

# **BLUE PEARL AGRIVENTURES LIMITED**

**(Formerly known as Blue Pearl Texspin Limited)**

**Registered Office:** Office No. 32, Vyapar Bhavan, 49, P.D. Mello Road,  
Mumbai -400009, Maharashtra, India

**CIN -** L46209MH1992PLC069447 **Mobile No.:** +91 9081189927

**Email:** [bluepearltexspin@gmail.com](mailto:bluepearltexspin@gmail.com) **Website:** [www.bluepearltexspin.com](http://www.bluepearltexspin.com)

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**Date:** 31.01.2025

To,  
Department of corporate Service (DSC-CRD)  
**BSE Limited**  
Phiroze Jeebhoy Towers, Dalal Street, Fort,  
Mumbai- 400 001.

**Scrip Code: 514440**

**Subject: Notice of Extra Ordinary General Meeting to be held on Tuesday, 25<sup>th</sup> February, 2025**

Respected Sir/Madam,

This is to inform you that pursuant to Regulation 30 of SEBI Listing Obligation and Disclosure Requirement, 2015, we send herewith the notice conveying herewith Extra Ordinary General Meeting of the company to be held on Tuesday, 25<sup>th</sup> February, 2025 at 04.00 PM at the registered office of the Company situated at Office No. 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai-400009, Maharashtra.

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

Thanking you,

Yours truly,

**For, Blue Pearl Agriventures Limited**

**Rishikumar Gosai**  
**Managing Director**  
**DIN: 10218840**

Enclosed: As above

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## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of M/s Blue Pearl Agriventures Limited (Formerly Known as Blue Pearl Texspin Limited) (“the Company”) will be held on Tuesday, 25<sup>th</sup> February, 2025 at 04:00 PM at the registered office of the company situated at 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009 to transact the following businesses:

### SPECIAL BUSINESS:

**Item No 1: Sub-Division of Equity Shares from the face value of ₹ 10/- per share to ₹ 1/- per share:**

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred to as ‘Listing Regulations’ and other approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having a face value of ₹ 10/- (Rupees Ten only) each fully paid up into 10 (Ten) Equity Shares having a face value of ₹ 1/- (Rupee One only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as “Record Date”).

**RESOLVED FURTHER THAT** pursuant to the subdivision of equity shares of the Company, the Authorised, Issued, Subscribed, and Paid-up Equity Share Capital of 1(One) Equity Share of the face value of ₹ 10/- (Rupees Ten only) each shall stand sub-divided into Ten (10) equity shares having a face value of ₹ 1/ (Rupee One only) each, existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid up Equity Share of ₹ 10/- (Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** the approval of the members of the Company is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company relating to Capital by substituting with the following Clause V:

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“V. The Authorised Share Capital of the Company is ₹ 61,00,00,000/- (Rupees Sixty One Crore only), divided into 61,00,00,000 (Sixty One only) Equity Shares of ₹ 1/- (Rupee One) each.”

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialised form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolution.

## **Item No 2: To Shift the Registered office of the Company from State of Maharashtra to State of Gujarat:**

To consider and, if thought fit, to pass, with or without modification(s), the following Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 12, 13 and any other provisions applicable, if any, of the Companies Act, 2013 read with rules made thereunder (“the Act”) and the relevant provisions of the Articles of Association of the Company, and subject to approval of the Central Government and such other approval(s), permission(s), sanction(s) and condition(s) as may be required from time to time under the provisions of the Act or under any other law for the time being in force, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra (i.e. 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009) to State of Gujarat and existing Clause II of the Memorandum of Association of the Company be substituted and replaced by the following clause.

I. The Registered Office of the Company will be situated in the State of Gujarat.

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**“RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009 to state of Gujarat.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, filings, submissions, matters and things as deemed necessary and to sign/ execute and file/ submit all such documents, instruments, writings and returns with the Registrar of Companies (RoC) and any other statutory authority (ies), for the purpose of giving effect to this resolution with requisite professional assistance.

**Item No 3: To regularize Mr. Samir Jikarbhai Godil (DIN: 10740750) as a Director of the company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereto), and recommendation of the Nomination & Remuneration Committee, Mr. Samir Jikarbhai Godil [DIN: 10740750], who was appointed as the Additional Director of the Company for and in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the next General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and hereby appointed as a Director of the Company, liable for retire by rotation.”

**Item No 4: To Regularize an additional Independent Director, Ms. Renu Kaur (DIN: 10080402) as an Independent Director of the company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 read with Schedule IV the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Renu Kaur (DIN: 10080402) who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f. 24<sup>th</sup> May, 2024 in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of next General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable for retire by rotation to old office for five (5) consecutive years for the maximum period up to 23<sup>rd</sup> May, 2029”

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**By order of the Board**  
**Blue Pearl Agriventures Limited**  
**(Formerly Known as Blue Pearl Texspin Limited)**  
Sd/-

**Date:** 30<sup>th</sup> January, 2025  
**Place:** Mumbai

**Rishikumar Gosai**  
**Managing Director**  
**DIN: 10218840**

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## NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of Meeting. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act a proxy for any other or shareholders. A proxy form is attached herewith.
2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business given in the Notice of the Extra Ordinary General Meeting .
3. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sunday between 11:00 a.m. and 1:00 p.m. upto the date of the Extra Ordinary General Meeting.
4. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Purva Sharegistry (India) Pvt. Ltd or to their depository participants in case shares are held in depository form.
5. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and various MCA Circulars, the Company is pleased to provide its Members with the remote e-voting and in EGM e-voting facility to exercise their right to vote on the proposed resolutions electronically.

For this purpose, the Company has appointed M/s. Dharti Patel & Associates, Practicing Company Secretary, having Membership No. F12801 & Certificate of Practice No. 19303, Proprietor of M/s Dharti Patel & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the e- voting process in a fair and transparent manner.

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6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The Securities and Exchange Board of India (SEBI) vide has mandated the submission of Permanent Account Number (PAN) and other KYC details by every participant in securities market. Members are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company/RTA.
8. The Company has engaged National Securities Depository Limited (“NSDL”) as the agency to provide the remote e-voting and in EGM e-voting facility and the instructions for e-voting are provided as part of this Notice.
9. In terms of the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is providing the facility to its members as on cut-off date, being Tuesday, 18th February, 2025 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of remote e-voting along with the User ID and Password are being mentioned herein below.
10. Members are requested to submit their queries/requests for clarification, if any, via e-mail at [bluepearltexspin@gmail.com](mailto:bluepearltexspin@gmail.com) latest by Tuesday, 18th February, 2025, to enable the Company to furnish the replies at the EGM.
11. Members are requested to notify any change in their address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company’s Registrar & Share Transfer Agent, Purva Sharegistry (India) Private Limited at Shiv Shakti Industrial Estates, Unit No. 9, 7-B J. R. Boricha Marg, Sitaram Mills Compound, Mumbai 400011. Tel: 23016761 Email: [support@purvashare.com](mailto:support@purvashare.com), in case of shares held in physical form.
12. In terms of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, every holder of securities of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her securities of the Company shall vest in the event of his/her death. Members,



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who wish to avail of this facility, may fill in the prescribed Form No. SH-13 and forward the same to Purva Sharegistry (India) Private Limited.

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
14. Members who desire to take part in the Green Initiative of the Company, are requested to register their e-mail addresses with their Depository Participant(s) in case they hold shares in demat form and with the Company/ their RTA for the shares held in physical form by submitting the Investor Service Request Form - Form ISR1, ISR2 and Nomination form duly filed and signed, as per the specimen signatures registered against the folio, along with the supporting documents stated thereon. On registration, all the communications will be sent to the e-mail address of the Member registered with the Company.
15. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
16. 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 at the Meeting.
17. Notice of the EGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members, who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice will also be available on the Company's website of the Company [www.bluepearltexspin.com](http://www.bluepearltexspin.com) for their download.
18. As per regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to converting their holdings to dematerialized form.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details to their Depository Participant's in Case the shares are held by them in electronic form and to Purva



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Sharegistry (India) Pvt. Ltd (RTA) in case the shares are held by them in physical form.

20. Route-map of the EGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
21. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
22. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decide for the purpose, being 18-02-2025, may attend and vote at the Extra Ordinary General Meeting as provided under the provisions of the Companies Act, 2013.
23. Once the vote on a resolution is cast by the members, the member shall not be allowed to change is subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
24. Member who has not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company.
25. An electronic copy of Notice are being sent to all those Members whose e-mail addresses are registered with the Company/Depository Participant(s) and physical copy of the same is not being provided in line with the aforementioned circulars issued by the MCA and SEBI. Members may also note that the Notice of the EGM are available on the Company's website [www.bluepearltexspin.com](http://www.bluepearltexspin.com). The aforesaid documents can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing the e-voting facility) i.e. <https://www.evoting.nsdl.com>.
26. The documents referred to in the Notice of the EGM are available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an e-mail to [bluepearltexspin@gmail.com](mailto:bluepearltexspin@gmail.com)

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27. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD\_ RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members holding shares in physical form are requested to provide Form ISR1, ISR2 and Nomination Form duly filled and signed along with the hard copy the following self-attested documents to Purva Shareregistry (India) Private Limited for registration against their respective folio(s):

- Identity Proof: Copy of PAN card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
- Contact Details: Mobile no., e-mail id
- Nomination: Please provide Form SH13 duly filled and signed.
- In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.
- Form ISR1, ISR2 and Nomination forms are available on the website of Company [www.bluepearltexspin.com](http://www.bluepearltexspin.com) and on the website of our Registrar and Transfer Agent at <https://www.purvashare.com>.

28. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, had enabled e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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29. Members holding shares under multiple folios are requested to submit their applications to Purva Sharegistry (India) Private Limited for consolidation of folios into a single folio.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Saturday, 22<sup>nd</sup> February, 2025 at 9:00 A.M. and ends on Monday, 24<sup>th</sup> February, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 18<sup>th</sup> February, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 18<sup>th</sup> February, 2025.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the





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	<p>remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience. <a href="#">NSDL Mobile App is available on</a>  App Store  Google Play  </li></ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>If the user is not registered for Easi/Easiest, option to register is available at</li></ol>

# BLUE PEARL AGRIVENTURES LIMITED

(Formerly known as Blue Pearl Texspin Limited)

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	<p><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password'

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and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens.



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3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csdhartipatel@gmail.com](mailto:csdhartipatel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [bluepearltexspin@gmail.com](mailto:bluepearltexspin@gmail.com). In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [bluepearltexspin@gmail.com](mailto:bluepearltexspin@gmail.com). If you are an Individual

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shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

2. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Process for those shareholders whose email/mobile no. Are not registered with the company/depositories.**

- 1.For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2.For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3.For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
- 4.If you have any queries or issues regarding attending EGM & e-Voting from the NSDL e-Voting System, you can write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.: 1800 1020 990 and 1800 22 44 30.
- 5.The Scrutinizer shall immediately after the conclusion of voting at the EGM, first unblock the votes cast through e-voting and remote e-voting and make, not later than two working days of conclusion of the EGM, issue a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same.

**By order of the Board**  
**Blue Pearl Agriventures Limited**  
**(Formerly Known as Blue Pearl Texspin Limited)**

Date: 30<sup>th</sup> January, 2025

Sd/-

Place: Mumbai

**Rishikumar Gosai**  
**Managing Director**  
**DIN: 10218840**

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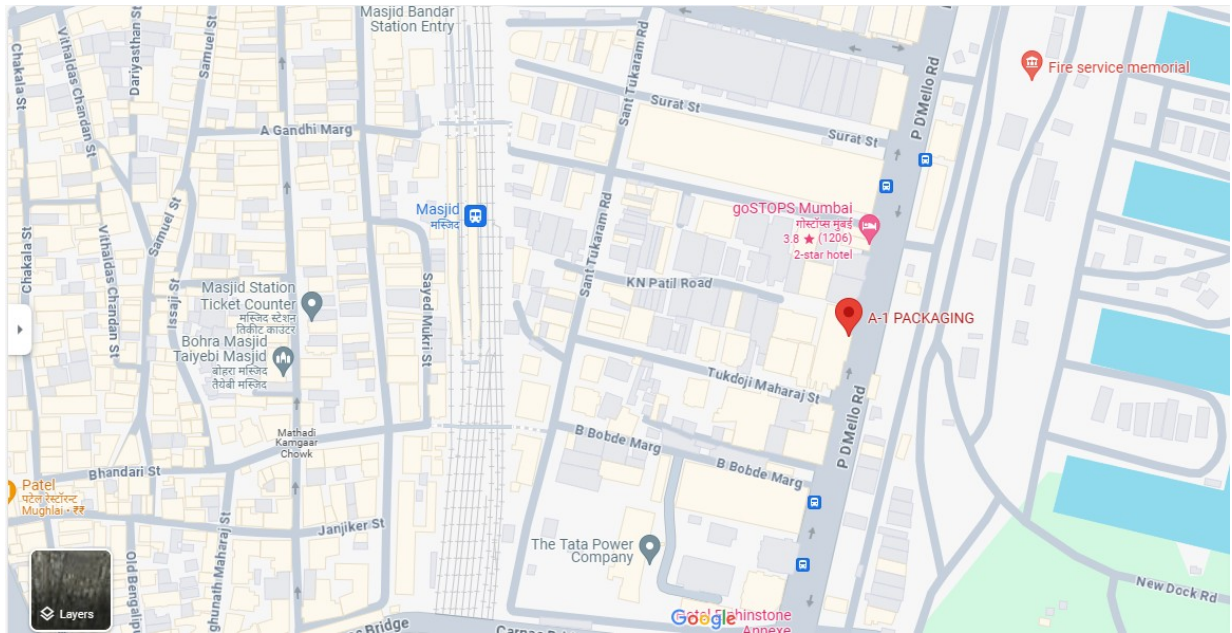
Email: [bluepearltextspin@gmail.com](mailto:bluepearltextspin@gmail.com) Website: [www.bluepearltextspin.com](http://www.bluepearltextspin.com)

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## Route Map:

Registered Office:

M/S. Blue Pearl Agriventures Limited  
32, Vyapar Bhavan, 49 P.D. Mello Road,  
Mumbai, Maharashtra-400009, India



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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**(Pursuant to Regulation 36(5) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and Section 102 of the Companies Act, 2013)**

As required under Section 102 of the Companies Act, 2013 (the "Act") and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned in the accompanying Notice:

### **Item No 1:**

#### **Sub-Division of Equity Shares from the face value of ₹ 10/- per share to ₹ 1/- per share:**

The Equity Shares of the Company are listed and traded on BSE Limited.

With a view to encourage participation of small investors by making equity shares of the Company affordable and at the same time enhancing the liquidity of the Company's equity shares with higher floating stock in absolute numbers thereby expanding the retail shareholders base on one hand and at the same time considering the favorable position of Securities Premium / Reserves and Surplus, the Board of Directors in their meeting held on January 30, 2025, has considered it desirable to recommend subdivision of 1 (One) Equity Share of the Company of the face value of ₹ 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares of the Company of face value of ₹ 1/- (Rupee One only) each fully paid up and subject to the approval of the Members and other statutory and regulatory approvals, as applicable.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolutions set forth in Item no. 1 of the notice for the approval of the members as Special Resolution.

### **Item No 2:**

#### **Shifting of Registered office from State of Maharashtra to State of Gujarat:**

Blue Pearl Agriventures Limited having its registered office at State of Maharashtra. For the better control, cost conservation and centralized attention shifting of Registered office from Maharashtra State to Gujarat State is the benefits for the Company. And such change would help the Directors of the Company to guide the Company more effectively and efficiently and also result in operational convenience.

Pursuant to the Section 12 and section 13 of the Companies Act, 2013, shifting of the Registered Office from one state to another state and for alteration of the Memorandum of

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Association, approval of members of the Company is by a special resolution and of Central Government.

In the view of the above, the Board hereby recommends Item No. 2 for your approval as a special resolution.

None of the Directors of the Company including their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

## Item No 3:

### To Regularize Mr. Samir Jikarbhai Godil (DIN: 10740750) as a Director of the company:

Samir Jikarbhai Godil (DIN: 10740750) was appointed as an additional executive Director with effect from 14<sup>th</sup> August, 2024, in accordance with the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 152, 161 and other applicable provisions, the above director holds office upto the date of next General Meeting of the Company. The Board is of the view that appointment of Mr. Samir Jikarbhai Godil (DIN: 10740750) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Mr. Samir Jikarbhai Godil himself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 3 be passed as an Ordinary Resolution.

## Item No 4:

### To Regularize an additional Independent Director, Ms. Renu Kaur (DIN: 10080402) as an Independent Director of the company:

Ms. Renu Kaur (DIN: 10080402) was appointed as an additional Independent Director with effect from 24<sup>th</sup> May, 2024, in accordance with the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 149, 150, 152, 161 of the Companies Act, 2013, the above director holds office upto the date of General Meeting of the Company. The Board is of the view that appointment of Ms. Renu Kaur (DIN: 10080402) on the Company Board is desirable and would be beneficial to the Company.

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None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Ms. Nilam Viren Makwana herself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 4 be passed as an Ordinary Resolution.

**By order of the Board  
Blue Pearl Agriventures Limited  
Formerly Known as Blue Pearl Texspin Limited)**

**Date:** 30<sup>th</sup> January, 2025

**Place:** Mumbai

**Sd/-  
Rishikumar Gosai  
Managing Director  
DIN: 10218840**

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## Annexure-A

### Details of Directors seeking re-appointment and regularization at the forthcoming Annual General Meeting

Name of the Director	Mr. Samir Jikarbhai Godil	Ms. Renu Kaur
Director Identification Number (DIN)	10740750	10080402
Date of Birth	22/08/1976	10/02/1992
Nationality	Indian	Indian
Date of Appointment on Board	14/08/2024	24/05/2024
Qualification	Commerce Graduate	Commerce Graduate
Brief Profile	Mr. Samir Jikarbhai Godil is a Graduate in the Field of Commerce. He has an Experience in trading for More than 5 years.	Ms. Renu Kaur is a Graduate of Commerce from DAVV University. She has completed CS from the Institute of Company Secretaries of India & M. Com from DAVV University. She is registered in Independent Director Databank under Indian Institute of Corporate Affairs with registration no. IDDB-PA 202210-038622. She has more than 1 years of experience in the field of Corporate Laws.
Shareholding in the Company	Nil	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil	1. Krishna Ventures Limited 2. Aar Shyam India Investment Company Limited 3. Rajnish Retail Limited 4. Corporate Merchant Bankers Limited 5. S G N Telecoms Limited 6. Faalcon Concepts Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil	Chairperson of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.



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## Attendance Slip for Extra Ordinary General Meeting (To be handed over the Registration Counter)

Registered Folio/DP ID & Client ID:

No. of Shares:

Name and Address of the Shareholder (s):

Joint Holder (s)

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at its Office at 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009 on Tuesday, the 25<sup>th</sup> day of February, 2025 at 04:00 P.M

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, please bring copy of notice for reference at the meeting.

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Signature of the Member/Proxy / Authorised Representative

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## Ballot Paper Assent/ Dissent form for Voting on EGM 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	:	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Extra Ordinary General Meeting dated 25<sup>th</sup> February, 2025, by conveying my/ our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below:

Resolution No.	Resolutions	Optional	
<b>Special Business:</b>			
1.	Sub-Division of Equity Shares from the face value of ₹ 10/- per share to ₹ 1/- per share		
2.	To Shift the Registered office of the Company from State of Maharashtra to State of Gujarat		
3.	To regularize Mr. Samir Jikarbhai Godil (DIN: 10740750) as a Director of the company		
4.	To Regularize an additional Independent Director, Ms. Renu Kaur (DIN: 10080402) as an Independent Director of the company		

Place: Mumbai

Date:

\_\_\_\_\_  
Signature of the Member

Or

\_\_\_\_\_  
Authorised Representative

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Email: [bluepearltexspin@gmail.com](mailto:bluepearltexspin@gmail.com) Website: [www.bluepearltexspin.com](http://www.bluepearltexspin.com)

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## Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) 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. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized 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 p.m. on 27<sup>th</sup> February, 2025. 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 (V) 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.

# **BLUE PEARL AGRIVENTURES LIMITED**

**(Formerly known as Blue Pearl Texspin Limited)**

**Registered Office:** Office No. 32, Vyapar Bhavan, 49, P.D. Mello Road,

Mumbai -400009, Maharashtra, India

**CIN -** L46209MH1992PLC069447 **Mobile No.:** +91 9081189927

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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.

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## Proxy form

Form No. MGT-11

[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. /DP ID and Client ID:

.....

I/We, being the member (s) of ..... shares of the above-named Company, hereby appoint:

(1) Name: \_\_\_\_\_ Address:

\_\_\_\_\_

Email Id: \_\_\_\_\_ Signature:

\_\_\_\_\_

(2) Name: \_\_\_\_\_ Address:

\_\_\_\_\_

Email Id: \_\_\_\_\_ Signature:

\_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of the Company, to be held on Tuesday, 25th February, 2025 at 04:00 P.M at 32, Vyapar Bhavan, 49 P.D. Mello Road, Mumbai, Maharashtra, India, 400009 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated in Notice.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2025

Signature of Proxy Shareholders

Signature of Shareholder

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## **Notes:**

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. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.