

BLUE PEARL TEXSPIN LIMITED

(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

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

CIN -L36104MH1992PLC069447 Tel – 9699197884 and 8080487884 Fax 23487884

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

Date: 07th October, 2016

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Sub.: Compliance as per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Ref.: Blue Pearl Texspin Limited (Scrip Code – 514440).

Dear Sir,

Please find attached Annual Report 2015-2016 duly approved and adopted in the 24th Annual General Meeting held on Friday, 30th September, 2016.

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

Thanking you.

Yours truly,

For BLUE PEARL TEXSPIN LIMITED
(Formerly known as E-WHA FOAM INDIA LIMITED)



Agan Kishor Sharma
Director

DIN: 00369461

24th
ANNUAL REPORT
2015-2016

BLUE PEARL TEXSPIN LIMITED
(Formerly Known as "E-Wha Foam India Limited")
CIN -L36104MH1992PLC069447

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

CIN -L36104MH1992PLC069447

ANNUAL REPORT 2015-2016

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr. Arun Kumar Sharma (DIN- 00369461)	: Whole-Time Director cum CEO
		Mr. Navinchandra C. Shah (DIN- 05178793)	: Director
		Mr. Ganesh Sengadani (DIN- 06647090)	: Independent Non-Executive Director
		Ms. Renu Singh (DIN – 00860777)	: Independent Women Director
		Mr. Om Prakash Madhogarhia (DIN- 05330865)	: Independent Non-Executive Director
		Mr. Shrikrishna Baburam Pandey (DIN - 07035767)	: Whole-Time Director cum CFO
COMMITTEES OF THE BOARD	:	Audit committee Stakeholders Relationship Committee Nomination and Remuneration Committee	
REGISTERED OFFICE	:	Office No. 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai -400 009, Maharashtra. Tel -022 32997884 Fax 23487884 WEBSITE: www.bluepearltextspin.com	
BANKERS	:	Allahabad Bank, Borivali Branch, Mumbai.	
REGISTRAR & SHARE TRANSFER AGENT	:	SYSTEM SUPPORT SERVICES 209, Shivai Ind Estate. 89, Andheri Kurla Road, (Next to Logitech Park, Above McDonalds) Saki Naka, Andheri (East), Mumbai – 400 072. Tel No.: 91-22-28500835; Fax No.: 91-22-28501438 Email ID: sysss72@yahoo.com/zoebssss@hotmail.com Website: www.sysss.com	
LISTING OF EQUITY SHARES	:	BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	
AUDITORS	:	M/s C.P. Jaria & Co. Chartered Accountants M-28, Super Tex Tower, Opp. Kinnary Cinema, Ring Road, Surat-395002 Email: cpjaria@yahoo.co.in	

ANNUAL GENERAL MEETING:

Date	:	30 th Septemebr, 2016
Time	:	10:00 A.M
Venue	:	9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra.

NOTICE

Notice is hereby given that the Twenty-Fourth Annual General Meeting (the "Meeting") of Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited") will be held on Friday, the 30th of September, 2016 at 10:00 A.M. at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2016, together with the Reports of the Board of Directors' and the Auditors thereon.
2. To appoint a Director in place of Mr. Navinchandra Shah (DIN- 05178793) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of C.P. Jaria & Co., Chartered Accountants (Firm Registration No- 104058W), as Statutory Auditors of the Company for the year 2016-17 and to fix their remuneration.

SPECIAL BUSINESS:

4. To adopt new sets of Articles of Association of the Company.

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

Date : 13th August, 2016
Place : Mumbai

Arun Kumar Sharma
Whole Time Director cum CEO
DIN-00369461

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing proxy in order to be valid must be deposited with the Company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the meeting. No photocopy, scanned copy of proxy form will be accepted. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the share capital of the company carrying voting rights, and then such proxy shall not act as proxy for any other person or shareholder.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday 28th September, 2016 to Thursday 29th September, 2016 (both days inclusive).**
5. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report to the meeting.
6. In view of the '**Green Initiative in Corporate Governance**' introduced by the Ministry of Corporate Affairs vide its Circular No. 17/2011 dated 21.04.2011, all members who have not registered their E-mail IDs with the Company or its Registrar & Share Transfer Agent so far, are requested to register their E-mail IDs, so as to enable the Company

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

- to send all notice/reports/documents/intimations and other correspondences etc. through E-mails., in the electronic mode instead of receiving physical copies of the same.
7. For the convenience of Members and for proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
 8. For transfer of shares held in Physical mode the transferee should submit along with the transfer documents copy of PAN Card for registration of transfer request.
 9. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.
 10. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting. The queries may be addressed to Director/ Compliance Officer, Mr. Arun Kumar Sharma, Blue Pearl Texspin Limited (Formerly known as "E-Wha Foam India Limited"), 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai – 400009, Maharashtra.
 11. As required under Regulation 36 (3) of the Listing Regulations (relating to Corporate Governance), with respect to Director retiring by rotation and being eligible of re-appointment at the Annual General Meeting is attached hereto.
 12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Saving Bank Account details to their respective Depository Participants.
 13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management.
 14. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent, M/s. System Support Services, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
 15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 16. Electronic copy of the **Annual Report for 2015-2016** is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2015-2016 is being sent in the permitted mode.
 17. Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
 18. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2015-2016 will also be available on the Company's website- www.bluepearltextspin.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: bluepearltextspin@gmail.com

19. Voting through electronic mean :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.

PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- I. The Voting period begins on Tuesday, the 27th September, 2016 at 09.00 a.m. and ends on Thursday, 29th September, 2016 at 05.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of Friday 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The "cut-off date" means a date not earlier than 7 (seven) days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting.
- II. **In case of members receiving e-mail:**
 - a. Open e-mail

- b. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- c. Now click on "Shareholders" tab
- d. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- e. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. 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) <ul style="list-style-type: none"> · Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and last 8 digits of the demat account/ folio number in the PAN field. · In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in the CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account of folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> · Please enter the DOB or Dividend Bank Details in order to login. If the Details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank Details Field.

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on relevant **EVSN 160819089 of Blue Pearl Texspin Limited** on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration for bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

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- 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 favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries 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

In case of members receiving the physical copy:

Please follow all steps from (b) to (r) above to cast vote.

Other Instructions

- The voting period begins on **Tuesday, the 27th September, 2016 at 09.00 a.m.** and ends on **Thursday, 29th September, 2016 at 05.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday **23rd September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The "cut-off date" means a date not earlier than 7 (seven) days before the date of general meeting for determining to vote by electronic means or in the general meeting
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
 - In case of any queries you may refer the Frequently Asked Questions (FAQ's) for shareholders and e-voting user manual for shareholders available at the Downloads Section of www.evoting.CDSL.com
 - If you are already registered with CDSL for e-voting, then you can use your existing user ID and password/PIN for casting your vote.
 - You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **23rd September, 2016**
 - **Mr. Hemant Shetye**, Partner of HS Associates, Practicing Company Secretaries (**Membership No. FCS No.2827**) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
 - The scrutinizer shall within a period of not exceeding 3 (Three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - The results of the e-voting along with the scrutinizers report shall be placed in the Company's website www.bluepearltexspin.net and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
 - Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretary, at the Registered office of the Company not later than 29th September, 2016 (5.00 pm IST)
 - Ballot Form received after this date will be treated invalid.
 - A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 20.** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

Date : 13th August, 2016
Place : Mumbai

Arun Kumar Sharma
Whole Time Director cum CEO
DIN-00369461

EXPLANATORY STATEMENT

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

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

FOR ITEM NO.4 :

Blue Pearl Texspin Limited (Formerly known as E-Wha Foam India Limited) was incorporated on 06th November, 1992 under the provisions of the Companies Act, 1956.

The existing Articles of Association (“AOA”) were based on the Companies Act, 1956 and several clauses / regulation in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adoption as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Article of Association is carried out to give effect to provisions of the Companies Act, 2013.

In terms of Section 14 of 2013 Act, consent of members by a Special Resolutions is required for adoption of a new set of Articles of Association. The Board recommends the resolutions set out in the Item No. 4 of the Special Business for approval of members at the ensuing Twenty Fourth Annual General Meeting of the Company. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

The Directors and Key Managerial persons are interested in the resolutions proposed at the Twenty Fourth Annual General Meeting of the Company to the extent of their inter-se relationship and shareholdings mentioned in the Twenty Fourth Annual Report of the Company.

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

Date : 13th August, 2016
Place : Mumbai

Arun Kumar Sharma
Whole Time Director cum CEO
DIN-00369461

Route Map for Annual General Meeting



Distance from Sandhurst Road Station : 5 Mins Walk, 400m

Distance from Noor Baug Naka : 4 mins

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

DIRECTORS' REPORT

To,

The Members,

BLUE PEARL TEXSPIN LIMITED

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

Your Directors take pleasure in presenting their 24th Annual Report of the Company along with the Audited Financial Statements, for the period ended March 31, 2016.

1. FINANCIAL RESULTS:

The financial Results are briefly indicated below:

PARTICULARS	(Amt in Rs.)	
	PERIOD/YEAR ENDED	
	31.03.2016	31.03.2015
Total Revenue	17,88,556	16,79,343
Total expenses	17,77,488	16,70,614
Profit/(Loss) before tax	11,068	8,729
Profit/(Loss) after tax	8,959	6,029

2. FINANCIAL OPERATIONS:

Members are aware that business environment continues to be volatile due to global slowdown, uncertain environment and high fiscal deficit and inflation. Hence there are difficult economic conditions coupled with fierce competition, high inflationary market conditions. During the period ended 31st March, 2016, the profit after tax of the Company amounting to Rs. 8,959/-.

3. DIVIDEND AND TRANSFER TO RESERVES:

No dividend was declared during the year by the Company. No amount is being transferred to reserves during the year under review.

4. REDUCTION OF SHARE CAPITAL OF THE COMPANY:

The Board of Directors of the Company are pleased to inform the members that Hon'ble High Court of Bombay vide its order dated 1st July, 2016 and the order was registered with the Registrar of Companies dated 5th August, 2016. Since the appointed date was 1st April, 2014, the effect of account is given on the said date for both the years.

5. DEPOSITS:

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

6. WHISTLE BLOWER:

The Board of Directors have set up the Whistle Blower Policy i.e. Vigil Mechanism (http://www.bluepearltextspin.com/investor_relation_cg.html) for Directors and Employees of the Company to report concerns about unethical behaviour, actual or suspected fraud, or violations of Company's Code of Conduct or Ethics Policy. The detailed Vigil Mechanism Policy is available at Company's Website www.bluepearltextspin.com.

7. PARTICULARS OF EMPLOYEES:

During the Financial Year the Company does not have any employee who was drawing remuneration required to be disclosed pursuant to the Section 197 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the period under review, Mr. Shrikrishna Baburam Pandey, the CFO of the company, was appointed as the Whole-Time Director of the Company w.e.f. 30th September, 2015.

9. SUBSIDIARIES:

The Company does not have any subsidiary Company.

10. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under Section 134 (3) (c) of the Companies Act, 2013, your Directors' confirm that:

- In the preparation of the Annual Accounts for the year ended on 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year on 31st March, 2016 and of the Profit or Loss of the Company for that period.
- The Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors have prepared the Annual accounts on a going concern basis.
- The Director have laid down proper internal financial controls to be followed by the company and that such financial controls are adequate and are operating effectively

vi. The Director have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Since the Company is not a manufacturing unit, provisions of Section 134 (3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption is not applicable.

12. NUMBER OF BOARD MEETINGS:

During the financial year, the Board of Directors had met 6 (six) times on 15th April, 2015, 27th May, 2015, 12th August, 2015, 6th November, 2015, 16th November, 2015 and 12th February, 2016.

13. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review, there were no Foreign Exchange Earnings and Outgo.

14. AUDITORS:

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, C.P. Jaria & Co., Chartered Accountants, (registration number: 104058W) were appointed by the shareholders at the 22nd annual general meeting to hold office until the conclusion of the 26th annual general meeting, subject to ratification by shareholders at each annual general meeting.

The members are requested to ratify the appointment of C.P. Jaria & Co., Chartered Accountants, (registration number: 104058W) as statutory auditors of the Company and to fix their remuneration for the year 2016-17.

15. AUDITORS REPORT:

Since notes to account are self-explanatory, no further explanation is given by the Board as such. Further the Auditors Report to the Shareholders does not contain any adverse remarks or qualification.

16. COMMITTEES OF THE BOARD:

The Board has constituted Committees pursuant to provisions of Companies Act, 2013, and rules framed there under and Listing Agreement entered with Stock Exchanges.

The committees of the Board are Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

17. CEO/CFO CERTIFICATION:

Certificate of CEO/CFO of the Company on Financial Statements, Cash Flow Statement for the period ended March 31, 2016 and Certificate of CEO for compliance with Code of Conduct by Board members and Senior Management personnel on Annual basis are enclosed herewith as **Annexure 5**.

18. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report. (**Annexure 1**)

19. EVALUATION OF BOARD:

The performance of Board, its Committees and Individual Director were reviewed during the year pursuant to subsection (p) (3) of Section 134 of the Companies Act, 2013. The Separate meeting of independent Directors was held during the year to evaluate the performance of other Non Independent Directors and of the Board as a whole, also the performances of Committees of the Board were reviewed. The performance of Board, Individual Directors and Committees were found to be satisfactory.

20. CORPORATE GOVERNANCE REPORT:

The company falls under the criteria 15 (2) (a) of the Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 as the Paid up capital of the company was below Rs. 10 Crores and net worth was below Rs. 25 Crores as on the last day of the previous financial year.

As on 31st March, 2016, the Company's Paid up Capital is of Rs. 25,60,000 /- and Net worth is of Rs. (9,22,353)/- Hence compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are not applicable to company and hence the same is not published in the report.

21. SECRETARIAL AUDIT:

The Secretarial Audit Report of Mr. Nitin Sarfare (ACS No: 36769), Partner, HS Associates, Company Secretaries for the year ended on 31st March, 2016 is self explanatory. Also annexed herewith Secretarial Audit Report (MR-3) as **Annexure 4-**, as provided by M/s. HS Associates, for the secretarial audit conducted by them for the period 2015-16 under review.

The Board has appointed Mr. Nitin Sarfare, Partner of HS Associates, Company Secretaries as the Secretarial Auditors of the Company for the Secretarial Audit of the financial year ended on 31st March, 2017.

The company did not appoint a Whole-Time Company Secretary during the period under review as the financial position of the Company is weak.

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

23. INTERNAL AUDITORS:

According to the recommendation of the Audit Committee, the Board has appointed Mr. Phophalia S & Associates, Chartered Accountants, as an internal auditor of the Company for the financial year 2015-16.

23. EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return in Form MGT – 9 pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management and Administration), Rules 2014 are as per Annexure to this Report as **Annexure 3**.

24. LISTING FEES:

Being listed at BSE Limited, Mumbai, the Company has duly paid the listing fees.

25. PARTICULARS OF LOAN, GURANTEES OR INVESTMENT:

During the year, the Company has not given any loans, given any guarantee or provided security as per Section 186 of the Companies Act, 2013.

26. DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS:

As per the declarations received from Independent Directors their appointment as an Independent Director of the Company was in compliance with Section 149 (6) of the Companies Act, 2013.

27. MEETING OF INDEPENDENT DIECTORS:

The Independent Directors met once during the year to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non-

Executive Directors and of the Audit committee by other members of the Board. The same was complied by Independent authority and informed to the members.

28. NOMINATION AND REMUNERATION COMMITTEE:

The Board had constituted Nomination and Remuneration Committee pursuant to the provisions of subsection (1) of Section 178 of Companies Act, 2013. Pursuant to subsection (3) of Section 178 of Companies Act, 2013 the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board the policy, relating to the remuneration of directors, key managerial personnel and other employees. The policy is available at Company's website on www.bluepearltextspin.com.

29. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year 2015-16, there were no contract or Arrangements entered in to by the Company with related parties. The policy on related party Transactions is available on the website of the Company.

30. INTERNAL FINANCIAL CONTROLS:

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and there were adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31st March, 2016 and the Internal Financial Controls are operating effectively.

31. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

32. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them. Your Directors also wish to place on record their deep sense of appreciation for the continuing support and efforts of Vendors, Dealers, Business Associates and Employees received during the period ended March 31, 2016.

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

Date : 13th August, 2016
Place : Mumbai

ARUN KUMAR SHARMA
Whole Time Director cum CEO
DIN- 00369461

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**A. OVERALL REVIEW:**

The global economy began its modest recovery in FY 2015- 16. While the trend is expected to accelerate in the current year, emerging markets like India faced multiple challenges capital outflows, intense exchange rate pressures and volatile current account movement. A combination of persistent inflation, fiscal imbalances, external sector vulnerabilities and low investments resulted in sluggish domestic demand growth. Fiscal and monetary initiatives taken by the Indian government and the Reserve Bank of India (RBI) helped stabilize financial market conditions, but the domestic macro-economic environment still remains challenging.

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

B. INDUSTRY STRUCTURE AND DEVELOPMENT:

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

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

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

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

C. OPPORTUNITIES AND THREATS:

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

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

D. RISKS AND CONCERNS:

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

E. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has a well established framework of internal controls in all areas of its operations, including suitable monitoring procedures and competent and qualified personnel. In addition to statutory audit, the financial controls of the Company at various locations are reviewed by the Internal Auditors, who report their findings to the Audit

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

Committee of the Board. The Audit Committee is headed by an Independent Director and this ensures independence of function and transparency of the process of supervision and oversight. The Committee meets to review the progress of the internal audit initiatives, significant audit observations and planning and implementation of follow up action required. The Company conducts its business with integrity and high standard of ethical behavior and in compliance with the laws and regulations that govern its business.

F. HUMAN RESOURCES POLICIES:

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

G. CAUTIONARY STATEMENT:

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

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

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

Date : 13th August, 2016
Place : Mumbai

Arun Kumar Sharma
Whole Time Director cum CEO
DIN- 00369461

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2016

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

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L36104MH1992PLC069447
ii	Registration Date	November 06, 1992
iii	Name of the Company	Blue Pearl Texspin Limited
iv	Category/Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company
v	Whether listed company:-	Yes
vi	Address of the Registered office and contact details:-	Office No. 32, Vyapar Bhavan, 49, P.D.Mello Road, Mumbai – 400 009, Maharashtra. Tel – 022 32997884; Fax no. 23487884 Website - www.bluepearltexspin.com
vii	Name, Address and Contact details of Registrar and Transfer, if any	System Support Services 209, Shivai Ind Estate. 89, Andheri Kurla Road, Saki Naka, Andheri (East), Mumbai – 400 072 Tel – 022 28500835 Fax No. 91-22-28501438 Email ID: sysss72@yahoo.com/ zoebsss@hotmail.com Website: www.sysss.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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product	% to total turnover of the Company
1	Traded Goods	4641	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary of the Company	% of Shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup 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	0	17128	17128	6.69	4999	328	5327	2.08	(4.61)	
b) Central Govt.										
c) State Govt(s).										
d) Bodies Corp.										
e) Bank/ FI										
f) Any Other										
Sub-Total (A)(1)	0	17128	17128	6.69	4999	328	5327	2.08	(4.61)	

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

(2) Foreign									
a) NRIs-Individuals									
b) Other-Individuals									
c) Bodies Corp.	0	50034	50034	19.54	0	50033	50033	19.54	0
d) Bank/ FI									
e) Any Other									
Sub-Total (A)(2)	0	50034	50034	19.54	0	50033	50033	19.54	0
Total shareholding of Promoter (A) (A)(1) + (A)(2)	0	67162	67162	26.24	4999	50361	55360	21.63	(4.61)
B Public Shareholding									
1. Institutions									
a) Mutual Funds	0	675	675	0.26	0	675	675	0.26	0
b) Bank/ FI	0	60	60	0.02	0	60	60	0.02	0
c) Central Govt.									
d) State Govt(s).									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-Total (B)(1)	0	735	735	0.29	0	735	735	0.29	0
2. Non- Institutions									
a) Bodies Corp.	439	4420	4859	1.90	562	4420	4982	1.95	0.05
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	27760	126414	154174	60.22	29416	124674	154090	60.19	(0.03)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	0	16975	16975	6.63	16974	11799	28773	11.24	4.61
c) Others (Specify)									
(c-1) NRI Individual (Non Rep)	135	11960	12095	4.72	120	11940	12060	4.71	(0.01)
(c-2) NRI (Repatriation)									
Total Public shareholding (B) (B)(1) + (B)(2)	28334	160504	188838	73.76	47072	153568	200640	78.38	4.32
A Shares held by Custodian for GDRs & ADRs									
Grand Total(A+B+C)	28334	227686	256000	100	52071	203929	256000	100	0

(ii) Shareholding of Promoters*

Sr No	Shareholder's 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 Fledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Fledged / encumbered to total shares	
1	Aruna N Shah	3000	1.172	-	0	0	-	(-1.172)
2	Aruna Navinchandra Shah	500	0.195	-	0	0	-	(-0.195)
3	EWha Foam Korea Co.	50034	19.544	-	50033	19.544	-	-
4	Navin Shah	1508	0.589	-	0	0	-	(-0.589)
5	Navinchandra C Shah	135840	2.653	-	0	0	-	(-0.2653)
6	Nija N Shah	4500	1.758	-	0	0	-	(-0.1758)
7	Nija Navinchandra Shah	827	0.323	-	5327	2.08	-	1.757
	Total	67162	26.234	-	55360	21.62	-	(-4.614)

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

Sr. 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	Aruna N Shah				
	At the beginning of the year	3000	1.17%	3000	1.17%
	Decrease	(3000)	-1.17%	(3000)	-1.17%
	At the end of the year	Nil	Nil	Nil	Nil
2	Aruna Navinchandra Shah				
	At the beginning of the year	500	0.20%	500	0.20%
	Decrease	(500)	-0.20%	(500)	-0.20%
	At the end of the year	Nil	Nil	Nil	Nil
3	Navin C Shah				
	At the beginning of the year	1508	0.59%	1508	0.59%
	Decrease	(1508)	-0.59%	(1508)	-0.59%
	At the end of the year	Nil	Nil	Nil	Nil
4	Navinchandra C Shah				
	At the beginning of the year	6792	2.65%	6792	2.65%
	Decrease	(6792)	-2.65%	(6792)	-2.65%
	At the end of the year	Nil	Nil	Nil	Nil

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year (31.03.2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ishwarbhai Balubhai Patel	16975	0.33%	16974	0.33%
2	Hitesh Natwarlal Kawa	6750	0.13%	6750	0.13%
3	Ajay B Shah	5658	0.11%	5658	0.11%
4	Nimesh S. Joshi	5000	0.09%	5000	0.09%
5	Hiraben Bhupatrai Shah	4750	0.09%	4750	0.09%
6	Shabbir T. Dhilawala	2390	0.05%	2390	0.05%
7	Dharini Navinchandra Shah	2000	0.04%	2000	0.04%
8	Jigna D Shah	2000	0.04%	0	0%
9	Milan R Parekh	1965	0.04%	0	0%
10	Subhash Patle	0	0	11799	0.23%

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

(v) Shareholding of Directors and Key Managerial Personnel:*

Sr. No.	For Each of the Directors and KMP	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	Arun Kumar Sharma	0	0	0	0
2	Navinchandra Chunilal Shah	8300	3.24%	0	0%
3	Om Prakash Madhogarhia	0	0	0	0
4	Ganeshbhai Sengadani	0	0	0	0
5	Shrikrishna Pandey	0	0	0	0
6	Renu Singh	4688	1.83%	4690	1.83%

*NOTE: - Since the Hon'ble High Court of Bombay vide its order dated 1st July, 2016 passed the scheme petition of Reduction of Share Capital of the Company and registered the order with the Registrar of Companies dated 5th August, 2016. As the appointed date for Reduction of Share Capital of the Company was 1st April, 2014, the above figures are hereby taken into consideration with the reduction effect.

V. 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				
ii) Interest due but not paid				
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				
· Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

During the year no remuneration paid to MD, WTD and Manager.

B. Remuneration of other directors

During the year no remuneration paid to other Director.

B. Remuneration To Key Managerial Personnel other than MD/ Manager/ WTD

During the year no remuneration paid to other than MD/Manager/WTD.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

A.	Company	No Penalty/Punishment/Compounding during the year
B	Directors	No Penalty/Punishment/Compounding during the year
C	Other officers in Default	No Penalty/Punishment/Compounding during the year

Secretarial Audit Report

Form No. MR-3

For Financial Year Ended On 31st March, 2016.

[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,
BLUE PEARL TEXSPIN LIMITED.
(Formerly known as E-WHA FOAM INDIA LIMITED)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BLUE PEARL TEXSPIN LIMITED (Formerly known as E-WHA FOAM INDIA LIMITED)** (hereinafter referred to as "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 Company, 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 year covering the financial year ended on 31st March, 2016, 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 and minute books, Forms and returns filed and other records maintained by the Company, for the year ended on 31st March, 2016 according to the applicable provisions, if any, of:

- I. The Companies Act, 1956 and the Companies Act, 2013 (**the Act**) and the Rules made there under, as applicable;
- 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'**) were applicable during the period: -
 - 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 to the Company during the Audit Period**);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Audit Period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
 - 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 (Delisting of Equity Shares) Regulations, 2009 – (**Not applicable for the period under audit.**)
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**).

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (with effect from 1st December, 2015);
- ii) The Listing Obligations entered into by the Company with the BSE Limited.

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

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreement/Obligations mentioned above subject to the following observations:

The company has not appointed Company Secretary as required under section 203 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has no operations, hence, majority of specific laws are not applicable to the company except Income Tax Act, 1961.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-executive and Independent Directors except the appointment of Company Secretary. The changes in the constitution of the Board of Directors that took place during the period under review is the appointment of Mr. Shrikrishna Baburam Pandey, the CFO of the company, as the Whole-Time Director of the Company w.e.f. 30th September, 2015.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.

All majority decisions are carried by majority and accordingly recorded as part of minutes.

We further report that 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 audit period the Company has;

- Special Resolution passed for the Reduction of Capital through Postal Ballot/ E-Voting in the meeting held on 12th January, 2016 and pursuant to Sections 100 to 104 of the Companies Act, 1956 and such other applicable provisions of the law.
- The Company filed the scheme and Obtained the Observation Letter from BSE on 8th October, 2015
- The Company has submitted the Final Petition and received the approval of the Honourable High Court of Bombay vide its order dated 1st July, 2016, and the said order was registered by the Registrar of Companies on 5th August, 2016. Since Appointment date is 01/04/2014 all the accounting effect has been given from that date.

**For HS Associates
Company Secretaries**

**Date : 13TH August, 2016.
Place : Mumbai**

**Nitin Sarfare
Partner
ACS No.: 36769
COP No.:13729**

CEO/CFO Certification

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

We, Mr. Arun Kumar Sharma, CEO and, Mr. Shrikrishna Baburam Pandey, CFO of the Company do hereby certify that:

1. We have reviewed the financial statement and the cash flow statements for the year and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - b. 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company’s code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - a. There are no Significant changes in internal control over the financial reporting during the year;
 - b. There have been no Significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
 - c. There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over the financial reporting.

For BLUE PEARL TEXSPIN LIMITED
(formerly known as E-Wha Foam India Ltd)

Date : 13th August, 2016
Place : Mumbai

MR. ARUN KUMAR SHARMA
CEO

SHRIKRISHNA BABURAM PANDEY
CFO

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

I, Arun Kumar Sharma, CEO of the Company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the code on an annual basis.

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

Date : 13th August, 2016
Place : Mumbai

Arun Kumar Sharma
(Director cum CEO)

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statement

Due to receipt of order from Hon. High Court of Bombay passed on 01.07.16 approving reduction of share capital and resultantly earlier authenticated financial statements entailed revision to give effect of the said order for the financial year ended 31.03.16 and that for listing agreement purpose audited balance sheet witnessed changes occurring of material nature, hence financial statements are revised by the company.

We have audited the accompanying revised financial statement of **Blue Pearl Texspin Ltd (Formerly E-Wha Foam India Ltd) ("the Company")**, which comprise the revised Balance Sheet as at March 31, 2016, and the revised statement of Profit & Loss and revised Cash Flow Statement for the year ended, and the summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statement

The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including Accounting Standards specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder. We conducted our audit in accordance with the standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) In the case of Profit & Loss Account, of the profit of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and regulatory Requirements

- 1. As required by required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 & 4 of the Order.
- 2. As required by section 143(3) of the Act, we further 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 purpose of our Audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement dealt with this report are in agreement with the books of Accounts;

- (d) In our opinion, Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
- (e) On the basis of written representation received from the directors as on March 31, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as the directors in terms of Section 164(2) of the Act;
- (f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014:
1. The Company does not have any pending litigation which would impact its financial position.
 2. The company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 3. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of delay in transferring such sums does not arise.

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

Date : 13/08/2016
Place : Mumbai

(P.K.Jain)
Partner

M.No 112020
FRN : 104058W

Annexure referred to in paragraph 1 of our report of even date to the members of Blue Pearl Texspin Ltd (Formerly E-Wha Foam India Ltd) on the accounts of the company for the year ended 31.03.16

On the basis of such checks as we considered appropriate and accordingly to the information and explanations given to us during the course of our audit, we report that:

1. The company has maintained proper records showing full particulars including quantitative details and location of all its fixed assets. During the year the management has physically verified all the fixed assets and no material discrepancies have been noticed on such verification. According to the information and explanation given to us and on the basis of our examination of the records of the company, the company does not own any immovable property.
2. As informed to us the inventory has been physically verified by the management during the year, In our opinion, the frequency of such verification is reasonable.
3. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act during the year.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sec 185 & 186 of the Companies Act, 2013 with respect to loans & Investments made. Accordingly, para 3(iv) of the order is not applicable.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
7. (a) According to the information and explanations given to us and on basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including Provident fund, Employee's state insurance, Income Tax, sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues as applicable, with the appropriate authorities in India;
(b) According to information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth tax, Service Tax, Sales tax, Custom Duty and excise duty which have not been deposited on account of any disputes;
8. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not availed any loans from any financial institution or banks, Government or debenture holders during the year. Hence no default has been made.
9. According to the information and explanations given to us, the company did not raise any money way of IPO of Further public offer (including debt instruments) and term loans during the year.
10. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the period.
11. According to the information and explanations given to us and based on our examination of the records of the company, The company does not pay/provide any managerial remuneration during the year.
12. In our opinion and according to the information and explanations given to us, The company is not a Nidhi Company.
13. According to the information and explanations given to us, there are no transaction with the related parties.

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

14. According to the information and explanations given 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.
15. 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 transaction with directors or persons connected with him.
16. The Company is not required to be registered under section 45-IA of the RBI Act, 1934.

For C.P.Jaria & Co
Chartered Accountants

Sd/-

Date : 13/08/16
Place : Mumbai

(P.K.Jain)
Partner
M.No 112020
FRN : 104058W

BALANCE SHEET AS AT 31.03.16

(Amount in Rs.)

Particulars	Note No	Current Year	Previous Year
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	2,560,000	2,560,000
(b) Reserves and Surplus	2	(3,482,353)	(3,492,349)
(c) Money received against share warrants		0	0
(2) Share application money pending allotment		0	0
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	3	-	6,436,411
(c) Other current liabilities	4	2,280,500	2,280,500
(d) Short-term provisions	5	12,109	50,790
Total		1,370,256	7,835,352
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	6	18,433	18,433
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	7	765,445	7,358,588
(d) Cash and cash equivalents	8	419,378	91,331
(e) Short-term loans and advances	9	167,000	367,000
(f) Other current assets		-	-
Total		1,370,256	7,835,352

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR C.P.JARIA & CO

CHARTERED ACCOUNTANTS

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

Date : 13/08/16

Place : Mumbai

For BLUE PEARL TEXSPIN LIMITED

(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

ARUN KUMAR SHARMA Director**SHRIKRISHAN B. PANDEY** Director

BLUE PEARL TEXSPIN LIMITED (Formerly known as "E-Wha Foam India Limited")**PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31.03.15**

(Amount in Rs.)

Particulars	Note No No	Current Year	Previous Year
I. Revenue from Operations	10	1,788,556	1,679,343
II. Other Income	11	0	0
III. Total Revenue (I + II)		<u>1,788,556</u>	<u>1,679,343</u>
IV. Expenses:			
Cost of Material Consumed		0	0
Purchase of Stock-in-trade		1,173,453	1,211,665
Changes in inventories of finished goods, work-in progress and stock-in trade		0	0
Employee benefit Expenses	12	65,412	61,004
Finance costs		0	0
Depriciation		0	29,346
Other expenses	13	<u>538,623</u>	<u>368,599</u>
IV Total Expenses		<u>1,777,488</u>	<u>1,670,614</u>
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		11,068	8,729
VI. Exceptional Items		-	-
VII. Profit before Extraordinary Items and Tax (V - VI)		11,068	8,729
VIII. Extra Ordinary Items		-	-
IX. Profit before Tax (VII - VIII)		11,068	8,729
X. Tax Expense:			
(1) Current Tax		2,109	2,700
(2) Deferred Tax		-	-
XI. Profit/ (Loss) for the period from Continuing Operations (IX - X)		8,959	6,029
XII. Profit/Loss from Discontinuing Operations		-	-
XIII. Tax Expense of Discontinuing Operations		-	-
XIV. Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)		-	-
XV. Profit/ (Loss) for the Period (XI + XIV)		8,959	6,029
XVI. Earnings Per Equity Share			
(1) Basic		0.00	0.01
(2) Diluted		0.00	0.01

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR C.P.JARIA & CO
CHARTERED ACCOUNTANTS**(P.K.JAIN)**
PARTNER
MEM. NO: 112020
FIRM NO: 104058WDate : 13/08/16
Place : Mumbai**For BLUE PEARL TEXSPIN LIMITED**
(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)**ARUN KUMAR SHARMA** Director**SHRIKRISHAN B. PANDEY** Director

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31/03/2015

PARTICULARS	Current Year	Previous Year
A CASH FLOW FROM OPERATING ACTIVITY		
Profit before Taxation	11068	8729
Adjustment for:-		
Depriciation	-	29,346
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	11068	38075
Changes in working capital :-		
Increase/(Decrease) in trade payables	(6436411)	(367019)
Increase/(Decrease) in other current liabilities	0	0
Increase/(Decrease) in short term provision	(38681)	14093
Increase/(Decrease) in other Long-term borrowings	0	0
Increase/(Decrease) in other short-term borrowings	0	0
(Increase)/Decrease in trade receivables	6593143	256765
(Increase)/Decrease in inventories	0	0
(Increase)/Decrease in other Assets	0	0
(Increase)/Decrease in Long Term loans and advances	200000	0
(Increase)/Decrease in Short Term loans and advances	0	0
Increase/(Decrease) in Deffered tax	0	0
Increase/(Decrease) in last year provision	0	0
	318051	(96161)
Cash geneated from operations	329119	(58086)
Less:- Taxes paid (For previous year)	1072	8407
Net Cash generated from operations before extraordinary items	328047	(66493)
Extraordinary items	0	0
Net Cash generated from operating activities (A)	328047	(66493)
B CASH FLOW FROM INVESTING ACTIVITIES		
Fixed Asset Purchased	-	-
Net Cash generated from Investing activities (B)	0	0
C CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Long Term Borrowing	-	-
Increase/(Decrease) in Share capital	-	-
Net Cash generated from Financing activities (C)	-	-
NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (A+B+C)	328047	(66493)
CASH & CASH EQUIVALENTS, AT THE BEGINNING OF YEAR	91331	157824
CASH & CASH EQUIVALENTS, AT THE END OF YEAR	419378	91331

Note:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) - 3 on "Cash Flow Statements".

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR C.P.JARIA & CO

CHARTERED ACCOUNTANTS

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

Date : 13/08/16

Place : Mumbai

For BLUE PEARL TEXSPIN LIMITED

(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

ARUN KUMAR SHARMA Director**SHRIKRISHAN B. PANDEY** Director

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

SIGNIFICANT ACCOUNTING POLICIES

1. GENERAL

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

2. BASIS OF ACCOUNTING

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

3. FIXED ASSETS

Fixed assets are stated at cost of less accumulated depreciation. Depreciation has been provided at the rates and in accordance of Companies Act, 2013. Depreciation had been provided upto the residual value as directed by the Companies Act, 2013

4. INVESTMENTS

Company does not hold any investment..

5. INVENTORIES

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

6. REVENUE AND EXPENDITURE RECOGNITION

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

7. MISCELLANEOUS EXPENDITURE

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

8. DEFERRED TAX

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

9. FOREIGN CURRENCY TRANSACTION

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

10. CONTINGENT LIABILITIES

There is no such liability.

11. TRADE RECEIVABLE AND PAYABLE

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

12. EMPLOYEE BENEFIT EXPENSES

Particulars	Current Year	Previous Year
Salary	61004	108241

13. DETAILS OF PAYMENT OF AUDITORS

Particulars	Current Year	Previous Year
As Auditor	10000	10000

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

NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

Particulars	Current Year	Previous Year
NOTE # 1 : Share Capital		
Authorised Share Capital		
1,00,00,000 Equity Shares of Rs 10/- each	100,000,000	100,000,000
	<u>100,000,000</u>	<u>100,000,000</u>
Issued, subscribed and fully paid up		
256000 EQUITY SHARES OF RS 10/- EACH	2,560,000	2,560,000
(EARLIER 5120000 EQUITY SHARES OF RS 10/- EACH)		
	<u>2,560,000</u>	<u>2,560,000</u>
AS PER HIGH COURT ORDER DATED 01.07.16		
NOTE-1A		
	EQUITY	EQUITY
RECONCILIATION OF SHARES OUTSTANDING	NUMBER	NUMBER
SHARES OUTSTANDING AT THE BEGGINNING OF YEAR	256,000	5,120,000
SHARES ISSUED DRING THE YEAR	0	0
SHARES CANCELLED AS PER HIGH COURT ORDER	0	(4,864,000)
SHARES OUTSTANDING AT THE END OF YEAR	<u>256,000</u>	<u>256,000</u>
NOTE-1B		
SHAREHOLDER HOLDING FOR THAN 5% SHARES	%	NO OF SHARES
E-WHA FOAM KOREA CO	19.54	50,033
ISWAR PATEL	6.63	16,975
		50,033
		16,975
THE COMPANY HAS ONE CLASS OF EQUITY SHARES HAVING A PAR VALUE OF RS.10/- PER SHARE. EACH SHAREHOLDER IS ELIGIBLE FOR ONE VOTE PER SHARE HELD		
NO SHARES WERE BOUGHT BACK FOR LAST FIVE YEARS BUT WERE CANCELLED IN VIEW OF HIGH COURT ORDER		
THERE IS NO UNPAID CALL ON SHARES FROM DIRECTORS AND OFFICERS		
IN VIEW OF ORDER OF HON. HIGH COURT OF BOMBAY DATED 01.07.16 ISSUED, SUBSCRIBED, AND PAID UP SHARE CAPITAL OF THE COMPANY HAS BEEN REDUCED BY 95% FROM RS.5,12,00,000/- (CONSISTING OF 51,20,000 ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARES OF RS.10/- EACH FULLY PAID UP) TO RS.25,60,000/- (CONSISTING OF 2,56,000 ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARES OF RS.10/- EACH FULLY PAID UP). FURTHER THE HON. COURT DIRECTED TO CANCEL PAID UP EQUITY SHARE CAPITAL AMOUNTING TO RS.4,86,40,000/- (RUPEES FOUR CRORES EIGHTY SIX LACS FOURTY THOUSAND ONLY) BY WRITING OFF THE DEBIT BALANCE IN THE PROFIT AND LOSS ACCOUNT OF THE COMPANY.		
THE RECORD DATE BEING 01.04.14, HENCE FIGURES OF BOTH YEARS HAVE BEEN RE-ADJUSTED AS AND WHERE NECESSARY TO GIVE EFFECT OF THE ABOVE ORDER.		
NOTE # 2 : Reserves and Surplus		
A. GENERAL RESERVES		
OPENING BALANCE	0	0
ADD:CURRENT YEAR TRANSFER	0	0
LESS: WRITTEN BACK IN CURRENT YEAR	<u>0</u>	<u>0</u>
CLOSING BALANCE	<u>0</u>	<u>0</u>
B. PROFIT & LOSS A/C		
OPENING BALANCE	(3,492,349)	(52,132,671)
ADD:CURRENT YEAR PROFIT/(LOSS)	8,959	6,029
LESS: LAST YEAR TAX PAID	0	5,707
LESS: WRITE OFF OF DEBIT BALANCE AS HIGH COUR ORDER	0	48,640,000
LESS: EXCESS PROVISION OF TAX OF LAST YEAR	(1,037)	0
CLOSING BALANCE	<u>(3,482,353)</u>	<u>(3,492,349)</u>
TOTAL	<u>(3,482,353)</u>	<u>(3,492,349)</u>
NOTE # 3 : Trade Payable		
Sundry Creditors	0	6,436,411
	0	6,436,411
NOTE # 4 : Other Current Liabilities		
ADVANCES RECEIVED	2,280,500	2,280,500
	<u>2,280,500</u>	<u>2,280,500</u>
NOTE # 5 : Short-Term Provisions		
Provision for Tax	2,109	2,700
PROVISIONS FOR EXPENSES	10,000	48,090
	<u>12,109</u>	<u>50,790</u>

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

NOTE # 6 : Tangible Assets

S. NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION BLOCK			NET BLOCK	
		AS ON 01.04.15	ADD/DEL DURING THE YEAR		TOTAL AS ON 31.03.16	AS ON 01.04.15	During the Year 31.03.2016	Total AS ON 31.03.2016	AS ON 30.06.2015
1	Computers	368665	0	368665	350232	0	350232	18433	18433
	TOTAL	368665	0	368665	350232	0	350232	18433	18433
	PREVIOUS YEAR	368665	0	368665	320886	29346	350232	18433	47779

NO IMPAIRMENT/REVALATION WERE DONE IN LAST FIVE YEARS

Particulars	Current Year	Previous Year
-------------	--------------	---------------

NOTE # 7 : Trade Receivables

Sundry Debtors	765,445	7,358,588
	<u>765,445</u>	<u>7,358,588</u>

Note # 8 : Cash and Cash Equivalents

Cash in Hand	363,749	60,412
BANK BALANCE IN CURRENT A/C WITH SCHEDULE BANK	55,629	30,919
	<u>419,378</u>	<u>91,331</u>

Note # 9 : Short Term Loans & Advances

Loans & Advances	167,000	367,000
	<u>167,000</u>	<u>367,000</u>

NOTE # 10 : Revenue From Operations

SALES OF TRADED GOODS	1,788,556	1,679,343
	<u>1,788,556</u>	<u>1,679,343</u>

NOTE # 11 : Other Incomes

MISCELLANEOUS INCOME	-	-
	<u>-</u>	<u>-</u>

NOTE # 12 : Employee Benefit Expenses

Salary	65,412	61,004
	<u>65,412</u>	<u>61,004</u>

NOTE # 13 : Other Expenses

AUDIT FEES	10,000	10,000
ACCOUNTING CHARGES	4,500	4,500
LISTING FEES	224,720	112,360
LEGAL & PROFESSIONAL FEES	186,500	140,321
PRINTING & STATIONARY	25,503	22,163
BANK CHARGES	190	345
GENERAL EXPS	56,654	51,332
SHARE TRANSFER FEES	30,556	27,578
	<u>538,623</u>	<u>368,599</u>

BLUE PEARL TEXSPIN LIMITED

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

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

CIN -L36104MH1992PLC069447

Tel -022 32997884 Fax 23487884 Email: bluepearltexspin@gmail.com Website: www.bluepearltexspin.com

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the **24th ANNUAL GENERAL MEETING** of the Company to be held on Friday 30th September, 2016 at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra at 10.00 am.

Folio No.: _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting. Authorized Representatives are requested to show proper authorization issued in their favour.
3. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

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

BLUE PEARL TEXSPIN LIMITED

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

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

CIN -L36104MH1992PLC069447

Tel -022 32997884 Fax 23487884 Email: bluepearltextspin@gmail.com Website: www.bluepearltextspin.com

Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No. / Client ID No.: _____

DP ID No.: _____

I/We, being the Member(s) of _____ Shares of the above named company, hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her
2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her
3. Name: _____
Address: _____
E-mail Id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Friday, September 30, 2016 at 10.00 a.m. at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
	Ordinary Business
1.	To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016, the Profit & Loss account for the year ended on that date and the Reports of the Directors' and the Auditors thereon
2	To appoint a Director in place of Mr. Navinchandra Shah (DIN- 05178793) who retires by rotation and being eligible, offers himself for re-appointment.
3	To ratify appointment of C.P. Jaria & Co., Chartered Accountants (Firm Registration No- 104058W), as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration
	Special Business
4	To adopt new set of Articles of Association of the Company.

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Signature
Revenue
Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

Form No. SH-13
Nomination Form

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

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

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

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

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) **PARTICULARS OF NOMINEE(S)** —

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

(3) **IN CASE NOMINEE IS A MINOR**—

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

Name: _____

Address: _____

Name of the Security Holder (s): _____

Signature: _____

Witness with name and address: _____

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

BLUE PEARL TEXSPIN LIMITED

CIN - L36104MH1992PLC069447

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

CIN -L36104MH1992PLC069447

Tel -022 32997884 Fax 23487884 Email: bluepearltextspin@gmail.com Website: www.bluepearltextspin.com

24th ANNUAL GENERAL MEETING

ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

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

Resolution No	Resolutions	No of Shares	For	Against
1.	Ordinary Business To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016, the Profit & Loss account for the year ended on that date and the Reports of the Directors' and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Navinchandra Shah (DIN- 05178793) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To ratify appointment of C.P. Jaria & Co., Chartered Accountants (Firm Registration No- 104058W), as Statutory Auditors of the Company for the year 2016-17 and to fix their remuneration.			
4.	Special Business To adopt new set of Articles of Association of the Company			

Place: _____

Date: _____

Signature of the Member Or
Authorized Representative

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
ii) Last date for receipt of Assent/ Dissent Form: September 29, 2016 (5.00 pm IST)
iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on 26th August, 2016
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on September 29, 2016. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark ("") in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

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

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