liquidation of the company, each shareholder is entitled to receive remaining assets of the company, after distribution of all preferential amounts, in proportion to the number of equity shares held by them.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)

(Amount in Rs.)

<u>Particulars</u>	<u>As at 31.03.2019</u>	<u>As at 31.03.2018</u>
Notes : 3 Reserve & Surplus		
Amalgamation Reserve (A)	12,831,689.45	12,831,689.45
Reserve Fund		
Opening Balance	3,705,152.62	3,705,152.62
Add : Transfer to RBI Fund	—	—
Closing Balance (B)	<u>3,705,152.62</u>	<u>3,705,152.62</u>
Share Premium(C)	27,393,500.00	27,393,500.00
Surplus/(defecit) in statement of Profit & Loss		
Balance as per last account	(145,263,678.50)	(144,005,608.67)
Add : Net Profit/(Loss) for the period	(3,911,292.11)	(1,258,069.83)
Less: Transfer to RBI Fund	—	—
Closing Balance (D)	<u>(149,174,970.61)</u>	<u>(145,263,678.50)</u>
Total (A+B+C+D)	<u>(105,244,628.54)</u>	<u>(101,333,336.43)</u>

Notes : 4 Trades Payable

Trade Payables	1,605.00	2,157.00
Total	<u>1,605.00</u>	<u>2,157.00</u>

Notes : 5 Other Current Liabilities

Advance Received from Debtors	52,510,062.06	49,303,172.06
Others Payable	733,011.78	825,917.54
TDS Payable	8,505.00	8,037.00
Total	<u>53,251,578.84</u>	<u>50,137,126.60</u>

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)**Notes : 6****FIXED ASSETS**

(Amount in Rs.)

PARTICULARS	G R O S S B L O C K			D E P R E C I A T I O N			N E T B L O C K			
	Balance as at 01.04.2018	Addition	Sales/ Adjustment	Balance as at 31.03.2019	Upto 01.04.2018	For the year	Sales/ Adjustment	Upto 31.03.2019	Balance as at 31.03.2019	Balance as at 31.03.2018
Electrical Installation	252,163.00	--	--	252,163.00	245,544.00	--	--	245,544.00	6,619.00	6,619.00
	(252,163.00)			(252,163.00)	(221,589.00)	23,955.00	--	(245,544.00)	(6,619.00)	(30,574.00)
Office Equipment	1,569,895.00	--	--	1,569,895.00	1,491,400.00	--	--	1,491,400.00	78,495.00	78,495.00
	(1,569,895.00)			(1,569,895.00)	(1,491,400.00)			(1,491,400.00)	(78,495.00)	(78,495.00)
Furniture & Fixtures	2,237,350.00	--	--	2,237,350.00	2,207,970.50	--	--	2,207,970.50	29,379.50	29,379.50
	(2,237,350.00)			(2,237,350.00)	(2,169,736.50)	38,234.00	--	(2,207,970.50)	(29,379.50)	(67,613.50)
Computer	135,377.00	--	--	135,377.00	70,131.00	26,716.00	--	96,847.00	38,530.00	65,246.00
	(135,377.00)			(135,377.00)	(43,415.00)	26,716.00		(70,131.00)	(65,246.00)	(91,962.00)
TOTAL	4,194,785.00	--	--	4,194,785.00	4,015,045.50	26,716.00	--	4,041,761.50	153,023.50	179,739.50
Previous Year	(4,194,785.00)	--	--	(4,194,785.00)	(3,926,140.50)	88,905.00	--	(4,015,045.50)	(179,739.50)	(268,644.50)

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)

(Amount in Rs.)

<u>Particulars</u>	<u>As at 31.03.2019</u>	<u>As at 31.03.2018</u>
Notes : 7 Non Current Investments		
Long Term Investments (at cost)		
Investment in Quoted Equity Share	16,964,487.06	17,100,625.75
Less : Provision for diminution in value of investments	(91,412.92)	—
Total	<u>16,873,074.14</u>	<u>17,100,625.75</u>

Scrip Wise Details of Investments :

Particulars	Face Value per share	As at March, 2019		As at March, 2018	
		No. of Units	Value	No. of Units	Value
AFTEK LTD	2	5000	8,150.00	5000	8,150.00
AKAR LAMINATORS LTD	10	400	340.00	400	340.00
ASSOCIATES PIGMENT METALS LTD*	10	1400	14,000.00	1400	14,000.00
ATN INTERNATIONAL LTD	4	22441	6,283.48	22441	6,283.48
BARTRONICS INDIA LTD	10	90	1,732.50	90	1,732.50
B.L. KASHYAP & SONS LTD	1	600	12,030.00	600	12,030.00
BST LTD *	10	300	600.00	300	600.00
CAUVERY SOFTWARE ENGG. LTD *	10	1200	1,200.00	1200	1,200.00
C&C CONSTRUCTIONS LTD	10	225	3,307.50	225	3,307.50
CMS FINVEST LTD	10	10000	26,000.00	10000	26,000.00
CONSOLIDATED CONSTRUCTION	2	400	1,416.00	400	1,416.00
DECCAN CHRONICLE HOLD LTD *	2	918	1,900.26	918	1,900.26
DHANUS TECHNOLOGIES LTD *	10	373	29.84	373	29.84
EVERONN EDUCATION LTD	10	20	245.00	20	245.00
GENUS PAPER LTD	1	12310	-	12310	-
GLODYNE TECHNOSERVE LTD	6	3000	2,700.00	3000	2,700.00
GTL LTD	10	4000	67,000.00	4000	67,000.00
GUJARAT HEAVY CHEM LTD	10	106200	4,658,994.00	106200	4,658,994.00
GUJNRE DVR	10	110	309.10	110	309.10
HELIOS & MATHESON INFO TECH LTD*	10	3475	31,170.75	3475	31,170.75
HERALD COMMERCE LTD	10	217050	412,395.00	217050	412,395.00
INDIABULLS REALESTATE LTD	2	44000	3,137,200.00	44000	3,137,200.00
INDIA NIVESH LTD	1	5770	220,702.50	5770	220,702.50
IVRCL INFRAST & PROJECTS LTD	2	4500	19,755.00	4500	19,755.00
JAYPEE INFRA TECH LTD	10	2020	11,248.00	2020	11,248.00
LCC INFOTECH LTD	2	71330	21,399.00	71330	21,399.00
LOKESH MACHINES LTD	10	144	6,357.60	150	6,622.50
MAN INFRA CONTRUCTION LTD	2	410	15,805.50	410	15,805.50
MARSONS LTD	10	2500	3,975.00	2500	3,975.00
MONIKA ELECTRONICS LTD	10	50	545.00	50	545.00
MOSERBAER INDIA LTD	10	5294	35,628.62	5294	35,628.62

Particulars	Face Value per share	As at March, 2019		As at March, 2018	
		No. of Units	Value	No. of Units	Value
NAGARJUNA FERT & CHEM LTD	1	31875	284,006.25	31875	284,006.25
NEPC AGRO FOODS LTD *	10	182	209.30	182	209.30
NTPC L 8.49 25032025		3348	-	3348	-
OMAXE LTD	10	-	-	37	3,367.00
ORBIT CORP LTD	10	7771	32,638.20	7771	32,638.20
ORISSA MINERAL DEV CO. LTD	1	10	21,121.00	10	21,121.00
PARSVNATH DEVELOPERS LTD	5	47500	612,750.00	47500	612,750.00
PBA INFRASTRUCTRE LTD	10	5524	112,965.80	5524	112,965.80
PCS INDUSTRIES LTD	10	1000	27,800.00	1000	27,800.00
PENNAR AQUA EXPORTS LTD *	10	38500	385,000.00	38500	385,000.00
PLETHICO PHARMACUETICALS LTD *	10	20	158.80	20	158.80
PRITHVI INFORM SYSTEMS LTD	10	15811	20,238.08	15811	20,238.08
PRUDENTIAL SUGAR LTD *	10	2800	3,836.00	2800	3,836.00
PUNJ LLOYD LTD	2	350	6,562.50	350	6,562.50
PYRAMID SAIMIRA THETRE LTD *	10	62	327.98	62	327.98
RAMKAY INFRA LTD	10	-	-	2155	132,506.79
RECRON SYNTHESIS LTD	10	-	-	-	-
REDICO KHAITAN FINAN LTD *	10	11300	80,908.00	11300	80,908.00
RELIANCE BROD / MEDIA WORLD LTD*	5	8571	170,391.48	8571	170,391.48
RELIANCE IND INFRAS LTD	10	49895	6,118,124.90	49895	6,118,124.90
RELIANCE MEDIA WORKS LTD *	5	500	211,050.00	500	211,050.00
RELIANCE POWER LTD	10	54	2,227.50	54	2,227.50
SASTA SUNDAR VENTURES LTD	10	79	5,806.50	79	5,806.50
SHASUN FINANCE LTD *	10	200	2,000.00	200	2,000.00
SPONGE STEEL & FOGINGS LTD*	10	1800	18,000.00	1800	18,000.00
SILICON VALLEY INFOTECH LTD	1	141000	33,840.00	141000	33,840.00
S KUMARS NATIONWIDE LTD	10	11000	25,850.00	11000	25,850.00
SM DYECHEM LTD	10	29	216.63	29	216.63
SPARTEK CERAMIC LTD	10	369	2,173.41	369	2,173.41
S & S POWER LTD *	10	80	4,000.00	80	4,000.00
TANLA SOLUTIONS LTD	1	210	6,300.00	210	6,300.00
TECPRO SYSTEMS LTD	10	62	280.86	62	280.86
TERRYGOLD INDIA LTD *	10	13600	14,960.00	13600	14,960.00
TULIP TELECOM LTD *	2	25000	38,250.00	25000	38,250.00
UNI WORTH INTERNATIONAL LTD	10	100	80.00	100	80.00
Total		944,168	16,964,487.06	946,366	17,100,625.75
Less : Provision for diminition in value of investments			(91,412.92)		
Total Long Term Investments			16,873,074.14		
Aggeregate Market Value of Investments			49,501,888.50		61,287,197.44

* In these cases Market Value not available and hence cost is considered.

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)

(Amount in Rs.)

<u>Particulars</u>	<u>As at 31.03.2019</u>	<u>As at 31.03.2018</u>
Notes : 8 Deferred Tax Assets		
Deferred Tax Assets	15,629,893.00	15,629,893.00
Total	15,629,893.00	15,629,893.00

Notes : 9 Long Term Loans & Advances**Unsecured, Considered Goods**

Security Deposit	40,000.00	40,000.00
Loan to Body Corporate	15,906,666.23	15,906,666.23
Total	15,946,666.23	16,055,627.22

(Amount in Rs.)

<u>Particulars</u>	<u>No. of Share</u>	<u>As at 31.03.2019</u>	<u>No. of Share</u>	<u>As at 31.03.2018</u>
Notes : 10 Inventories				
Unquoted Equity Shares	5,777	63,324.00	5,777	63,324.00
Total	5,777	63,324.00	5,777	63,324.00

(Amount in Rs.)

<u>Particulars</u>	<u>As at 31.03.2019</u>	<u>As at 31.03.2018</u>
Notes : 11 Trade Recievables		
Unsecured, Considered Good		
More than six month from the date they are due for payment	792.00	1,549.00
Other Debts	—	53,143.18
Total	792.00	54,692.18

Notes : 12 Cash & Cash Equivalents**Cash-in-Hand**

Cash Balance	8,663.50	97,908.50
Sub Total (A)	8,663.50	97,908.50

Balance with Banks in Current Account

Canara Bank (Princep Street)	12,670.05	79,251.09
HDFC Bank	7,267.40	4,992.44
Sub Total (B)	19,937.45	84,243.53
Total [A + B]	28,600.95	182,152.03

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)

(Amount in Rs.)

<u>Particulars</u>	<u>As at 31.03.2019</u>	<u>As at 31.03.2018</u>
Notes : 13 Short term Loans & Advances		
Advance Paid	8,857,501.00	9,067,175.00
	<u>8,857,501.00</u>	<u>9,067,175.00</u>
Notes : 14 Other Current Assets		
Balance with Government Authorities	1,064,360.48	1,190,359.48
Total	<u>1,064,360.48</u>	<u>1,190,359.48</u>
Notes : 15 Revenue from Operations		
Sale of Equity Shares	—	335,000.00
Dividend Received	8,790.92	8,052.10
Interest Received	—	419,999.00
Profit on Sale of Investments	315,654.02	2,267,809.84
Total	<u>324,444.94</u>	<u>3,030,860.94</u>
Notes : 16 Other Income		
Liabilities Written Back	—	596,217.45
Excess Provision Written Back	31,570.00	—
Interest on Income Tax Refund	2,090.00	—
Previous Year Adjustment	11,617.00	—
Total	<u>45,277.00</u>	<u>596,217.45</u>
Notes : 17 Purchases of Stock in Trade		
Purchase of Equity Shares	—	280,000.00
Total	<u>—</u>	<u>280,000.00</u>
Notes : 18 Change in Inventories		
Opening Stock	63,324.00	118,324.00
Closing Stock	63,324.00	63,324.00
Total	<u>—</u>	<u>55,000.00</u>

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)

(Amount in Rs.)

<u>Particulars</u>	<u>As at 31.03.2019</u>	<u>As at 31.03.2018</u>
Notes : 19 Employment Benefit Expenses		
Salaries, Bonus and other allowances	1,449,211.00	1,546,424.00
Contribution to Provident Fund	36,297.00	44,576.00
Total	<u>1,485,508.00</u>	<u>1,591,000.00</u>
Notes : 20 Other Expenses		
Advertisement	46,327.00	36,427.00
Bank Charges	32,939.53	24,500.50
Custodian Charges	188,423.25	196,408.42
Donation	—	450,000.00
Electricity Charges	244,340.00	240,950.00
Filing Fees	6,000.00	27,690.00
Fine paid to BSE, NSE and others	578,250.00	—
Listing Fees	637,200.00	517,500.00
Loss on Dealing in Shares	—	27,544.06
Meeting Expenses	23,600.00	16,100.00
Miscellaneous Expenses	10,283.00	269.28
Previous Year Adjustment	—	44,135.00
Printing & Stationery	19,500.00	36,360.00
Payment to Auditors (Refer Note Below)	39,840.00	49,485.00
Professional Fees	12,000.00	38,210.00
Loss on Diminution of Investments	91,412.92	—
Rent	369,600.00	433,356.00
Rates & Taxes	2,500.00	5,050.00
Repair & Maintenance	13,160.00	57,012.00
Registrar and Depository Expenses	47,934.19	44,981.69
Software Expenses	4,307.00	—
Sundry Balances Written Off	143,464.00	486,960.99
Trade Licence	2,150.00	—
Telephone Charges	127,470.16	137,303.28
Total	<u>2,640,701.05</u>	<u>2,870,243.22</u>
Payment to Auditors		
- Statutory Audit Fees	20,060.00	20,060.00
- Tax Audit Fees	—	8,850.00
- Certification Fees	19,780.00	20,575.00
Total	<u>39,840.00</u>	<u>49,485.00</u>

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)

21. Earning in foreign exchange and expenditure in foreign Currency - NIL (P.Y. - NIL).
22. There are no dues to Micro and small enterprises as defined in " The Micro, small and Medium Enterprises Development Act, 2006, as determined to the extent such parties have been identified on the basis of information available with the company.
23. The Valuation of inventories of unquoted equity shares has been done at cost, as the break-up value (Fair Value) of the unquoted equity shares are not available.
24. There have been no events after the reporting date that require disclosure in these financial statements.
25. (a) The company has given Loans & Advances of Rs. 2,47,64,167.23 which are outstanding since long time. The management is of the opinion that the amount will be fully recovered and hence no provision is required for loans & advances.
- (b) Out of above, Company has filed Criminal proceedings against M/S Paradise Infrastructure Pvt Ltd and its directors u/s 138 of the Negotiable Instrument Act, before Hon'ble Calcutta High Court for non repayment of loan given of Rs. 1,18,25,684.23 (inclusive of interest).The case is under trial and the management is confident of favourable results.
- (c) Interest receivable recognized before the relevant loans became non-performing and remaining unrealized are not reversed, considering the accumulated losses by the management. Interest on such loans & advances are being recognised on actual receipt basis.
26. Since the company has operated only in one segment, i.e. fund based activities, provision relating to segment wise Report as per AS- 17 are not applicable.

27. Related Party Disclosures

List of Related parties with whom transactions have been taken place during the year.

(a) Key Management Personnel

- | | | | |
|---|-------------------|---|------------------------------------|
| 1 | Arihant Jain | - | Managing Director |
| 2 | Pranab Chakarboty | - | Independent Director |
| 3 | Madhu Barnwal | - | Non-Executive Director |
| 4 | Subhankar Kayal | - | Non-Executive Director |
| 5 | Shyamal Kayal | - | Non-Executive Independent Director |
| 6 | Sahil Sharma | - | Non-Executive Independent Director |
| 7 | Soni Jain | - | CFO |

(b) Enterprises over which control or significant influence is exercised by KMP's (with whom transactions have taken place) :

Arissan Power Ltd
 Rangbarshi Projects Pvt Ltd
 Bahubali Properties Ltd.
 ATN International Ltd
 Herald Commerce Ltd

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)**(c) Transaction with the Related Parties :**

(Amount in Rs.)

Particulars	Year	Purchase of Shares	Sales of Shares	Credit	Debit
Herald Commerce Ltd	2018-19	-	-	3,000.00	3,000.00
	2017-18	-	-	-	-
Bahubali Properties Ltd.	2018-19	-	-	-	3,500,000.00
	2017-18	-	-	-	-
Rangbarshi Projects Pvt Ltd	2018-19	-	-	1,125,000.00	-
	2017-18	-	25,000.00	-	-
Saltlake Energy Ltd	2018-19	-	-	-	-
	2017-18	50,000.00	-	-	-
Arissan Power Ltd	2018-19	-	-	75,000.00	75,000.00
	2017-18	230,000.00	-	-	-
ATN International Ltd	2018-19	-	-	6,909.00	6,909.00
	2017-18	-	-	-	-

28. Deferred Tax

In view of no virtual certainty of future profits to set off losses, no provision for deferred tax asset has been made as required.

29. The Company has accumulated losses of Rs. 14,91,74,970.61 as at 31st March, 2019 which is more than 50% of the net worth of the company and has incurred cash losses in the current financial year. However there was also cash loss in the immediately preceding financial year.

30. Information pursuant to paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directors, 2015 are given in Annexure - I.

31. Retirement Benefits :

Provision for retirement benefits has not been made, as gratuity is accounted in accounts as and when they become due.

32. Income Tax has raised Demand of Rs. 4,10,392/- for several Asst. years, for which no provision has been made in the books of account.

33. Contigent Liabilities :

<u>Particulars</u>	As at 31st March, 2019	As at 31st March, 2018
Income Tax demand pending in appeal	725,990/-	850,120/-

Notes to Financial Statements as at and for the year ended 31st March, 2019 (Contd.)**34. Earnings per Share :**

	<u>2018-19</u>	<u>2017-18</u>
a) Profit after Tax	(3,911,292.11)	(1,258,069.83)
b) No. of Equity Shares	55,304,340	55,304,340
c) Earning per Share	(0.07)	(0.02)

35. Certain Advances Payables and Loans & Advances receivables are subject to confirmation/reconciliation and consequential adjustments, if any arising thereof. In the opinion of the management, loans and advances will have value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

36. Figures in brackets represent previous year figures.

37. Previous Year figures have been regrouped, rearranged and recasted wherever considered necessary.

	As per our Report of even date For DEOKI BIJAY & CO. Chartered Accountants Firm Registration No. 313105E	Arihant Jain Managing Director DIN No. 00174557
Place : Kolkata	CA. Asha Gupta Partner	Pranab Chakraborty Director
Date : 28th May, 2019	Membership No. 305024	Soni Jain CFO DIN No. 03568360

	Particulars	Amount Outstanding
4.	Break-up of Investments :	
	Current Investments :	
	1. Quoted :	
	(i) Shares : (a) Equity	NIL
	(b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL
	2. Un-Quoted :	
	(i) Shares : (a) Equity	NIL
	(b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Government Securities	NIL
	(v) Others (Please specify)	NIL
	Long Term Investments :	
	1. Quoted :	
	(i) Shares (a) Equity	168.73
	(b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL
	2. Un-Quoted :	
	(i) Shares (a) Equity	NIL
	(b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL

5.	Borrower group-wise classification of assets financed as in (2) and (3) above : Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties**			
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL
	2. Other than related parties	NIL	248.04	248.04
	Total	NIL	248.04	248.04

6.	Investor group-wise classification of all investments (Current and Long Term) in shares and securities (both quoted and unquoted) : Please see Note 3 below		
	Category	Market Value/Break-up or Fair Value or NAV	Book Value (Net of Provisions)
	1. Related Parties**		
	(a) Subsidiaries	NIL	NIL
	(b) Companies in the same group	NIL	NIL
	(c) Other related parties	NIL	NIL
	2. Other than related parties	NIL	NIL
	Total	NIL	NIL

** As per Accounting Standard of ICAI (Please see Note 3).

7.	Other Information :	
	Particulars	Amount
	(i) Gross Non-Performing Assets	
	(a) Related Parties	NIL
	(b) Other than related parties	NIL
	(ii) Net Non-Performing Assets	
	(a) Related Parties	NIL
	(b) Other than related parties	NIL
	(iii) Assets acquired in satisfaction of debt	NIL

Notes :

- As defined in paragraph 2(1)(xii) of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

**E-MAIL REGISTRATION FORM
FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM**

To,
Maheshwari Datamatics Pvt. Ltd.
Unit : Blue Chip India Limited
23, R. N. Mukherjee Road, 5th Floor
Kolkata - 700 001
Phone : 033-2243-5029/2248-2248

Dear Sirs,

Re : Registration of email ID for receiving communications in electronic form

I/We am/are shareholder of the Company. I/We want to receive all communication from the Company including AGM and other General Meeting notices and explanatory statement(s) thereto. Balance Sheets, Directors Report, Auditor's Report etc. through email. Please register my e-mail ID, set out below, in your records for sending communication through e-mail :

Folio No. :

Name of 1st Registered Holder :

Name of Joint Holder(s) :

Address :

Pin Code :

E-mail ID (to be registered) :

Contact Tel. Nos.: Mobile :

Landline :

PAN No. :

Date :

Signature :

Important Notes :

1. On registration, all the communication will be sent to the e-mail ID registered in the folio.
2. The form is also available on the website of the Company www.bluechipind.net
3. Any change in e-mail ID, from time to time, may please be registered in the records of the Company.

FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM

Members holding share in demat form may register the e-mails with their respective depository participant.