

BLUE CHIP INDIA LIMITED

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

Phone : 2225-6851 ♦ FAX : (033) 2237-9053

E-mail : info@bluechipindia.net

Website : www.bluechipindia.net

CIN : L65991WB1993PLC060597

Dated: 04.10.2016

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata – 700 001

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

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

Dear Sir/ Madam,

Sub: Submission of Annual Report for the financial year 2015-2016

Pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Annual Report for the financial year 2015-2016.

This is for your information & record.

Thanking you.

Yours faithfully,
For **Blue Chip India Limited**



Pranab Chakraborty
(Director)
DIN: 03568360

BLUE CHIP INDIA LIMITED

31st

Annual Report

2015 - 2016

Thirty-First

Annual Report, 2016

BOARD OF DIRECTORS

SHRI ARIHANT JAIN, Managing Director
SHRI AMIYA KUMAR BASU
SHRI SUBHABRATA TALUKDAR
SHRI PRANAB CHAKRABORTY
SMT. MADHU BARNWAL
SHRI SUBHANKAR KAYAL

COMPANY SECRETARY

MS. JYOTI GUPTA

AUDITORS

M/S. DEOKI BIJAY & CO.
Chartered Accountants

BANKERS

CANARA BANK
HDFC BANK

REGISTERED OFFICE

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

**REGISTRAR & SHARE
TRANSFER AGENTS**

MAHESHWARI DATAMATICS PVT. LTD.
6, MANGOE LANE, 2ND FLOOR
KOLKATA - 700 001
Phone : (033) 2243-5809, 2248-2248
Fax : (033) 2248-4787
Email : mdpldc@yahoo.com

NOTICE

NOTICE is hereby given that the Thirty-First Annual General Meeting of the company will be held on Tuesday, 27th day of September, 2016 at 9.30 a.m. at the "Somani Conference Hall" Merchants Chamber of Commerce, 15B, Hemanta Basu Sarani, Kolkata - 700001 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Smt. Madhu Barnwal (DIN: 07150790), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. Deoki Bijay & Co., Chartered Accountants (Firm Registration No. 313105E), the retiring Auditors of the Company, as Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty-Fourth Annual General Meeting (AGM) of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM) and to fix their remuneration.

Registered Office :

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

Date : 12th August, 2016

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

Jyoti Gupta
Company Secretary

NOTES :

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company at 10, Princep Street, 2nd Floor, Kolkata 700 072, not less than forty-eight hours before the commencement of the Annual General Meeting.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. As per Secretarial Standard 2, the Proxy-holder are requested to bring valid identity proofs (viz, PAN Card, Voter ID Card, Passport, Aadhar Card etc.) at the venue of the meeting for identification.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Notice of Annual General Meeting is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories on 12th August, 2016. Any member who acquire shares and became Member after dispatch of Notice and Annual Report may obtain the same from Company website: www.bluechipind.net or may request for a copy of the same by writing to the Company at info@bluechipind.net or Registrar and Share Transfer Agent ('Registrar') at mdpldc@yahoo.com.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Annual General Meeting. Members holding shares in dematerialised form are requested to bring their supporting evidence in respect of their Client ID & DP ID Nos. for easier identification of the attendance at the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
8. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar, who will provide the Form on request.
9. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.
10. Members are requested to inform their correct email address, if any to the Depositories (if shares held in demat form) and to our Registrar (if shares are held in physical form) in compliance of Green

Initiative circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the Company to send notice/document through e-mail.

11. Members holding shares in multiple folios are requested to submit their application to the Registrar for consolidation of folios into single folio.
12. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
13. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pertaining to the Directors being appointed/re-appointed at the Annual General Meeting, forms integral part of the notice.
14. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the Annual General Meeting.
15. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 21st September 2016 to Tuesday, 27th September 2016 (both days inclusive).
16. **Process and Manner for Members opting to vote through electronic means :**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of the Listing Regulations and any other applicable provisions, if any, the Company is pleased to provide members facility to exercise their right to vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") at the 31st Annual General Meeting (AGM) and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for member to vote using the remote e-voting facility, and member may avail of the facility at his/her/its discretion. The instructions for e-voting are as under :
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) 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.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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.
 - (vi) However, If you are a first time user, follow the steps given below :

For Members holding shares in Demat Form and Physical Form

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

* Members who have not updated their PAN with the Company/Depository Participant are requested to enter in the PAN field the first two letters of their name and 8 digit (including zeros) sequence number communicated to you. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

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

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <BLUE CHIP INDIA LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Institutional Shareholders & Custodians
 - ☐ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - ☐ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - ☐ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.

- ❑ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ❑ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - (xix) The voting period begins on Saturday, 24th September, 2016 at 9.00 a.m. and ends on Monday, 26th September, 2016 at 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 20th September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (xx) Any person who acquired shares and became Member after dispatch of Notice of 31st AGM and holds shares as of the cut-off date of 20th September, 2016 may obtain the login ID and password for remote e-voting by sending a request to the Company's RTA at mdpldc@yahoo.com
 - (xxi) A facility for voting through Ballot paper shall be made available at the AGM venue and the Members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 27th September, 2016 between 9.30 A.M. till the conclusion of the meeting.
 - (xxii) For abundant clarity, please note that Members who have already cast their vote by remote e-voting prior to the meeting date may also attend the meeting but shall not be entitled to cast their vote again. However, in case members cast their vote exercising both options i.e., physical and remote e-voting, then vote casted through e-voting shall only be taken into consideration and treated as valid whereas vote casted physically at the meeting shall be treated as invalid.
 - (xxiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- II. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20th September, 2016.
- III. Mr. Atul Kumar Labh (C.P. No. 3238, Membership No. FCS 4848) of A. K. Labh & Co., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.
- IV. The Scrutinizer shall within forty eight hours from the conclusion of meeting unblock the votes cast through remote e-voting, after counting the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company and make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and forward to the Chairman of the AGM who shall countersign the same and declare the Results of the voting forthwith and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
- V. The consolidated results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL. The results will also be communicated to the Stock Exchanges where shares of the Company are listed.

Registered Office :

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

Date : 12th August, 2016

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

Jyoti Gupta
Company Secretary

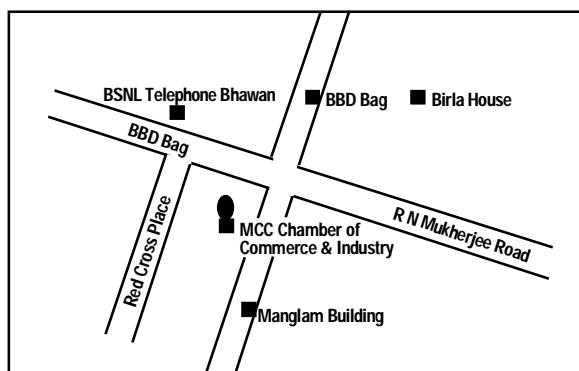
Additional Information of the Directors seeking appointment/re-appointment at the Annual General Meeting in pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 :

Name of the Director	Smt. Madhu Barnwal
DIN	07150790
Date of Birth	07/081986
Date of Appointment	30/03/2015
Qualification	B. Com and holds a valid certificate from National Stock Exchange's Certification in Financial Market (NCFM) in Equity (Cash) segment and Derivative segment.
Expertise	Smt. Barnwal has a vast experience in corporate and investment matters.
Directorship of other public companies (*) (As at 31st March, 2016)	ATN International Ltd. Silicon Valley Infotech Ltd. CMS Finvest Ltd. Manglam India Ltd. Niharika India Ltd. Amluckie Investment Co. Ltd. Helard Commerce Ltd.
Chairman / Membership in the Committees of other public companies (**)	—
Shareholding in Equity and % of holding	—

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

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

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



DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the Thirty-First Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2016.

1. FINANCIAL HIGHLIGHTS

The financial performance of the Company, for the year under review are given below :

Particulars	Year ended 31.03.2016 (in Rs.)	Year ended 31.03.2015 (in Rs.)
Profit before Tax and exceptional items	94,523.74	821,839.98
Exceptional Items	19,256.00	—
Profit before tax	75,267.74	821,839.98
Tax Expense : (1) Current Tax	—	662,000.00
Profit after Tax	75,267.74	159,839.98
Previous year adjustment	—	—
Profit for the year	75,267.74	159,839.98

2. DIVIDEND & RESERVE

During the year under review, the Board have decided not to recommend any dividend and Rs. 15053.55/- has been transferred to reserve fund under section 45 IC of RBI Act, 1934 for the year ended 31st March, 2016.

3. PERFORMANCE REVIEW

During the year under review, your Company has earned a profit of Rs. 75,267.74. Your Directors are making all efforts to improve the performance of the Company further in future.

4. CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2016.

5. SHARE CAPITAL

The paid up equity capital as on March 31, 2016 was Rs. 1106.09 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor has granted stock options or sweat equity.

6. SUBSIDIARY/JOINT VENTURE/ASSOCIATE

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

7. LISTING OF EQUITY SHARES

The Equity Shares of your Company are presently listed on three Indian Stock Exchanges viz. National Stock Exchange (NSE), Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE). The

reason for suspension of shares of the Company from trading in CSE has not been communicated and your directors are taking necessary steps for the same.

Listing fees for the financial year 2016-17 have been paid to Stock Exchanges. The Company has also paid the annual custodian fees to NSDL & CDSL for the Securities of the Company held in dematerialized mode with them for the year 2016-17.

8. FIXED DEPOSITS

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

9. LOANS, GUARANTEES AND INVESTMENTS

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

10. CORPORATE SOCIAL RESPONSIBILITY

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

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the Articles of Association of the Company and provisions of the Companies Act, 2013, Smt. Madhu Barnwal (DIN : 07150790) retire by rotation and being eligible offer herself for re-appointment. The Board recommends her re-appointment for the approval of the members.

Brief resume of Director seeking re-appointment in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015 forms part of the notice of the 31st Annual General Meeting.

Shri Manoj Saraogi ceased to be Chief Financial Officer of the Company w.e.f. close of business hours on 27th May, 2016.

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

12. BOARD EVALUATION

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

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

13. NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the financial year 2015-2016 forms part of Report on Corporate Governance.

14. INTERNAL FINANCIAL CONTROL

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. In opinion of the board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company. During the year such controls were tested and where material weaknesses

in the design or operation were observed by the auditor, new procedures will be put in place to strengthen controls in consultation with Auditor.

15. NOMINATION & REMUNERATION POLICY

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

16. VIGIL MECHANISM/WHISTLE BLOWER POLICY

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

17. RISK MANAGEMENT POLICY

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

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

18. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Directors has in place Internal Complaint Committee to review the cases filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and further state that, there were no cases reported in respect to above mentioned Act.

19. RELATED PARTIES TRANSACTION

All related party transactions that were entered into during the financial year were in the ordinary course of the business and were on arm's length basis. Thus disclosure in Form AOC-2 is not required. Further there were no materially significant related party transactions entered by the company with Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with interest of the company. The policy on Related Party transaction as approved by Board of Directors has been uploaded on the website of the Company. The web link of the same is www.bluechipind.net

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

20. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS

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

21. DIRECTOR'S RESPONSIBILITY STATEMENT

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

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- iv) the directors have prepared the annual accounts on a going concern basis.
- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

22. AUDITORS' REPORT/SECRETARIAL AUDIT REPORT

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

23. AUDITORS

• Statutory Auditors

Messrs. Deobki Bijay & Co., Chartered Accountants, Statutory Auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Board recommends the appointment of Messrs. Deobki Bijay & Co., Chartered Accountants as Statutory Auditors of the Company from conclusion of ensuing Annual General Meeting till the conclusion of Thirty-Fourth Annual General Meeting (AGM) to be held in the year 2019, subject to ratification of their appointment at every AGM. The Company has received letter from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and they are not disqualified for appointment.

• Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. B. K. Barik & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2016. The Secretarial Audit Report is annexed herewith as Annexure I.

• Internal Auditor

M/s. Dash & Associates, Chartered Accountants performs the duties of internal auditors of the company for the year ended 31st March, 2016.

24. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form MGT 9 is annexed herewith as Annexure II.

25. MATERIAL CHANGES

There have been no material changes and commitments affecting the financial position of the company, which have occurred since 31st March, 2016, being the end of the Financial Year of the Company to which financial statements relate and the date of the report.

26. FOREIGN EXCHANGE

During the period under review there was no foreign exchange earnings or out flow.

27. STATUTORY INFORMATION

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

28. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. There are no employees who are in receipt of remuneration in excess of the limit specified under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company in advance.

29. EMPLOYER EMPLOYEE RELATIONSHIP

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

30. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

As per the Listing Agreement with the Stock Exchanges, the Company has implemented the Code on Corporate Governance. The Corporate Governance compliance certificate obtained from the Auditors of the Company is attached to Report on Corporate Governance.

The Management Discussion and Analysis Report and the Report on Corporate Governance forms an integral part of this report. The Board members and Senior management personnel have confirmed compliance with the Code of conduct.

31. ACKNOWLEDGEMENTS

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

Registered Office :

10, Princep Street,
2nd Floor,

Kolkata - 700 072

Dated : 12th August, 2016

On behalf of the Board of Directors

For BLUE CHIP INDIA LIMITED

Arihant Jain
Managing Director
DIN No. 00174557

Pranab Chakraborty
Director
DIN No. 03568360

Annexure I to the Directors' Report

**Form No. MR - 3
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 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]*

The Members,

M/s. BLUE CHIP INDIA LIMITED10, Princep Street, 2nd Floor,
Kolkata - 700072

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **M/s. BLUE CHIP INDIA LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on our verification of the **M/s. BLUE CHIP INDIA LIMITED**, 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 in our opinion that the company has during the audit period covering the financial year ended on 31st March, 2016 complied with all the statutory provisions listed hereunder and also that the company has proper Board-process and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. BLUE CHIP INDIA LIMITED** ("the Company"), for the financial year ended on 31st March, 2016 according to provision of :-

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) 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;
 - (d) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India, effective from July 1, 2015.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited, BSE Ltd. and Calcutta Stock Exchange limited.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards etc mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act and Listing Agreement.

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.

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.

Place : Kolkata
Date : 28.05.2016

For **B. K. BARIK & ASSOCIATES**
Company Secretaries
B. K. Barik
Practising Company Secretary
FCS : 5696, C.P.No. 3897

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

Annexure - A

The Members,

M/s. BLUE CHIP INDIA LIMITED

10, Princep Street, 2nd Floor,

Kolkata - 700072

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

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

For **B. K. BARIK & ASSOCIATES**

Company Secretaries

B. K. Barik

Practising Company Secretary

FCS : 5696, C.P.No. 3897

Place : Kolkata

Date : 28.05.2016

Annexure II to the Directors' Report

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS :

i)	CIN	L65991WB1993PLC060597
ii)	Registration Date	27/10/1993
iii)	Name of the Company	BLUE CHIP INDIA LIMITED
iv)	Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES
v)	Address of the Registered office and contact details	10, PRINCEP STREET, 2ND FLOOR KOLKATA - 700072 PHONE : 033-40022880 EMAIL ID : info@bluechipind.net
vi)	Whether listed company	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent	MAHESHWARI DATAMATICS PVT. LTD. 6, MANGOE LANE, 2ND FLOOR KOLKATA - 700001 PHONE : 033-2243-5809, 2248-2248 FAX : 033-2248-4787 EMAIL ID : mdpldc@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Sale of Equity Shares	64990	96.84

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1.	N.A.	N.A.	N.A.	N.A.	N.A.

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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	179600	NIL	179600	0.3247	179600	NIL	179600	0.3247	NIL
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	6198569	NIL	6198569	11.2081	6198569	NIL	6198569	11.2081	NIL
e) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other..	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1):-	6378169	NIL	6378169	11.5328	6378169	NIL	6378169	11.5328	NIL
(2) Foreign									
a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	6378169	NIL	6378169	11.5328	6378169	NIL	6378169	11.5328	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt.	1000	NIL	1000	0.0018	1000	NIL	1000	0.0018	100.00
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1):-	1000	NIL	1000	0.0018	1000	NIL	1000	0.0018	100.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	13667315	25026	13692341	24.7582	13354330	25026	13379356	24.1922	-2.2858
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	29627607	293090	29920697	54.1019	29532862	293163	29826025	53.9307	-0.3164
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5090037	NIL	5090037	9.2037	5320564	NIL	5320564	9.6205	4.5290

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
c) Others									
- Trusts	18000	NIL	18000	0.0325	18000	NIL	18000	0.0325	NIL
- Clearing Member	10201	NIL	10201	0.0184	196131	NIL	196131	0.3546	1822.6644
- NRI	193895	NIL	193895	0.3506	185095	NIL	185095	0.3347	-4.5385
Sub-total (B)(2):-	48607055	318116	48925171	88.4653	48606982	318189	48925171	88.4652	NIL
Total Public Shareholding (B) = (B)(1) + (B)(2)	48608055	318116	48926171	88.4671	48607982	318189	48926171	88.4670	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A + B + C)	54986224	318116	55304340	100.0000	54986224	318116	55304340	100.0000	NIL

(ii) Shareholding of Promoters :

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1.	Lalita Jain	179600	0.3248	NIL	179600	0.3248	NIL	NIL
2.	Bahubali Properties Ltd.	3982980	7.2019	NIL	3982980	7.2019	NIL	NIL
3.	Herald Commerce Ltd.	1885441	3.4092	NIL	1885441	3.4092	NIL	NIL
4.	Silicon Valley Infotech Ltd.	330148	0.5970	NIL	330148	0.5970	NIL	NIL
	Total	6378169	11.5329	NIL	6378169	11.5329	NIL	NIL

(iii) Change in Promoters' Shareholding (please specify, if there is no change) : NOT APPLICABLE

Sl. No.		Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	N.A.	N.A.	N.A.	N.A.
	At the End of the year	N.A.	N.A.	N.A.	N.A.

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Future Zone Entertainment Pvt. Ltd.	2469494	4.4653	—	—	—	—	2469494	4.4653
2.	Hanurang Projects Pvt. Ltd.	1942968	3.5132	—	—	—	—	1942968	3.5132
3.	Hungerford Consultants Pvt. Ltd. **	344000	0.6220	—	—	—	—	344000	0.6220
				31.03.2016	Transfer	192652	0.3483	536652	0.9704
				31.03.2016	At the end of the year	—	—	536652	0.9704
4.	Samyak International Ltd. #	371473	0.6717	—	—	—	—	371473	0.6717
5.	Ricon Infrastructures Ltd.	428600	0.7750	—	—	—	—	428600	0.7750
6.	Rangbarshi Projects Ltd.	1714375	3.0999	—	—	—	—	1714375	3.0999
7.	Snapshot Media Pvt. Ltd.	388400	0.7023	—	—	—	—	388400	0.7023
8.	Suryasakti Advisory Pvt. Ltd.	616336	1.1144	—	—	—	—	616336	1.1144
9.	S L Financial Services P. Ltd. #	226843	0.4102	—	—	—	—	226843	0.4102
10.	Suresh Kumar Gupta	500000	0.9041	—	—	—	—	500000	0.9041
11.	Aarti Singhal	600000	1.0849	—	—	—	—	600000	1.0849
12.	Sanjay Singhal	482000	0.8715	—	—	—	—	482000	0.8715

** Not in the list of Top 10 shareholders as on 01.04.2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2016.

Ceased to be in the list of Top 10 shareholders as on 31.03.2016. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2015.

(v) Shareholding of Directors and Key Managerial Personnel :

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

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

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

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

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

B. Remuneration to other Directors :

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

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total (Rs.)
		Jyoti Gupta - Company Secretary	Manoj Saraogi - CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	NIL	2,94,014.00	2,94,014.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2	Stock option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others (specify)	NIL NIL	NIL NIL	NIL NIL
5	Others, please specify	NIL	NIL	NIL
	Total	NIL	2,94,014.00	2,94,014.00

Note : The Company Secretary will receive remuneration from August, 2016.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

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

REPORT ON CORPORATE GOVERNANCE

The Company's shares are listed in National Stock Exchange, Bombay Stock Exchange and Calcutta Stock Exchange. Accordingly, the Corporate Governance Report for the year 2015-2016, has been prepared as per Clause 49 of the Listing Agreement upto 30.11.2015 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"/ "SEBI (LODR) Regulations, 2015") w.e.f 01.12.2015 :-

Para 1. CORPORATE GOVERNANCE PHILOSOPHY

Effective Corporate Governance is how an organization is managed, which includes its culture, structure, policies and manner in which it deals with its stakeholders and not just mere compliance. It also relates to processes and systems that direct the resources of the organization and strategies of the management for maximizing the wealth of the stakeholders. Your Company firmly believes that such practices are founded upon the core values of transparency, accountability, independence, responsibility and fairness.

Your Company makes best endeavor to implement these core values in all facets of its operations. The Company continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Agreement.

Para 2. BOARD OF DIRECTORS

(i) Composition of the Board :

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

The composition of the Board of Directors as on 31st March, 2016 is given below :

Sr. No.	Name of Director	Executive/ Non-Executive	No. of other		
			Directorships(+)	Committee(++)	
				Chairman	Member
1	Shri Arihant Jain - Managing Director	Executive	2	-	-
2	Shri Amiya Kumar Basu	Non-Executive & Independent	-	-	-
3	Shri Subhabrata Talukdar	Non-Executive & Independent	-	-	-
4	Shri Pranab Chakraborty	Non-Executive & Independent	2	2	-
5	Smt. Madhu Barnwal	Non-Executive	7	-	-
6	Shri Subhankar Kayal*	Non-Executive	1	-	-

* Shri Subhankar Kayal was appointed by Board on August 14, 2015.

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

(++) Represents Chairmanship / Membership of the Audit Committee and Stakeholders Relationship Committee of other companies, in which they are Director.

(ii) The attendance of the Directors at the Board meetings and the last AGM held are given below :

Name of the Director	No. of Meetings		Attendance at last AGM - held on 29th September, 2015
	Held	Attended	
Shri Arihant Jain - Managing Director	5	5	Yes
Shri Amiya Kumar Basu	5	5	Yes
Shri Subhabrata Talukdar	5	5	Yes
Shri Pranab Chakraborty	5	5	Yes
Smt. Madhu Barnwal	5	4	Yes
Shri Subhankar Kayal	5	3	Yes

Particulars of the Directors to be re-appointed at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 is given in the Notice of 31st Annual General Meeting of the Company.

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

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

In terms of the Listing Agreement, none of the directors of your Company were Members in more than 10 (ten) committees nor acted as chairman of more than 5 (five) committees across all companies in which they were Directors. Details of other directorships/committee membership/chairmanship held by them are given in Para 2(i) above.

(iv) Number of Board meetings held, dates on which held :

As per the Listing Regulations, the Board of Directors must meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.

During the financial year 2015-2016, Board met 5 (Five) times on 29.04.2015, 29.05.2015, 14/08/2015, 13.11.2015, and 12.02.2016. The gap between any two Board Meetings did not exceed one hundred and twenty days.

(v) Familiarisation Programme for Directors :

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

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

(vi) Independent Directors' Meeting :

During the year under review, a separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of the Management, was held on 13th November, 2015, as required under Companies Act, 2013 and Listing Regulations. All Independent Directors were present at the meeting to review the performance of Non-Independent Directors and the Board as a whole,

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

Para 3. AUDIT COMMITTEE

(i) Brief description of the terms of reference :

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

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

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

(ii) Composition and Name of members :

The Audit Committee, presently, consists of 3 (three) Independent Members. The following directors are the present Members of the Committee :

Name of the Members	Designation	Nature of Membership
Shri Subhabrata Talukdar	Chairman	Independent & Non-Executive
Shri Amiya Kumar Basu	Member	Independent & Non-Executive
Shri Pranab Chakraborty	Member	Independent & Non-Executive

All the Members of the Audit Committee are financially literate and Shri Subhabrata Talukdar, Chairman possesses financial /accounting expertise. Ms. Jyoti Gupta, Company Secretary acts as the Secretary to the Audit Committee.

(iii) Meetings held and attendance during the year :

During the financial year 2015-2016, the Audit Committee met 5 (Five) times on 28/04/2015, 28/05/2015, 13/08/2015, 12/11/2015 and 11.02.2016.

Sr. No.	Members of Audit Committee	No. of meetings held	No. of meetings attended
1	Shri Subhabrata Talukdar	5	5
2	Shri Amiya Kumar Basu	5	5
3	Shri Pranab Chakraborty	5	5

Para 4. NOMINATION AND REMUNERATION COMMITTEE**Brief description of the terms of reference :**

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

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

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

(i) Composition and Name of members :

The Nomination & Remuneration Committee, presently, comprises of 3 (Three) Non-Executive and Independent Directors. The following directors are the present Members of the Committee :

Name of the Members	Designation	Nature of Membership
Shri Pranab Chakraborty	Chairman	Independent & Non-Executive
Shri Subhabrata Talukdar	Member	Independent & Non-Executive
Shri Amiya Kumar Basu	Member	Independent & Non-Executive

(ii) Meetings held and attendance during the year :

During the financial year 2015-16, the Nomination & Remuneration Committee met on 12.08.2015.

Members of the Members	No. of meetings held	No. of meetings attended
Shri Pranab Chakraborty	1	1
Shri Subhabrata Talukdar	1	1
Shri Amiya Kumar Basu	1	1

(iii) The details of remuneration/sitting fee paid to Directors :

No remuneration/sitting fee has been paid to any Director during the year.

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

- The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors (Board) and for Key Managerial Personnel (KMP) and other employees. The expression KMP shall have the same meaning as defined under Companies Act, 2013. This policy also provides a framework for identification of persons who are qualified to become directors and who may be appointed as senior management for recommendation of their appointment to the Board.
- This policy has been framed by the Nomination and Remuneration Committee of the Board of Directors and based on its recommendation, approved by the board of directors of the Company.
- The policy may be reviewed by the Nomination and Remuneration Committee of the Board of Directors.

Criteria for determining qualification

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

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

Independence Review Criteria

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

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

Principles of Remuneration

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

- Long-term value creation.
- Remunerate achievement of results on the basis of prudent, responsible risk bearing.
- Attract and retain the best professionals.
- Reward the level of responsibility and professional path.
- Ensure equity in the Company and competitiveness outside it.
- Ensure transparency in its remuneration policy

Remuneration to Non-Executive Directors

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

Remuneration to Executive Directors

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

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

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

Evaluation of Individual Directors & Board

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

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

Criteria for Performance Evaluation are as under :**For Board -**

- degree of fulfillment of key responsibilities

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

For Directors -

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

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

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

Committee -

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

AMENDMENTS TO THIS POLICY

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

Para 5. STAKEHOLDERS RELATIONSHIP COMMITTEE**Brief description of the terms of reference :**

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

- a. Transfer of shares
- b. Transmission of shares

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

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

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

(i) Composition and name of the Chairman :

The Committee is being headed by Shri Amiya Kumar Basu, a Non- Executive Independent Director. The Committee comprises of the following persons :

Name of the Members	Designation	Nature of Membership
Shri Amiya Kumar Basu	Chairman	Independent & Non-Executive
Shri Subhabrata Talukdar	Member	Independent & Non-Executive
Shri Pranab Chakraborty	Member	Independent & Non-Executive

(ii) Meetings held and attendance during the year :

During the financial year 2015-2016, the Stakeholders Relationship Committee met 2 (Two) times on 17.06.2015 and 19.01.2016.

Sr. No.	Name of the Members	No. of meetings held	No. of meetings attended
1	Shri Amiya Kumar Basu	2	2
2	Shri Subhabrata Talukdar	2	2
3	Shri Pranab Chakraborty	2	2

(ii) Name and designation of compliance officer :

As per the requirements of the Listing Regulations, Ms Jyoti Gupta, Company Secretary acts as the Compliance Officer.

(iii) to (iv) Details of the shareholders' complaints received and resolved during the year 2015-16 :

No. of complaints received	No. of complaints resolved	Pending
Nil	Nil	Nil

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

As on 31st March 2016, there were no pending complaints.

Para 6. GENERAL BODY MEETINGS**(i) Location and Time of last three Annual General Meeting (AGM) :**

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

Year	Date	Location	Time
2014-15	29.09.2015	"Somani Conference Hall" Merchants Chamber of Commerce, 15B Hemanta Basu Sarani, Kolkata - 700 001	9.30 A.M.
2013-14	26.09.2014	"Somani Conference Hall" Merchants Chamber of Commerce, 15B Hemanta Basu Sarani, Kolkata - 700 001	9.30 A.M.
2012-13	26.09.2013	"Somani Conference Hall" Merchants Chamber of Commerce, 15B Hemanta Basu Sarani, Kolkata - 700 001	10.00 A.M.

(ii) Details of special resolutions passed in the previous three AGMs :

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

(iii) Special resolution passed during the financial year 2015-16 through the Postal ballot :

No special resolution was passed through postal ballot during the financial year 2015-16.

(iv) Postal ballot during the current year :

For the financial year 2016-17, if resolutions are to be conducted through the Postal Ballot procedure, those will be taken up at the appropriate time.

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

During the financial year 2015-2016, the Company had not entered into any materially significant transaction with any related party that may have potential conflict with the interests of the Company at large. The Directors and KMPs have no direct, indirect or on behalf of third party, material interest in any transaction or matter directly affecting the company. The Omnibus approval of the Audit Committee is taken for all proposed Related Party Transactions. The transactions with related parties, in normal course of business, have been disclosed separately in the Notes on Accounts.

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

(ii) Accounting treatment :

In view of the management, all applicable accounting standards are being followed for preparation of financial statements.

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

The Company has complied with all the requirements of the Listing Agreement with Stock Exchange as well as the Regulations and Guidelines prescribed by Securities and Exchange Board of India (SEBI). No penalties or strictures have been imposed by Stock Exchange, SEBI or any other statutory authority, on any matter relating to capital markets, during last three years.

(iv) Whistle Blower Policy :

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

(v) Disclosures regarding weblink of the Company :

During the year ended 31st March, 2016, the Company does not have any material listed/unlisted subsidiary companies as defined in Listing Regulations, therefore the Company has not formed as of now any such policy on Material Subsidiaries.

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

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

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

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

There has been no such non compliance of any requirement of Corporate Governance Report.

(viii) Details of compliance with the mandatory requirements :

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

(ix) Confirmation :

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

(x) Demat Suspense account/unclaimed suspense account :

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

Para 8. MEANS OF COMMUNICATION**(i) Quarterly results :**

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

(ii) Newspapers wherein results are normally published :

The Financial Results of the Company are published in "Business Standard" and in "Dainik Lipi".

(iii) Any website, where displayed :

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

Full Annual Reports for the financial year 2015-16, financial results, Shareholding pattern and other relevant information are also available on the website of the company in a user-friendly and downloadable form.

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

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

(v) SCORES

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

Para 9. GENERAL SHAREHOLDER INFORMATION**(i) AGM : Date, time and venue :**

The forthcoming Annual General Meeting of the Company will be held as given below :

Date & Time	27th September, 2016 at 9.30 a.m.
Venue	"Somani Conference Hall" Merchants' Chamber of Commerce, 15B, Hemanta Basu Sarani Kolkata - 700 001

(ii) Financial year :

Financial Year is 1st April, 2016 to 31st March, 2017 and the quarterly results will be declared as per the following schedule :

Tentative schedule	
Financial Results for the quarter ending June 30, 2016	Second week of August 2016
Financial Results for the quarter ending September 30, 2016	Second week of November 2016
Financial Results for the quarter ending December 31, 2016	Second week of February 2017
Financial Results for the year ending March 31, 2017	End of May 2017
AGM for the year ending March 31, 2017	End of September 2017

(iii) Date of Book closure :

The Company's Register of Members and Share Transfer Books will remain closed from Wednesday, 21st day of September, 2016 to Tuesday, 27th day of September, 2016 (both days inclusive).

(iv) Dividend Payment Date :

No dividend has been recommended by the Board for the year under review.

(v) Listing on Stock Exchanges :

Your Company's shares are listed on the following stock exchanges as on 31st March, 2016.

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

Listing fees for the financial year 2016-17 have been paid to Stock Exchanges.

(vi) Stock Code :

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

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

Months (2015-16)	National Stock Exchange (in Rs.)		Bombay Stock Exchange (in Rs.)	
	High	Low	High	Low
April	0.30	0.20	0.24	0.22
May	0.30	0.20	0.26	0.22
June	0.25	0.15	0.29	0.25
July	0.40	0.15	0.26	0.20
August	0.40	0.25	0.36	0.27
September	0.25	0.20	0.31	0.28
October	0.35	0.25	0.34	0.29
November	0.35	0.25	0.32	0.30
December	0.40	0.25	0.37	0.30
January	0.55	0.35	0.49	0.38
February	0.55	0.45	0.53	0.49
March	0.65	0.50	0.67	0.52

(viii) Registrar and Transfer Agents :

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

Maheshwari Datamatics Private Limited
 6, Mangoe Lane, 2nd Floor,
 Kolkata - 700 001.
 Tel No : (033) 2243-5809, 2248-2248
 Fax No : (033) 2248-4787
 Email: mdpldc@yahoo.com

(ix) Share Transfer System :

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

(x) Distribution of Shareholding :

The distribution of shareholding as on 31st March 2016, pursuant to Regulation 31(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is as under :

A. Shareholding Pattern of Equity Shares as on 31st March, 2016 :

	Categories	No. of Shares held	% of Shareholding
A	Promoters & Promoter Group		
1.	Indian		
	a) Individuals/Hindu Undivided Family	179,600	0.3247
	b) Bodies Corporate	6,198,569	11.2081
	Sub-total A(1)	6,378,169	11.5329
2.	Foreign	NIL	NIL
	Sub-total A(2)	NIL	NIL
	Total Shareholding of Promoter & Promoter Group A=(A)(1)+(A)(2)	6,378,169	11.5329
B.	Public Shareholding		
1.	Institutions :		
	a) Central Government/State Government(s)	1,000	0.0018
	Sub-total B(1)	1,000	0.0018
2.	Non-Institutions		
	a) Individual Shareholders	35,146,589	63.5512
	b) Bodies Corporate	13,379,356	24.1922
	c) Others		
	- Clearing Member	196,131	0.3546
	- Non Resident Individual	185,095	0.3347
	- Trusts	18,000	0.0325
	Sub-total B(2)	48,925,171	88.4653
	Total Public Shareholding B=(B)(1)+(B)(2)	48,926,171	88.4671
	GRAND TOTAL (A) + (B)	55,304,340	100.0000

B. Distribution of Equity Shareholding as on 31st March, 2016 :

Share Holding	Holders	Percentage	No. of Shares	Percentage
1 to 500	6310	41.9967	1572433	2.8432
501 to 1000	3516	23.4010	3351432	6.0600
1001 to 2000	2009	13.3710	3535057	6.3920
2001 to 3000	773	5.1448	2099717	3.7967
3001 to 4000	412	2.7421	1553187	2.8084
4001 to 5000	718	4.7787	3535251	6.3924
5001 to 10000	706	4.6988	5646559	10.2100
10001 and above	581	3.8669	34010704	61.4974
Grand Total	15025	100.0000	55304340	100.0000

(xi) Dematerialisation of shares and liquidity :

As on 31st March, 2016, 99.42% of the total equity capital was held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited.

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

As of 31st March 2016, there are no outstanding GDRs/ADRs/Warrants or convertible instruments which are likely to have an impact on the Equity Shares.

(xiii) Plant Locations :

The Company does not have any plant.

(xiv) Address for correspondence :

Investors' correspondence may be addressed to :-

1. The Compliance Officer
Blue Chip India Limited
10, Princep Street, 2nd Floor,
Kolkata 700 072
Tel No. (033) 40022880
E-mail : info@bluechipind.net
CIN : L65991WB1993PLC060597
2. Maheshwari Datamatics Private Limited
6, Mangoe Lane, 2nd Floor,
Kolkata - 700 001
Ph No. (033) 2243-5809, 2248-2248
Fax No. (033) 2248-4787
Email: mdpldc@yahoo.com

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

RECONCILIATION SHARE CAPITAL AUDIT :

The Company Secretary in practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT :

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

RISK MANAGEMENT POLICY :

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

CODE OF CONDUCT :

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel and the said code is uploaded on the Company's website at www.bluechipind.net. The Directors and Senior Management Personnel have affirmed the compliance with the same for the financial year 2015-2016. A declaration to this effect is given below.

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

I, Arihant Jain, Managing Director of **BLUE CHIP INDIA LIMITED** having its registered office at 10, Princep Street, 2nd Floor, Kolkata - 700 072 hereby declare that all Board Members and Senior Management Personnel have affirmed the compliance of the Code for the financial year 2015-2016.

Place : Kolkata

Dated : 28th May, 2016

For Blue Chip India Limited

Arihant Jain
Managing Director
DIN : 00174557

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**To the Members of Blue Chip India Limited**

We have examined the compliance of conditions of Corporate Governance by Blue Chip India Limited ('the Company') for the year ended on 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges for the period 1st April, 2015 to 30th November, 2015 and as per the relevant regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period 1st December, 2015 to 31st March, 2016.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations as applicable and no investor grievances are pending as on 31st March, 2016 against the Company as per the records maintained by the Company.

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

Place : Kolkata

Dated : 28th May, 2016

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
CA. D. N. Agrawal
Partner
Membership No. 051157

CERTIFICATION BY MANAGING DIRECTOR

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

We hereby certify that for the financial year, ending 31st March, 2016, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that :-

- a. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2016 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. 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 they have taken or propose to take to rectify these deficiencies.
- d. We have indicated, based on our most recent evaluation, wherever applicable, to the auditor and audit committee.
 - i. There has not been any significant changes in internal control over financial reporting during the year under reference.
 - ii. There has not been significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. We are not aware of any instance during the year of significant fraud with involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Blue Chip India Limited

Arihant Jain

Managing Director

DIN : 00174557

Place : Kolkata

Dated : 28th May, 2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview :

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

Industry Structure and Development – Overview :

NBFC's play a vital role in the context of Indian economy. They are indispensable part in the Indian financial system because they supplement the activities of banks in terms of deposit mobilization and lending. They supplement the role of the banking sector in meeting the increasing financial needs of the corporate sector, delivering the credit to the unorganized sector and to the small local borrowers. NBFC's has flexible structure than banks. Their flexible structure helps in broadening the market by providing the saver and investor a bundle of services on competitive basis.

With virtually all finance company business lines coming under greater competitive pressure, defining strategic initiatives and backing each with the necessary resources has become imperative for success. On the consumer side of the business, the ability to compete in various product offerings often is dictated by operational efficiencies and economies of scale. In this respect NBFC's face problems of high cost of funds because they lack the nation wide branch network and have a comparatively lower Tier-I and Tier- II capital base.

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

Opportunities, threats, risks and concerns :

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

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

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

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

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

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

Future Outlook :

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

Internal Control Systems and their adequacy :

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

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

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

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

Financial and Operational Performance :

Please refer Directors' Report for performance review.

Cautionary Statement :

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

AUDITORS' REPORT

To
The Members of
Blue Chip India Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Blue Chip India Limited**, ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is 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 and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 requirements 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 the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2016 and its profits and its cash flows for the year ended on that date.

The financial statements of the company as at 31st March 2015 and for the year then ended were audited

by another firm of Chartered Accountants, who vide their report dated 29th May, 2015, expressed an unmodified opinion on those financial statements.

Emphasis of Matters :

- (a) Attention is drawn to Note No. 22 of financial statements related to non provision of 0.25% of standard assets as per RBI guidelines.
- (b) Attention is drawn to Note No. 23 of financial statements related to Loans & advances of Rs. 2,34,68,629/- given by the company which are outstanding since long and the management is of the opinion that the amount is fully recoverable and no provision is required.
- (c) Attention is drawn to Note No. 30 of financial statements related to income tax demand of Rs. 4,58,936/- for several years, for which no provision has been made in the accounts.

Our opinion is not modified in respect of this matter.

Report on other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) order, 2016 ("the order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
- 2. As required by section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet and the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors of the Company as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016, from being appointed as a director in terms of sub-section (2) of section 164 of Companies Act, 2013.
 - f) With respect to the adequacy of the internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The impact of pending litigations on the financial position is disclosed under note 30 contingent liabilities to financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts as at 31st March, 2016 for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Kolkata

Dated : the 28th day of May, 2016

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
CA. D. N. Agrawal
Partner
Membership No. 051157

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 of our Report of even date on the financial statements of the Blue Chip India Limited for the year ended 31st March, 2016.

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

- i. (a) The Company records for fixed assets are not updated.
- (b) Fixed assets of the Company are not physically verified by the management during the year.
- (c) Details about land are not available. Hence, we are unable to comment under this clause.
- ii. As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on such verification.
- iii. According to the information and explanations given to us the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, clause (iii) (a), (b) and (c) of the said order are not applicable.
- iv. According to the information and explanation given to us the Company has not given any Loans, Guarantees, and Security as per provisions of section 185 and 186 of the Act. The company has investments in other body corporates and as per the information and explanation given to us and based on our examination of the records of the Company, the company has complied with provisions of section 185 and 186 of the Act.
- v. According to the information and explanation given to us the Company has not accepted any deposits from the public.
- vi. Maintenance of cost records is not specified by the Central Government under sub section (1) of section 148 of Companies Act, 2013 and hence this clause is not applicable to the Company.
- vii. a) According to the records of the Company and as per the information and explanation given to us, it has been regular in depositing undisputed statutory dues like Provident Fund, Employee State Insurance, Income Tax and other statutory dues, to the extent applicable with the appropriate authorities. The provisions related to Sales Tax, Value Added Tax, Cess, Duty of Custom, Duty of Excise are not applicable to the Company.

According to the information and explanations given to us, no undisputed amount payable in respect of statutory dues other than Income Tax of Rs. 4,58,936/- were outstanding at the year end for a period of more than six months from the date they become payable.

- b) Details of dues of income tax which have not been deposited as on 31st March, 2016 on account of disputes are given below :

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum
Income Tax Act, 1961	Income Tax Demands	7,25,990/-	F.Y. 2011 - 12	CIT (Appeals)
Income Tax Act, 1961	Income Tax Demands	2,87,130/-	F.Y. 2012 - 13	CIT (Appeals)

- viii. On the basis of records examined by us and the information and explanation given to us the Company has no borrowing from financial institutions, Banks and debenture holders. Hence, comment on this clause of the said order is not applicable
- ix. The Company has not raised any money by way of initial public offer or further public offer or term loan during the year. Hence, this clause is not applicable.
- x. During the courses of our examination of the books and record of the Company, carried out in accordance with the generally accepted audit practice in India, and according to the information and explanation given to us, we have neither come across instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such by the management.
- xi. According to the information and explanation given to us, no managerial remuneration has been paid by the Company, so provision of section 197 of Companies Act, 2013 is not applicable to the Company.
- xii. The Company is not a Nidhi Company and hence this clause is not applicable to the Company.
- xiii. According to the information and explanation given to us and based on our examination of the records of the Company, the company has complied with provisions of section 177 and 188 of the Companies Act, 2013 in relation to all transactions entered into with the related parties and the details have been disclosed, as required by the applicable accounting standards, in the financial statements.
- xiv. As per information & explanation given to us, the Company has not made any preferential allotment or private placement of shares nor fully partly convertible debentures during the year under review; as such provisions of section 42 of the Companies Act, 2013 are not applicable to the company.
- xv. To the best of our knowledge and belief and as per the information and explanation given to us, the Company has not entered into any non cash transactions with directors or persons connected with him.
- xvi. The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place : Kolkata

Dated : the 28th day of May, 2016

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
CA. D. N. Agrawal
Partner
Membership No. 051157

Annexure B to the Independent Auditor's Report

Referred to in paragraph 2(f) of our Report of even date on the financial statements of the Blue Chip India Limited for the year ended 31st March, 2016.

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

We have audited the internal financial controls over financial reporting of **Blue Chip India Limited** ("the Company"), as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Adverse Opinion

According to the information and explanation given to us and based on our audit, the following material weaknesses has been identified in the operating effectiveness of the Company's Internal Financial Control Over Financial Reporting as at March 31, 2016 :

- i. The Company's Internal Control System for updating fixed assets records and physical verification thereof were not operating effectively which could potential result in material misstatement of the company's fixed assets balances.
- ii. The Company's Internal Control System for reconciliation of income tax dues were not operating effectively, which could potentially result in material misstatement of Company's tax payable/receivable account balances.

A 'material weakness' is a deficiency , or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the company has, in all material respects, maintained adequate internal financial Controls over financial reporting as of March 31, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India, and because of the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company's internal financial control over financial reporting were not operating effectively as of March 31, 2016.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2016 financial statement of the company, and these material weaknesses do not affect our opinion on the financial statements of the company.

Place : Kolkata

Dated : the 28th day of May, 2016

For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Regn. No. 313105E
CA. D. N. Agrawal
Partner
Membership No. 051157

BALANCE SHEET as at 31st March, 2016

		(Amount in Rs.)	
<u>Particulars</u>	<u>Note No.</u>	<u>As at 31.03.2016</u>	<u>As at 31.03.2015</u>
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	110,608,680.00	110,608,680.00
(b) Reserves and Surplus	3	(97,234,264.43)	(97,024,991.24)
(2) Non-Current Liabilities			
(a) Other Long term Liabilities	4	16,825,740.00	18,825,480.00
(3) Current Liabilities			
(a) Trade Payables	5	50,349,247.00	48,965,269.99
(b) Other Current Liabilities	6	2,321,111.76	2,296,259.83
Total		82,870,514.33	83,670,698.58
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	7	1,469,304.50	1,815,005.43
(b) Deferred tax assets (net)		15,629,893.00	15,629,893.00
(c) Long term Loans & Advances	8	28,560,196.22	32,373,103.22
(2) Current Assets			
(a) Inventories	9	35,360,355.01	33,018,980.39
(b) Trade receivables	10	247,998.99	92,540.33
(c) Cash and cash equivalents	11	385,885.13	169,589.73
(d) Other current assets	12	1,216,881.48	571,586.48
Total		82,870,514.33	83,670,698.58
Significant Accounting Policies	1		
Notes to Accounts	2 to 36		

As per our Report of even date
For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Registration No. 313105E

CA. D. N. Agrawal
Partner

Place : Kolkata

Date : 28th May, 2016

Membership No. 051157

Arihant Jain
Managing Director
DIN No. 00174557

Pranab Chakraborty
Director

Jyoti Gupta
Company Secretary

DIN No. 03568360

STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2016

(Amount in Rs.)				
<u>Sr. No.</u>	<u>Particulars</u>	<u>Note No.</u>	<u>As at 31.03.2016</u>	<u>As at 31.03.2015</u>
I.	Revenue from operations	13	21,634,909.18	72,714,140.80
II.	Other Income	14	705,891.66	550,316.03
III.	Total Revenue		22,340,800.84	73,264,456.83
IV.	Expenses			
	Cost of shares purchased	15	21,148,984.30	67,121,924.61
	Changes in inventories of Shares	16	(2,341,374.62)	115,508.88
	Employee Benefit Expense	17	1,151,813.00	1,206,193.00
	Depreciation	7	193,662.00	1,332,419.92
	Other Expenses	18	2,093,192.42	2,666,570.44
	Total Expenses		22,246,277.10	72,442,616.85
V.	Profit before tax and exceptional items		94,523.74	821,839.98
VI.	Exceptional Items		19,256.00	—
VII.	Profit before tax		75,267.74	821,839.98
VIII.	Tax expense :			
	(1) Current Tax		—	662,000.00
IX.	Profit/(Loss) after tax		75,267.74	159,839.98
	Add : Previous Year Adjustment		—	—
X.	Profit/(Loss) for the year		75,267.74	159,839.98
XI.	Earning per equity share :			
	(1) Basic & Diluted (in Rs.)		0.00	0.00

Significant Accounting Policies 1
Notes to Accounts 2 to 36

As per our Report of even date		Arihant Jain
For DEOKI BIJAY & CO.		<i>Managing Director</i>
Chartered Accountants		DIN No. 00174557
Firm Registration No. 313105E		
Place : Kolkata	CA. D. N. Agrawal	Pranab Chakraborty
	<i>Partner</i>	<i>Director</i>
Date : 28th May, 2016	Membership No. 051157	DIN No. 03568360
	Jyoti Gupta	
	<i>Company Secretary</i>	

CASH FLOW STATEMENT for the year ended 31st March, 2016

DESCRIPTION	Year ended 31st March, 2016 (Rs.)	Year ended 31st March, 2015 (Rs.)
A. Cash Flow from Operating Activities		
Net Profit, Before Tax & Extraordinary Items	94,523.74	821,839.98
Depreciation	193,662.00	1,332,419.92
Previous Year Adjustment	(19,256.00)	—
Operating Profit before Working Capital Changes	268,929.74	2,154,259.90
<i>Changes in Working Capital</i>		
Inventories	(2,341,374.62)	115,508.88
Trade Receivables	(155,458.66)	468,469.76
Long Term Loan and Advances	3,812,907.00	(6,875,808.00)
Other Current Assets	(645,295.00)	(352,524.00)
Trade payable	1,383,977.01	7,253,955.29
Other Current Liabilities	24,851.93	(10,646.29)
Other Long Term Liabilities	(1,999,740.00)	(3,411,035.01)
Net Cash from Operating Activities (A)	348,797.40	(657,819.47)
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(132,502.00)	—
Net Cash Flow from Investing Activities (B)	(132,502.00)	—
C. Cash Flow from Financing Activities		
	—	—
	—	—
Net Increase in Cash and Cash Equivalents (A+B+C)	216,295.40	(657,819.47)
Cash and Cash Equivalents (Opening Balance)	169,589.73	827,409.20
Cash and Cash Equivalents (Closing Balance)	385,885.13	169,589.73

As per our Report of even date
For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Registration No. 313105E

CA. D. N. Agrawal
Partner

Place : Kolkata

Date : 28th May, 2016

Membership No. 051157

Arihant Jain
Managing Director
DIN No. 00174557

Pranab Chakraborty
Director

DIN No. 03568360

Jyoti Gupta
Company Secretary

Notes on Financial Statement for the year ended 31st March, 2016**Note 1 : Significant Accounting Policies****(i) COMPANY INFORMATION :**

Blue chip India Limited is a public company, incorporated in India and regulated by the Reserve Bank of India as an Non Banking Finance - Non deposit taking company (NBFC-ND). The Company is engaged in financing by way of loans, asset management and investment Banking.

(ii) BASIS OF ACCOUNTING :

- (a) The financial statements of the Company are prepared under historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014, (as amended). The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year, except for the change in accounting policy explained below:

Change in Accounting Policy**Depreciation on Fixed Assets**

Till the year ended 31st March 2015, depreciation was provided on SLM basis at the rates and in the manner prescribed in schedule XIV of the Companies Act 1956. From the Current year Company has replaced Schedule IV, and now charging depreciation at the rates and method prescribed in the Companies Act, 2013.

Had the company continued its earlier policy of charging depreciation as per schedule XIV of the Companies Act, 1956, Profits for the current year would have been higher by Rs. 2,84,540.93/-.

- (b) All assets and liabilities has been classified as current and noncurrent as per the company normal operating cycle & other criteria set out in the schedule III of the company's act 2013.
- (c) Further the company follows prudential norms for income recognition and assets Classification as prescribed by the Reserve bank of India (RBI) for Non banking Financial Companies.

(iii) USE OF ESTIMATES :

The preparation of financial statements in conformity with generally accepted accounting principles (Indian GAAP) requires management to make judgements, estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities on the Balance Sheet date of financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized as and when, the results are known / materialized.

(iv) REVENUE RECOGNITION :

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and revenue can be reliably measured. Interest Income is recognized on a time proportion basis, taking into account the amount outstanding and the interest rate applicable. The Profit /Loss on

trading of Investment is recognized at the time of actual sale of Investments. All the Income & expenditures are accounted for on accrual basis except Dividend which is recognized when right to receive is established.

(v) INVESTMENT :

Investments intended to be held for more than one year are classified as Non Current Investment and others as current Investment. Investments in quoted and unquoted shares has been classified as current investment. Quoted equity shares are valued at cost or market value whichever is lower, where as unquoted equity shares are valued at cost or break up value(fair value) whichever is lower.

(vi) INVENTORIES :

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

(vii) TAXATION :

Income Tax Expenses comprises of current tax and deferred tax charges or credit. Provision for current tax is made on the basis of assessable income at the tax rate applicable in the relevant year. The deferred tax charge or credit is recognised using current tax rates. When there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Others deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred tax assets / liabilities are reviewed as at each balance sheet date based on development during the year to reassess realisation/liabilities.

(viii) RETIREMENT BENEFITS :

Provision for retirement benefits has not been made as no employee has put in the qualifying period of service for entitlement of the benefits.

(ix) FIXED ASSETS :

Fixed Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation , less accumulated depreciation and impairment loss, if any. The Cost of Tangible assets comprises its purchase price, borrowing cost, and any other cost directly attributable to bringing the asset to its working condition for its intended use , net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

(x) CASH FLOW STATEMENT :

Cash flows are reported using the indirect method whereby cash flows from operating, investing and financing activities of the Group are segregated and profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

(xi) PROVISIONS AND CONTINGENCIES :

Contingent Assets are neither recognized nor disclosed in the financial statements. Contingent liabilities are not provided for and are disclosed by way of notes.

(xii) EARNING PER SHARE :

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

Notes on Financial Statement for the year ended 31st March, 2016 (Contd.)

(Amount in Rs.)

Sr. No.	Particulars	As at 31.03.2016	As at 31.03.2015
Notes : 2 Share Capital			
1 AUTHORIZED CAPITAL			
	107,500,000 (Previous Year 107,500,000)		
	Equity Shares of Rs. 2/- each.	215,000,000.00	215,000,000.00
		215,000,000.00	215,000,000.00
2 ISSUED, SUBSCRIBED & PAID UP CAPITAL			
	55,304,340 (Previous Year 55,304,340) Equity		
	Shares of Rs. 2/- each fully paid up in Cash	110,608,680.00	110,608,680.00
	Total	110,608,680.00	110,608,680.00

Note : 2a Shareholders holding more than 5%

	As at 31-03-2016		As at 31-03-2015	
	No. of Shares	%	No. of Shares	%
1 Bahubali Properties Ltd	3,982,980	7.20%	3,982,980	7.20%
Total	3,982,980	7.20%	3,982,980	7.20%

Note : 2b Reconciliation of number of shares outstanding at the beginning and at the end of the year

	As at 31-03-2016		As at 31-03-2015	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
Number of Shares at the beginning of the year	55,304,340	110,608,680.00	55,304,340	110,608,680.00
Outstanding at the end of the year	55,304,340	110,608,680.00	55,304,340	110,608,680.00

Note : 2c Terms of Issue

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

Notes on Financial Statement for the year ended 31st March, 2016 (Contd.)

(Amount in Rs.)

Sr. No.	Particulars	As at 31.03.2016	As at 31.03.2015
Notes : 3 Reserve & Surplus			
1	Amalgamation Reserve (A)	12,831,689.45	12,831,689.45
2	Reserve Fund		3,974,640.00
	Opening Balance	3,974,640.00	—
	Add: Transfer to RBI Fund	15,053.55	—
	Less: Impact of adoption of Schedule-II	284,540.93	—
	Closing Balance (B)	3,705,152.62	—
3	Share Premium	27,393,500.00	27,393,500.00
4	Surplus /(deficit) in statement of Profit & Loss		
	Balance as per last account	(141,224,820.69)	(141,384,660.67)
	Add : Net Profit/(Loss) for the period	75,267.74	159,839.98
	Less: Transfer to RBI Fund	15,053.55	—
	Closing Balance (C)	(113,771,106.50)	(113,831,320.69)
	Total	(97,234,264.43)	(97,024,991.24)
Notes : 4 Other Long Term Liabilities			
1	Advance Received	16,825,740.00	18,825,480.00
	Total	16,825,740.00	18,825,480.00
Notes : 5 Trades Payable			
1	Trade Payables	50,349,247.00	48,965,269.99
	Total	50,349,247.00	48,965,269.99
Notes : 6 Other Current Liabilities			
1	Income Tax Payable	56,853.00	56,853.00
2	Outstanding Liabilities	307,549.76	276,344.83
3	Fringe Benefit Tax Payable	—	7,110.00
4	Sundry Creditors for Expenses	1,955,952.00	1,955,952.00
5	Tax Deducted at Source Payable	757.00	—
	Total	2,321,111.76	2,296,259.83

Notes on Financial Statement for the year ended 31st March, 2016 (Contd.)**Notes : 7****FIXED ASSETS (Tangible Assets)**

(Amount in Rs.)

PARTICULARS	G R O S S B L O C K			D E P R E C I A T I O N			N E T B L O C K			
	Balance as at 01.04.2015	Addition	Sales/ Adjustment	Balance as at 31.03.2016	Upto 01.04.2015	For the year	Sales/ Adjustment	Upto 31.03.2016	Balance as at 31.03.2016	Balance as at 31.03.2015
Land	1,000,000.00	—	—	1,000,000.00	—	—	—	—	1,000,000.00	1,000,000.00
Electrical Installation	252,163.00	—	—	252,163.00	118,783.07	22,956.77	55,894.16	197,634.00	54,529.00	133,379.93
Office Equipment	1,569,895.00	—	—	1,569,895.00	1,491,400.00	—	—	1,491,400.00	78,495.00	78,495.00
Furniture & Fixtures	2,237,350.00	—	—	2,237,350.00	1,634,219.50	153,934.23	228,646.77	2,016,800.50	220,549.50	603,130.50
Computer	—	132,502.00	—	132,502.00	—	16,771.00	—	16,771.00	115,731.00	—
TOTAL	5,059,408.00	132,502.00	—	5,191,910.00	3,244,402.57	193,662.00	284,540.93	3,722,605.50	1,469,304.50	1,815,005.43
Previous Year	5,059,408.00	—	—	5,059,408.00	1,911,982.65	1,332,419.92	—	3,244,402.57	1,815,005.43	3,147,425.35

Notes on Financial Statement for the year ended 31st March, 2016 (Contd.)

(Amount in Rs.)

Sr. No.	Particulars	As at 31.03.2016	As at 31.03.2015
Notes : 8 Long Term Loans & Advances			
Unsecured, Considered Goods			
1	Security Deposit	40,000.00	40,000.00
2	Advance to Others	11,238,357.00	14,847,214.00
3	Advance to Staff	114,391.00	87,441.00
4	Long Term Loan	17,167,448.22	17,398,448.22
	Total	28,560,196.22	32,373,103.22

(Amount in Rs.)

Sr. No.	Particulars	No. of Share	As at 31.03.2016	No. of Share	As at 31.03.2015
Notes : 9 Inventories					
	Quoted Shares	1,518,105	35,213,731.01	1,564,022	32,959,356.39
	Unquoted Shares	6,274	146,624.00	5,740	59,624.00
	Total	1,524,379	35,360,355.01	1,569,762	33,018,980.39
	MARKET VALUE OF QUOTED SHARE		59,722,749.72		51,578,150.96

(Amount in Rs.)

Sr. No.	Particulars	As at 31.03.2016	As at 31.03.2015
Notes : 10 Trade Recievables			
1	Unsecured, Considered Good		
	More than six month from the date they are due for payment	91,931.55	91,931.55
	Other Debts	156,067.44	608.78
	Total	247,998.99	92,540.33

Notes : 11 Cash & Cash Equivalent

1 Cash-in-Hand		
Cash Balance	66,534.69	31,506.43
Sub Total (A)	66,534.69	31,506.43
2 Balance with Banks in Current Account		
Canara Bank (Princep Street)	278,340.27	25,032.97
Oriental Bank of Commerce	—	8,264.67
Citi Bank	—	91,928.25
HDFC Bank	41,010.17	12,857.41
Sub Total (B)	319,350.44	138,083.30
Total [A + B]	385,885.13	169,589.73

Notes on Financial Statement for the year ended 31st March, 2016 (Contd.)

(Amount in Rs.)

Sr. No.	Particulars	As at 31.03.2016	As at 31.03.2015
Notes : 12 Other Current Assets			
	Tax Deducted at Sources ([Net of provision Rs. 38,26,068 (Previous Year Rs. 44,55,418)])	1,216,881.48	521,580.48
	Fringe Benefit Tax Paid	—	50,006.00
	Total	1,216,881.48	571,586.48
Notes : 13 Revenue from Operations			
1	Sale of Equity Shares	21,634,909.18	72,714,140.80
	Total	21,634,909.18	72,714,140.80
Notes : 14 Other Income			
1	Interest Received	422,066.42	361,667.00
2	Income from Intra Dat Trading in Shares	39,902.87	55,551.41
3	Dividend Received	243,922.37	133,097.62
	Total	705,891.66	550,316.03
Notes : 15 Cost of shares Purchased			
1	Quoted Shares & Unquoted Shares	21,148,984.30	67,121,924.61
	Total	21,148,984.30	67,121,924.61
Notes : 16 Change in Inventories			
1	Opening Stock	33,018,980.39	33,134,489.27
2	Closing Stock	35,360,355.01	33,018,980.39
	Total	(2,341,374.62)	115,508.88
Notes : 17 Employment Benefit Expenses			
1	Employee expenses	1,151,813.00	1,206,193.00
	Total	1,151,813.00	1,206,193.00

Notes on Financial Statement for the year ended 31st March, 2016 (Contd.)

(Amount in Rs.)

Sr. No.	Particulars	As at 31.03.2016	As at 31.03.2015
Notes : 18 Other Expenses			
1	Advertisement	89,875.00	55,200.00
2	Audit fees	37,190.00	36,719.00
3	Bank Charges	2,883.50	6,923.98
4	Bad Debt Written Off	—	341,386.60
5	Computer Stationery	18,654.00	68,722.00
6	Custodian Charges	133,255.28	159,783.87
7	Delay Charges	5,416.19	11,196.76
8	Donation	150,000.00	300,000.00
9	Electricity Charges	145,890.00	110,390.00
10	Filing Fees	6,100.00	9,600.00
11	Fine and Penalties Charges	95.00	5,385.00
12	Interest on Income Tax	—	41,274.00
13	Issuer Fees	63,768.00	—
14	Listing Fees	359,552.00	252,001.00
15	Membership & Subscription	10,260.00	10,113.00
16	Miscellaneous Expenses	14,993.05	15,950.00
17	Postage & Courier charges	—	2,000.00
18	Previous Year Adjustment	1,424.00	—
19	Printing & Stationery	83,097.00	66,699.00
20	Professional Charges	21,195.00	29,697.00
21	Professional Tax	2,500.00	2,500.00
22	Rent Rates & Taxes	422,641.00	416,284.00
23	Repair & Maintenance	87,730.00	144,706.00
24	Share Trading Statutory & Other Expenses	65,557.47	66,553.26
25	Statutory Legal Expenses	15,000.00	23,250.00
26	Sundry Balances Written Off	—	100,000.00
27	Telephone Charges	356,115.93	390,235.97
	Total	2,093,192.42	2,666,570.44
	Payment to Auditors		
	- Statutory Audit Fees	19,465.00	19,101.00
	- Tax Audit Fees	5,725.00	5,618.00
	- Internal Audit Fees	12,000.00	12,000.00
	Total	37,190.00	36,719.00

Notes on Financial Statement for the year ended 31st March, 2016 (Contd.)

19. Earning in foreign exchange and expenditure in foreign Currency - NIL (P.Y. - NIL).
20. There are no dues to Micro and small enterprises as defined in "The Micro, small and Medium Enterprises Development Act, 2006", as determined to the extent such parties have been identified on the basis of information available with the company.
21. The Valuation of inventories of unquoted equity shares has been done at cost, as the break-up value (Fair Value) of the unquoted equity shares are not available.
22. The Company has not made the provision of 0.25% on standard assets as per the RBI guide lines, as the amount being very small.
23. (a) The company has given Loans & Advances of Rs. 2,34,68,629/-, which are outstanding since long time. The management is of the opinion that the amount will be fully recovered and hence no provision is required for loans & advances.
- (b) Company has filed Criminal proceedings against M/S Paradise Infrastructure Pvt Ltd and its directors u/s 138 of the negotiable instrument act, before Calcutta High Court. The case is under trial and the management is confident of favourable results.
- (c) Interest receivable recognized before the relevant loans became non-performing and remaining unrealized are not reversed, considering the accumulated losses by the management. Interest on such loans & advances are being recognised on actual receipt basis.
24. Since the company has operated only in one segment, i.e. fund based activities, provision relating to segment wise Report as per AS- 17 are not applicable.

25. Related Party Disclosures

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

(a) Key Management Personnel, Directors Relatives

- | | | | |
|---|---------------------|---|-------------------|
| 1 | Arihant Jain | - | Managing Director |
| 2 | Pranab Chakraborty | - | Director |
| 3 | Amiya Kumar Basu | - | Director |
| 4 | Subhabrata Talukdar | - | Director |
| 5 | Madhu Barnwal | - | Director |
| 6 | Jyoti Gupta | - | Company Secretary |
| 7 | Subhankar Kayal | - | Director |

(b) Enterprises over which above person has significant influence :

Amluckie Investment Co Ltd.
Bahubali Properties Ltd.
CMS Finvest Ltd.

(c) Transaction with the Company mentioned in (b) above :

Particulars	Purchase of Shares	Sales of Shares	Loans & Advances Taken	Loans & Advances Given	Professional Fees Paid
Amluckie Investment Co Ltd.	-	-	-	1200000	1800
	(41,615,000)			(-)	(-)
Bahubali Properties Ltd.	-	900000	1685000	812696	-
		(-)	(-)	(-)	
CMS Finvest Ltd.	585000	-	-	-	-
	(-)				

26. Deferred Tax

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

Notes on Financial Statement for the year ended 31st March, 2016 (Contd.)

27. The Company has accumulated losses of Rs.14,11,49,552.95 As at 31st March 2016 which is more than 50% of the net worth of the company and has not incurred cash losses in the financial year and in the immediately preceding financial year.
28. Information pursuant to paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directors, 2015 are given in Annexure - I.
29. **Retirement Benefits :**
Provision for retirement benefits has not been made, as gratuity is accounted in accounts as and when they become due.
30. Income Tax has raised Demand of Rs.4,58,936/- for several years, for which no provision has been made in the books of account. Details of such demands are as follows :-

Assessment Year	2002-03	2003-04	2005-06	2006-07	2010-11	TOTAL
Amount (Rs.)	6,010	5,310	15,502	83,904	3,48,210	4,58,936

31. Contingent Liabilities :

Particulars	As at 31st March, 2016	As at 31st March, 2015
Income Tax demands under appeal	1,013,120/-	725,999/-

32. Earnings per Share :

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard - 20 'Earnings per Share' issued by the Institute of Chartered Accountants of India :

	<u>2015 - 16</u>	<u>2014 - 15</u>
a) Profit after Tax	75,267.74	159,839.98
b) No. of Equity Shares of Rs. 2/- each outstanding during the year	55,304,340	55,304,340
c) Earning per Share	0.00	0.00

33. Certain Trade receivables, Trade payables, Loans & Advances Payable and loans & advance receivables are subject to confirmation /reconciliation and consequential adjustments, if any arising thereof. In the opinion of the management, current assets, loans and advances will have value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
34. Figures in brackets represent previous year figures.
35. Schedule "1" to "19" annexed here with are forming part of the Balance Sheet and the Statement of Profit & Loss.
36. Previous Year figures have been regrouped, rearranged and recasted wherever considered necessary.

As per our Report of even date
For **DEOKI BIJAY & CO.**
Chartered Accountants
Firm Registration No. 313105E

CA. D. N. Agrawal
Partner

Place : Kolkata

Date : 28th May, 2016

Membership No. 051157

Arihant Jain
Managing Director
DIN No. 00174557

Pranab Chakraborty
Director

Jyoti Gupta
Company Secretary

DIN No. 03568360

ANNEXURE - II

Schedule to the Balance Sheet of a non-deposit taking non-banking financial company
(as required in terms of **Paragraph 13** on Non-Banking Financial (Non-Deposit Accepting or Holding)
Companies Prudential Norms (Reserve Bank) Directions, 2015)

(Rs. in Lakhs)

	Particulars		
	Liabilities Side :		
1.	Loans and advances availed by the Non-banking Financial Company inclusive of interest accrued thereon but not paid :	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	NIL	NIL
	Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate Loans and Borrowings	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Other Loans (specify nature)	NIL	NIL
	<i>*Please see Note 1 below</i>		
	Assets Side :		
		Amount Outstanding	
2.	Break-up of Loans and Advances including bills receivables (other than those included in (4) below) :		
	(a) Secured	NIL	
	(b) Unsecured	285.60	
3.	Break-up of Leased Assets and Stock on hire and other assets counting towards AFC activities :		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial Lease	NIL	
	(b) Operating Lease	NIL	
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire	NIL	
	(b) Repossessed Assets	NIL	
	(iii) Other loans counting towards AFC activities :		
	(a) Loans where assets have been repossessed	NIL	
	(b) Loans other than (a) above	NIL	

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

5. Borrower group-wise classification of assets financed as in (2) and (3) above : Please see Note 2 below			
Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties**			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	285.60	285.60
Total	NIL	285.60	285.60

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

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

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

Notes :

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

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

To,
Maheshwari Datamatics Pvt. Ltd.
Unit : Blue Chip India Limited
6 Mangoe Lane, 2nd Floor
Kolkata - 700 001
Phone : 033-22435029/5809

Dear Sirs,

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

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

Folio No. :
Name of 1st Registered Holder :
Name of Joint Holder(s) :
Address :
Pin Code :
E-mail ID (to be registered) :
Contact Tel. Nos.: Mobile :
Landline :
PAN No. :

Date :

Signature :

Important Notes :

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

FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM

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

BLUE CHIP INDIA LIMITED

Regd. Office : 10, Princep Street, 2nd Floor, Kolkata - 700 072, Phone : 033-40022880, Fax : 91-33-2237 9053
E-mail : info@bluechipind.net, Website : www.bluechipind.net, CIN: L65991WB1993PLC060597

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./DP ID/Client 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
2. Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him
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 31st Annual general meeting of the company, to be held on the Tuesday of September 27, 2016 at 9.30 a.m. at "Somani Conference Hall", Merchants' Chamber of Commerce, at 15B, Hemanta Basu Sarani, Kolkata - 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Reso. No.	Resolutions	Optional	
		For	Against
	Ordinary Business		
1	Adoption of Audited Financial Statements, Reports of the Board of Directors' & Auditors'		
2	Re-appointment of Smt. Madhu Barnwal, Director, retiring by rotation		
3	Appointment of M/s. Deoki Bijay & Co., Chartered Accountants as Auditors		

Signed this _____ day of _____ 2016

Signature of shareholder _____ Signature of Proxyholder(s) _____

Affix
Re. 1/-
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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty First Annual General Meeting.

3. It is optional to indicate your preference. If you leave 'for' or 'against' column blank against any or all resolutions, you proxy will be entitled to vote in the manner as he/she may deem appropriate.

BLUE CHIP INDIA LIMITED

Regd. Office : 10, Princep Street, 2nd Floor, Kolkata - 700 072, Phone : 033-40022880, Fax : 91-33-2237 9053
E-mail : info@bluechipind.net, Website : www.bluechipind.net, CIN: L65991WB1993PLC060597

ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING

Registered Folio No. _____	DP ID No. _____
No. of Shares _____	Client ID No. _____

I hereby record my presence at 31st ANNUAL GENERAL MEETING of the Company held at the "Somani Conference Hall", Merchants' Chamber of Commerce, at 15B, Hemanta Basu Sarani, Kolkata - 700 001 on Tuesday of September 27, 2016 at 9.30 a.m.

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

Notes : 1. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the Meeting Hall. 2. Please also bring your copy of the Annual Report.

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	DEFAULT PAN / SEQUENCE NO.
160804016	Please refer Note No. 16.I. of the Notice	

If undelivered, please return to :-

BLUE CHIP INDIA LIMITED

10, Princep Street, 2nd Floor

Kolkata - 700 072