

# **BLUE CHIP INDIA LIMITED**

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

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

E-mail : [info@bluechipindia.net](mailto:info@bluechipindia.net)

Website : [www.bluechipindia.net](http://www.bluechipindia.net)

CIN : L65991WB1993PLC060597

**Date: 03.09.2015**

The Secretary  
The Calcutta Stock Exchange Asso. 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  
Bombay Stock Exchange Ltd.  
25<sup>th</sup> Floor, Phiroz Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

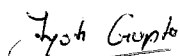
Dear Sir/Madam,

**Sub: Submission of Annual Report for the financial year 2014-15**

Pursuant to Clause 31 of the Listing Agreement, we are enclosing herewith Six copies of the Annual Report along with a copy of Form A in prescribed format for the financial year 2014-15.

This is for your information and records.

Yours faithfully  
For **Blue Chip India Limited**



**Jyoti Gupta**  
(Company Secretary)

# BLUE CHIP INDIA LIMITED

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

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## Form A

### Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

|    |   |  |
|----|---|--|
| 1. | Name of the Company   | BLUE CHIP INDIA LTD.   |
| 2. | Annual Financial statements for the year ended  | 31 <sup>st</sup> March, 2015   |
| 3. | Type of Audit Observation   | Un-qualified   |
| 4. | Frequency of Observation  | N.A.   |
| 5. | To be signed by- <ul style="list-style-type: none"><li>Arihant Jain<br/>Managing Director<br/>DIN: 00174557</li><li>CFO</li><li>Auditor of the company</li><li>Audit Committee Chairman</li></ul> | <p><i>Arihant Jain</i></p> <p><i>Manoj Saxena</i></p> <p><i>Jitesh Chha</i><br/>M.No. 069516</p> <p><i>Adhish</i></p> <p>AGRAWAL S. KUMAR &amp; ASSOCIATES<br/>CHARTERED ACCOUNTANTS<br/>KOLKATA</p> |





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**BLUE CHIP INDIA LIMITED**

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# Thirtieth

## Annual Report, 2015

**BOARD OF DIRECTORS**

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

**CHIEF FINANCIAL OFFICER**

SRI MANOJ SARAOGI

**COMPANY SECRETARY**

MS. JYOTI GUPTA

**AUDITORS**

AGRAWAL S. KUMAR & ASSOCIATES  
Chartered Accountants

**BANKERS**

CANARA BANK  
CITI BANK  
HDFC BANK  
ORIENTAL BANK OF COMMERCE

**REGISTERED OFFICE**

10, PRINCEP STREET  
2ND FLOOR  
KOLKATA - 700 072  
Phone: (033) 4002 2880  
E-mail : [info@bluechipind.net](mailto:info@bluechipind.net)  
Website : [www.bluechipind.net](http://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](mailto:mdpldc@yahoo.com)

## NOTICE

**NOTICE** is hereby given that the Thirtieth Annual General Meeting of the company will be held on Tuesday, 29th day of September, 2015 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, 2015 together with the reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Arihant Jain (DIN: 00174557), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Deoki Bijay & Co., Chartered Accountants (Firm Registration No. 313105E) as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

### SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, (including any statutory modifications or re-enactment thereof for the time being in force), Smt. Madhu Barnwal (DIN No. 07150790), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of ensuing Annual General Meeting and Company has received a notice in writing from Smt. Barnwal under Section 160 of the Companies Act, 2013 proposing herself as a candidate for the office of Director, be & is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

5. **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, (including any statutory modifications or re-enactment thereof for the time being in force), Shri Subhankar Kayal (DIN No. 03568470), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of ensuing Annual General Meeting and Company has received a notice in writing from Shri Kayal under Section 160 of the Companies Act, 2013 proposing himself as a candidate for the office of Director, be & is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

**Registered Office :**

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

Dated : 14th August, 2015

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.
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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Businesses set out in the Notice is annexed hereto.
4. 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 7th August, 2015. 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](http://www.bluechipind.net) or may request for a copy of the same by writing to the Company at [info@bluechipind.net](mailto:info@bluechipind.net)
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. 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 and Share Transfer Agent ('Registrar').
8. 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.
9. 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.
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 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.

12. Additional information to be provided under Clause 49 of the Listing Agreement pertaining to the Directors being appointed/re-appointed, members are requested to kindly refer Para 2 the Report on Corporate Governance forming part of the Annual Report.
13. 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.
14. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive).
15. Process and Manner for Members opting to vote through electronic means :
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules thereof, 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 30th 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](http://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](http://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 :

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

\*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's of zero 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.

# Please enter any one of the details of DOB or Dividend Bank Details in order to login. 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) 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](mailto:helpdesk.evoting@cdslindia.com).
  - ❖ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - ❖ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xviii) The voting period begins on Saturday, 26th September, 2015 at 9.00 a.m. and ends on Monday, 28th September, 2015 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 22nd September, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) Any person who acquired shares and became Member after dispatch of Notice of 30th AGM and holds shares as of the cut-off date of 22nd September, 2015 may obtain the login ID and password for remote e-voting by sending a request to the Company's RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)



- (xx) 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 29th September, 2015 between 9.30 A.M. till the conclusion of the meeting.
  - (xxi) 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.
  - (xxii) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 22nd September, 2015.
  - 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 process in a fair and transparent manner.
  - IV. The Scrutinizer shall within a period of not exceeding three days 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.
  - V. The results on resolutions shall be declared after the AGM of the Company and 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.
  - VI. 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 :**

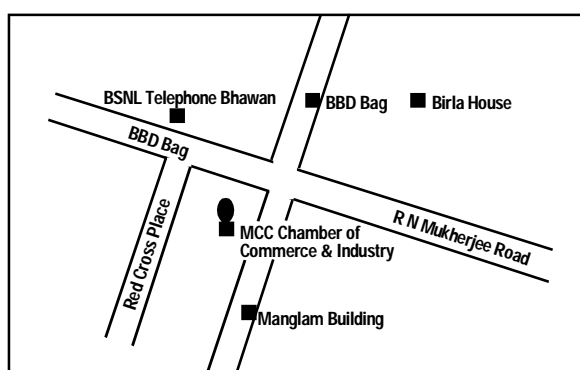
10, Princep Street,  
2nd Floor,  
Kolkata - 700 072

Dated : 14th August, 2015

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

**Jyoti Gupta**  
Company Secretary

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



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

### Item no. 4

#### **Appointment of Smt. Madhu Barnwal as a Director**

As per the provisions of Section 149 and other applicable provisions of Companies Act, 2013 and amended Clause 49 of the Listing Agreement, every listed Company should have atleast one woman director. Accordingly, Smt. Madhu Barnwal was appointed on 30th March, 2015 as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. According to the provision of said Section and Article of Association, she will hold office only up to the date of ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from Smt. Barnwal proposing herself as a candidate for the office of Director whose period of office is liable to determination by retirement of directors by rotation. Smt. Barnwal does not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is a Director in seven other Companies in India. The Company has received consent in Form DIR-2 from Smt. Barnwal to act as a Director and also an intimation that she is not disqualified under Section 164 of the Companies Act, 2013.

Smt. Barnwal, aged 28 years, holds a Bachelor degree in Commerce. She is having a vast experience in corporate and investment matters. The Board of Directors of your Company is of opinion that her appointment as a Director of the Company would be beneficial to the Company and hence recommend the proposed resolution at Item No. 4 for approval of Members.

Except Smt. Barnwal, being an appointee, none of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

### Item no. 5

#### **Appointment of Shri Subhankar Kayal as a Director**

Shri Subhankar Kayal was appointed on 14th August, 2015 as an Additional Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company. According to the provision of said Section and Article of Association, he will hold office only up to the date of ensuing Annual General Meeting. As required under Section 160 of the Companies Act, 2013, a notice has been received from Shri Kayal proposing himself as a candidate for the office of Director whose period of office is liable to determination by retirement of directors by rotation. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He hold directorship in one other Company in India excluding private limited companies and organizations other than public limited companies. The Company has received consent in Form DIR-2 from Shri Kayal to act as a Director and also an intimation that he is not disqualified under Section 164 of the Companies Act, 2013.

Shri Kayal, aged 23 years, has done graduation. He is having vast experience in corporate related matters. The Board of Directors of your Company is of opinion that his appointment as a Director of the Company would be beneficial to the Company and hence recommend the proposed resolution at Item No. 5 for approval of Members.

Except Shri Kayal, being an appointee, none of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

## DIRECTORS' REPORT

### Dear Shareholders

Your Directors have pleasure in presenting the Thirtieth Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2015.

### 1. FINANCIAL HIGHLIGHTS

The working results of the Company for the year under review are given below :

| Particulars                                    | Year ended<br>31.03.2015<br>(in Rs.) | Year ended<br>31.03.2014<br>(in Rs.) |
|--|--------------------------------------|--------------------------------------|
| <b>Profit before Tax and exceptional items</b> | 821,839.98                           | 1,422,562.91                         |
| Exceptional Items                              | —                                    | —                                    |
| <b>Profit before tax</b>                       | 821,839.98                           | 1,422,562.91                         |
| Tax Expense :<br>(1) Current Tax               | 662,000.00                           | 100,000.00                           |
| <b>Profit after Tax</b>                        | 159,839.98                           | 1,322,562.91                         |
| Previous year adjustment                       | —                                    | 296,263.00                           |
| <b>Profit for the year</b>                     | <b>159,839.98</b>                    | <b>1,026,299.91</b>                  |

### 2. DIVIDEND & RESERVE

During the year under review, the Board have decided not to recommend any dividend and no amount was transferred to General Reserve.

### 3. PERFORMANCE REVIEW

The performance of the Company during the current year has not improved in comparison to previous year due to several reasons. 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, 2015.

### 5. SHARE CAPITAL

The paid up equity capital as on March 31, 2015 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).

Listing fees for the financial year 2015-16 have been paid to NSE, BSE and CSE. 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 2015-2016.

#### **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 any acquisition made by a non-banking financial Company is 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**

At the Annual General Meeting of the Company held on 26th September, 2014, the Members had approved the appointment of Shri Pranab Chakraborty, Shri Subhabrata Talukdar and Shri Amiya Kumar Basu as Independent Directors for a term of five years. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

During the year, Smt. Madhu Barnwal was appointed as an Additional Director of the Company w.e.f 30th March, 2015 and she shall hold office only up to the date of ensuing Annual General Meeting. A requisite notice has been received from Smt. Barnwal proposing herself as a candidate for the office of Director whose period of office is liable to determination by retirement of directors by rotation.

Shri Subhankar Kayal was appointed as an Additional Director of the Company w.e.f 14th August, 2015 and he shall hold office only up to the date of ensuing Annual General Meeting. A requisite notice has been received from Shri Kayal proposing himself as a candidate for the office of Director whose period of office is liable to determination by retirement of directors by rotation.

In accordance with the provisions of the Act, Shri Arihant Jain retires and is eligible for re-appointment.

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

Shri Manoj Saraogi was appointed as Chief Financial Officer of the Company w.e.f. 14th August, 2014. The said appointment is in pursuance of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in compliance of Clause 49 of the Listing Agreement.

The Board of Directors of the Company at their meeting held on 30th April, 2014 approved the continuation of office of existing KMP, Ms. Jyoti Gupta as Company Secretary of the Company.

#### **12. BOARD EVALUATION**

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, 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 Nomination & Remuneration Committee also reviewed the performance of the Board, its Committee and of the Directors. 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 2014-15 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 no reportable material weaknesses in the design or operation were observed.

**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 also lays down criteria for selection and appointment of Board Members and also criteria for evaluation of Board 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](http://www.bluechipind.net)).

**17. RISK MANAGEMENT POLICY**

The Company has a Risk Management Policy in accordance with the provisions of the Act and Clause 49 of the Listing Agreement, 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 state that during the year an Internal Complaint Committee has been formed 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](http://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. Agrawal S. Kumar & Associates, Chartered Accountants, Statutory Auditors of the Company, holds office till the conclusion of the ensuing Annual General Meeting. Messrs. Agrawal S. Kumar & Associates, Chartered Accountants expressed their unwillingness to be re-appointed.

The Board recommends the appointment of Messr. Deoki Bijay & Co., Chartered Accountants as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the the conclusion of the next Annual General Meeting. The Company has received letter from the Auditors to the effect that their 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, 2015. 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, 2015.

**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 2015, 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**

The Company being basically in the investment & financial sector, 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 : 14th August, 2015

*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, 2015

[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 LIMITED**

10, 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, 2015 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, 2015 according to provision of :-

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (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) 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.

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

Company Secretaries

**B. K. Barik**

Practising Company Secretary

FCS : 5696, C.P.No. 3897

Place : Kolkata

Date : 29.05.2015

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****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 : 29.05.2015

## Annexure II to the Directors' Report

**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2015

[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<br>KOLKATA - 700072<br>PHONE : 033-40022880<br>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.<br>6, MANGOE LANE, 2ND FLOOR<br>KOLKATA - 700001<br>PHONE : 033-2243-5809, 2248-2248<br>FAX : 033-2248-4787<br>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 Shares                               | 64990                             | 99.25                              |

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

| Sl. No. | Name & Address of the Company | CIN/GLN | HOLDING/<br>SUBSIDIARY/<br>ASSOCIATE | % OF<br>SHARES<br>HELD | APPLICABLE<br>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 |                         |
| <b>A. Promoters</b>   |   |          |          |                  |   |          |          |                  |                         |
| <b>(1) Indian</b>   |   |          |          |                  |   |          |          |                  |                         |
| 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                     |
| <b>(2) Foreign</b>  |   |          |          |                  |   |          |          |                  |                         |
| 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                     |
| <b>Total shareholding of Promoter</b>   |   |          |          |                  |   |          |          |                  |                         |
| <b>(A) = (A)(1) + (A)(2)</b>  | 6378169   | NIL      | 6378169  | 11.5328          | 6378169                                   | NIL      | 6378169  | 11.5328          | NIL                     |
| <b>B. Public Shareholding</b>   |   |          |          |                  |   |          |          |                  |                         |
| <b>1. Institutions</b>  |   |          |          |                  |   |          |          |                  |                         |
| 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.  | NIL   | NIL      | NIL      | NIL              | 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):-  | NIL   | NIL      | NIL      | NIL              | 1000                                      | NIL      | 1000     | 0.0018           | 100.00                  |
| <b>2. Non-Institutions</b>  |   |          |          |                  |   |          |          |                  |                         |
| a) Bodies Corp.   |   |          |          |                  |   |          |          |                  |                         |
| i) Indian   | 13991951  | 25026    | 14016977 | 25.3452          | 13667315                                  | 25026    | 13692341 | 24.7582          | -2.3160                 |
| ii) Overseas  | NIL   | NIL      | NIL      | NIL              | NIL                                       | NIL      | NIL      | NIL              | NIL                     |
| b) Individuals  |   |          |          |                  |   |          |          |                  |                         |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh          | 29195700  | 291090   | 29486790 | 53.3173          | 29627607                                  | 293090   | 29920697 | 54.1019          | 1.4715                  |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 5138784   | NIL      | 5138784  | 9.2918           | 5090037                                   | NIL      | 5090037  | 9.2037           | -0.9486                 |

| 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                                      | 120399  | NIL      | 120399   | 0.2177           | 10201                                     | NIL      | 10201    | 0.0184           | -91.5273                |
| - NRI  | 145221  | NIL      | 145221   | 0.2626           | 193895                                    | NIL      | 193895   | 0.3506           | 33.5172                 |
| <b>Sub-total (B)(2):-</b>                              | 48610055  | 316116   | 48926171 | 88.4671          | 48607055                                  | 318116   | 48925171 | 88.4653          | -0.0020                 |
| <b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b> | 48610055  | 316116   | 48926171 | 88.4671          | 48608055                                  | 318116   | 48926171 | 88.4671          | NIL                     |
| C. Shares held by Custodian for GDRs & ADRs            | NIL   | NIL      | NIL      | NIL              | NIL                                       | NIL      | NIL      | NIL              | NIL                     |
| <b>Grand Total (A+B+C)</b>                             | 54988224  | 316116   | 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                                       |
|         | <b>Total</b>                 | <b>6378169</b>                            | <b>11.5329</b>                   | <b>NIL</b>                                       | <b>6378169</b>                      | <b>11.5329</b>                   | <b>NIL</b>                                       | <b>NIL</b>                                |

## (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.         | 1910297                                   | 3.4542                           |            |                        |                                   |                                  | 1910297                                 | 3.4542                           |
|         |                                     |   |                                  | 31.12.2014 | Transfer               | 32671                             | 0.0590                           | 1942968                                 | 3.5132                           |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | —                                 | —                                | 1942968                                 | 3.5132                           |
| 3.      | Indianivesh Securities Pvt. Ltd.    | —   | —                                | 22.08.2014 | Transfer               | 2469494                           | 4.4653                           | —                                       | —                                |
|         |                                     |   |                                  | 29.08.2014 | Transfer               | 2469494                           | 4.4653                           | —                                       | —                                |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | —                                 | —                                | —                                       | —                                |
| 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 Pvt. Ltd.    | 376504                                    | 0.6808                           |            |                        |                                   |                                  | 376504                                  | 0.6808                           |
|         |                                     |   |                                  | 20.06.2014 | Transfer               | 72005                             | 0.1302                           | 304499                                  | 0.5506                           |
|         |                                     |   |                                  | 22.08.2014 | Transfer               | 25671                             | 0.0464                           | 278828                                  | 0.5042                           |
|         |                                     |   |                                  | 30.09.2014 | Transfer               | 51985                             | 0.0940                           | 226843                                  | 0.4102                           |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | —                                 | —                                | 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                           |

**(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<br>excluding deposits | Unsecured<br>Loans | Deposits | Total<br>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                   |
| <b>Total (i + ii + iii)</b>                         | NIL                                 | NIL                | NIL      | NIL                   |
| Change in Indebtedness during the financial year    |                                     |                    |          |                       |
| • Addition  | NIL                                 | NIL                | NIL      | NIL                   |
| • Reduction   | NIL                                 | NIL                | NIL      | NIL                   |
| <b>Net Change</b>                                   | 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                   |
| <b>Total (i + ii + iii)</b>                         | NIL                                 | NIL                | NIL      | NIL                   |

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

| Sl.<br>No. | Particulars of Remuneration   | Name of Managing<br>Director/WTD/Manager | Total<br>Amount<br>(Rs.) |
|------------|---|--|--------------------------|
|            |   | Arihant Jain -<br>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  | NIL                                      | NIL                      |
|            | - others, specify...  |  |                          |
| 5.         | Others, please specify  | NIL                                      | NIL                      |
|            | <b>Total (A)</b>  | <b>NIL</b>                               | <b>NIL</b>               |
|            | 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 |              |
| 1.      | <b>Independent Directors</b>                 |   |  |   |  |              |
|         | • Fee for attending board committee meetings | NIL                                     | NIL  | NIL                                       | —                                      | NIL          |
|         | • Commission                                 | NIL                                     | NIL  | NIL                                       | —                                      | NIL          |
|         | • Others, please specify                     | NIL                                     | NIL  | NIL                                       | —                                      | NIL          |
|         | <b>Total (1)</b>                             | NIL                                     | NIL  | NIL                                       | —                                      | NIL          |
| 2.      | <b>Other Non-Executive Directors</b>         |   |  |   |  |              |
|         | • Fee for attending board committee meetings | —                                       | —  | —   | NIL                                    | NIL          |
|         | • Commission                                 | —                                       | —  | —   | NIL                                    | NIL          |
|         | • Others, please specify                     | —                                       | —  | —   | NIL                                    | NIL          |
|         | <b>Total (2)</b>                             | NIL                                     | NIL  | NIL                                       | NIL                                    | NIL          |
|         | <b>Total (B) = (1 + 2)</b>                   |   |  |   |  | 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                             | 311,131.00          | 311,131.00        |
|         | (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<br>- as % of profit<br>- others (specify)                                | NIL<br>NIL                      | NIL<br>NIL          | NIL<br>NIL        |
| 5       | Others, please specify  | NIL                             | NIL                 | NIL               |
|         | <b>Total</b>  | <b>NIL</b>                      | <b>311,131.00</b>   | <b>311,131.00</b> |

Note : The Company Secretary will receive remuneration from August, 2015.

**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 2014-2015, has been prepared as per the guidelines issued by SEBI and incorporated in Clause 49 of the Equity Listing Agreement: -

### 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 2015 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               | 3                | -             | -      |

\* Smt. Madhu Barnwal was appointed by Board on March 30, 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 26th September, 2014 |
|---------------------------------------|-----------------|----------|---|
|                                       | Held            | Attended |   |
| Shri Arihant Jain - Managing Director | 6               | 6        | Yes   |
| Shri Amiya Kumar Basu                 | 6               | 6        | Yes   |
| Shri Subhabrata Talukdar              | 6               | 6        | Yes   |
| Shri Pranab Chakraborty               | 6               | 6        | Yes   |
| Smt. Madhu Barnwal                    | 1               | 1        | No  |

Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to revised Clause 49 of the Listing Agreement :

| Name of the Director  | Shri Arihant Jain   | Smt. Madhu Barnwal  | Shri Subhankar Kayal   |
|---|---|---|--|
| DIN   | 00174557  | 07150790  | 03568470   |
| Date of Birth   | 1st August, 1981  | 7th August, 1986  | 16th May, 1992   |
| Date of Appointment   | 11th December, 2006   | 30th March, 2015  | 14th August, 2015  |
| Qualification   | M. Sc. in International Securities Investment and banking                     | B.Com   | B. Com   |
| Expertise in specific functional area                         | Shri Jain has a vast experience in investment, finance and corporate matters. | Smt. Barnwal has a vast experience in corporate and investment matters. | Shri Kayal has a vast experience in corporate related matters. |
| Directorship of other companies (*)                           | 2   | 7   | 1  |
| Chairman/ Membership in the Committees (**)                   | —   | —   | —  |
| Shareholding in Equity Shares of the Company and % of holding | 800 and 0.0014%   | —   | —  |

(\*) 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.

(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 Agreement, 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 2014-15, Board met 6 (Six) times on 30/04/2014, 30/05/2014, 14/08/2014, 14/11/2014, 13/02/2015 and 30/03/2015. 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.

The Familiarisation programme for Independent Directors is disclosed on the Company's website at the following web link: [www.bluechipind.net](http://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 11th December, 2014, as required under Companies Act, 2013 and Listing Agreement. 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 revised Clause 49 of the Listing Agreement with Stock Exchanges 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) 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,
- c) it acts as a link between the management, statutory auditors and the Board of Directors,
- d) Company's compliance with the legal and statutory requirements.

**(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 2014-15, the Audit Committee met 5 (Five) times on 28/04/2014, 29/05/2014, 13/08/2014, 13/11/2014 and 12/02/2015.

| <b>Sr. No.</b> | <b>Members of Audit Committee</b> | <b>No. of meetings held</b> | <b>No. of meetings attended</b> |
|----------------|-----------------------------------|-----------------------------|---------------------------------|
| 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 Board has constituted Nomination & Remuneration Committee with effect from August 14, 2014. The terms of reference of the Nomination & Remuneration Committee cover the matters specified under revised Clause 49 of the Listing Agreement with Stock Exchanges and provisions of Section 178 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014. 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.

| <b>Name of the Members</b> | <b>Designation</b> | <b>Nature of Membership</b> |
|----------------------------|--------------------|-----------------------------|
| 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 2014-15, the Nomination & Remuneration Committee met 2 (Two) times on 21.10.2014 and 27/03/2015.

| <b>Members of the Members</b> | <b>No. of meetings held</b> | <b>No. of meetings attended</b> |
|-------------------------------|-----------------------------|---------------------------------|
| Shri Pranab Chakraborty       | 2                           | 2                               |
| Shri Subhabrata Talukdar      | 2                           | 2                               |
| Shri Amiya Kumar Basu         | 2                           | 2                               |

**(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 Board has constituted Stakeholders Relationship Committee in accordance with provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms of reference of Shareholders'/ Investors' Grievance Committee was conferred on the Stakeholders Relationship Committee and consequently the Shareholders'/ Investors' Grievance Committee was dissolved. 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 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 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 2014-15, the Stakeholders Relationship Committee met on 9/10/2014.

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

**(ii) Name and designation of compliance officer :**

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

**(iii) to (iv) Details of the shareholders' complaints received and resolved during the year 2014-15 :**

| 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 2015, 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       |
|---------|------------|---|------------|
| 2013-14 | 26.09.2014 | "Somani Conference Hall"<br>Merchants Chamber of Commerce,<br>15B Hemanta Basu Sarani,<br>Kolkata - 700 001 | 9.30 A.M.  |
| 2012-13 | 26.09.2013 | "Somani Conference Hall"<br>Merchants Chamber of Commerce,<br>15B Hemanta Basu Sarani,<br>Kolkata - 700 001 | 10.00 A.M. |
| 2011-12 | 25.09.2012 | "Somani Conference Hall"<br>Merchants Chamber of Commerce,<br>15B Hemanta Basu Sarani,<br>Kolkata - 700 001 | 10.30 A.M. |

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

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

**(ii-b) Details of special resolutions passed in the previous three EGMs :**

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

**(iii) to (iv) Special resolution passed during the financial year 2014-15 through the Postal ballot :**

No special resolution was passed through postal ballot during the financial year 2014-15.

**(v) to (vi) Postal ballot during the current year :**

For the financial year 2015-16, 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 2014-15, 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 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](http://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).

**(iv) Whistle Blower Policy :**

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

**(v) Details of compliance with the mandatory requirements:**

Your Company has complied with all the mandatory requirements of the revised Clause 49 of the Listing Agreement. The details of these compliances have been given in the relevant sections of this Report.

**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) to (v) Any website, where displayed :**

The Results are displayed on the Company's web-site at [www.bluechipind.net](http://www.bluechipind.net).

Full Annual Reports for the financial year 2014-15, financial results, Shareholding pattern and other relevant information are also available on the website of the company in a user-friendly and downloadable form

**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 | 29th September, 2015 at 9.30 a.m.  |
| Venue       | "Somani Conference Hall"<br>Merchants' Chamber of Commerce,<br>15B, Hemanta Basu Sarani<br>Kolkata - 700 001 |

**(ii) Financial year :**

Financial Year is 1st April, 2015 to 31st March, 2016 and the quarterly results will be declared as per the following schedule.

| <b>Tentative schedule</b>                                   |                              |
|---|------------------------------|
| Financial Results for the quarter ending June 30, 2015      | Second week of August 2015   |
| Financial Results for the quarter ending September 30, 2015 | Second week of November 2015 |
| Financial Results for the quarter ending December 31, 2015  | Second week of February 2016 |
| Financial Results for the year ending March 31, 2016        | End of May 2016              |
| AGM for the year ending March 31, 2016                      | End of September 2016        |

**(iii) Date of Book closure :**

The Company's Register of Members and Share Transfer Books will remain closed from Tuesday, 22nd day of September, 2015 to Tuesday, 29th day of September, 2015 (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, 2015.

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

Listing fees for the financial year 2015-16 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) to (viii) Market Price Data : High, Low during each month in the last financial year :**

| Months<br>(2014-15) | National Stock Exchange<br>(in Rs.) |      | Bombay Stock Exchange<br>(in Rs.) |      |
|---------------------|-------------------------------------|------|-----------------------------------|------|
|                     | High                                | Low  | High                              | Low  |
| April               | 0.65                                | 0.50 | 0.71                              | 0.50 |
| May                 | 0.60                                | 0.35 | 0.54                              | 0.37 |
| June                | 0.75                                | 0.50 | 0.68                              | 0.53 |
| July                | 0.65                                | 0.45 | 0.61                              | 0.43 |
| August              | 0.60                                | 0.40 | 0.51                              | 0.41 |
| September           | 0.65                                | 0.45 | 0.67                              | 0.43 |
| October             | 0.65                                | 0.40 | 0.70                              | 0.38 |
| November            | 0.50                                | 0.30 | 0.50                              | 0.37 |
| December            | 0.40                                | 0.25 | 0.37                              | 0.30 |
| January             | 0.45                                | 0.25 | 0.39                              | 0.29 |
| February            | 0.30                                | 0.20 | 0.32                              | 0.25 |
| March               | 0.35                                | 0.15 | 0.29                              | 0.22 |

**(ix) 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

**(x) 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.

**(xi) Distribution of Shareholding :**

The distribution of shareholding as on 31st March, 2015, pursuant to Clause 35 of the Listing Agreement is as under :

**A. Shareholding Pattern of Equity Shares as on 31st March, 2015 :-**

|           | Categories  | No. of Shares held | % of Shareholding |
|-----------|---|--------------------|-------------------|
| <b>A</b>  | <b>Promoters &amp; Promoter Group</b>                           |                    |                   |
| <b>1.</b> | 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           |
| <b>2.</b> | 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>B.</b> | <b>Public Shareholding</b>                                      |                    |                   |
| <b>1.</b> | Institutions :  |                    |                   |
|           | a) Central Government/State Government(s)                       | 1,000              | 0.0018            |
|           | Sub-total B(1)  | 1,000              | 0.0018            |
| <b>2.</b> | Non-Institutions  |                    |                   |
|           | a) Bodies Corporate   | 13,692,341         | 24.7582           |
|           | b) Individual Shareholders                                      | 35,010,734         | 63.3056           |
|           | c) Others   |                    |                   |
|           | - Trusts  | 18,000             | 0.0325            |
|           | - Clearing Member   | 10,201             | 0.0184            |
|           | - Non Resident Individual                                       | 193,895            | 0.3506            |
|           | Sub-total B(2)  | 48,925,171         | 88.4653           |
|           | Total Public Shareholding B=(B)(1)+(B)(2)                       | 48,926,171         | 88.4671           |
|           | <b>GRAND TOTAL (A) + (B)</b>                                    | <b>55,304,340</b>  | <b>100.0000</b>   |

**B. Distribution of Equity Shareholding as on 31st March, 2015 :**

| Share Holding      | Holders      | Percentage      | No. of Shares   | Percentage      |
|--------------------|--------------|-----------------|-----------------|-----------------|
| 1 to 500           | 6315         | 41.8794         | 1586732         | 2.8691          |
| 501 to 1000        | 3538         | 23.4631         | 3371397         | 6.0961          |
| 1001 to 2000       | 2013         | 13.3497         | 3542193         | 6.4049          |
| 2001 to 3000       | 784          | 5.1993          | 2125381         | 3.8431          |
| 3001 to 4000       | 418          | 2.7721          | 1578741         | 2.8546          |
| 4001 to 5000       | 707          | 4.6886          | 3481553         | 6.2953          |
| 5001 to 10000      | 717          | 4.7550          | 5759759         | 10.4147         |
| 10001 and above    | 587          | 3.8928          | 33858584        | 61.2223         |
| <b>Grand Total</b> | <b>15079</b> | <b>100.0000</b> | <b>55304340</b> | <b>100.0000</b> |

**(xii) Dematerialisation of shares and liquidity :**

As on 31st March, 2015, 99.42% of the total equity capital was held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited.

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

As of 31st March 2015, there are no outstanding GDRs/ADRs/Warrants or convertible instruments which are likely to have an impact on the Equity Shares.

**(xiv) Plant Locations :**

The Company does not have any plant.

**(xv) 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](mailto: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](mailto: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](mailto:info@bluechipind.net)

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT :**

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

**CODE OF CONDUCT :**

The Company has adopted a Code of Conduct for its Directors and Senior Management Personnel . The Directors and Senior Management Personnel have affirmed the compliance with the same for the financial year 2014-15. A declaration to this effect is given elsewhere in this Annual 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.

**ANNUAL DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT  
PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT**

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 the Company has formulated a Code of Conduct for its Directors and Senior Management Personnel and that all Board Members and Senior Management Personnel have affirmed the compliance of the Code for the financial year 2014-15.

Place : Kolkata

Dated : 29th May, 2015

**Arihant Jain**  
*Managing Director*  
DIN No. 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 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges.

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.

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 : 29th May, 2015

*For* **Agrawal S. Kumar & Associates**  
*Chartered Accountants*

**Hitesh Lilha**  
*Partner*  
Membership No. 069536

**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER**

We hereby certify that for the financial year, ending 31st March, 2015, 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, 2015 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 that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they 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.

Place : Kolkata

Dated : 29th May, 2015

**Arihant Jain**  
*Managing Director*  
DIN No. 00174557

**Manoj Saraogi**  
*Chief Financial Officer*



## 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. The BSE Sensex barely moved despite the Prime Minister's economic advisory council forecasting a GDP growth of 7.5% in 2015-16, marginally better than the 7.2% pace at which India grew in 2014-15.

### Industry Structure and Development – Overview:

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

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

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

### Opportunities, threats, risks and concerns:

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

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

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

The company has its own specific risks that are particular to its business including default risk, fluctuation of interest rates, economic cycles etc. Moreover existing banks are moving into retail sector and regional banks like Assamese banks are coming into play, which poses major concern for your company. The volatility in the market is a matter of concern. However economic parameters being strong will upsurge the economy. Your company has a well defined and prudent business practice and a comprehensive Risk Management Policy to manage this risk.

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

**Future Outlook:**

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

**Internal Control Systems and their adequacy:**

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

- ★ That all assets and resources are used efficiently and are adequately protected;
- ★ That all internal policies and statutory guidelines are 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:**

The performance of the company during the current year has not improved in comparison to previous year.

**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 Standalone Financial Statements

We have audited the accompanying standalone financial statements of **BLUE CHIP INDIA LIMITED** ("the Company"), which comprises the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, 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 standalone 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 there under.

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 judgement, 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place and adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid standalone 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 as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The company has made an appeal to CIT(A)-1 (Kolkata) against the order of ITO Wd – 1(4) passed dated 12.03.2015 for the A.Y. 2012-13. The amount of demand payable in that order was Rs. 725990/-.
    - ii. The company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long term contracts including derivative contracts.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Kolkata

Dated : 29th day of May, 2015

For **Agrawal S. Kumar & Associates**  
*Chartered Accountants*  
Firm Regn No. 322324E  
**Hitesh Lilha**  
*Partner*  
Membership No. 069536

**Annexure to the Independent Auditor's Report****The Annexure referred to in our Independent Auditors' Report to the members of the BLUE CHIP INDIA LIMITED on the standalone financial statements for the year ended 31st March 2015.**

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:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) The fixed assets have been physically verified by the management during the year, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
2. (a) The inventories have been physically verified during the year by the management at reasonable intervals.  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.  
(c) The Company has maintained proper record of its inventories. No material discrepancies were noticed on physical verification of stocks by the management as compared to book records.
3. According to the information and explanation given to us & in our opinion, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly paragraph 3(iii) of the Companies (Auditor's Report) Order, 2015 is not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, with regard to purchase of fixed assets, payment for expenses and for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. The Company has not accepted any deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
6. The provisions of the Companies Act for the maintenance of cost records under Section 148(1) of the Act, are not applicable to the Company.
7. (a) According to the information and explanations given to us and the books and records examined by us, the company is regular in depositing with the appropriate authorities the undisputed statutory dues relating to Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues as applicable to it have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Service Tax, Cess and other material statutory dues were in arrears as at 31 March, 2015 for a period of more than six months from the date they became payable

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- (c) According to the information and explanations given to us, there are no such amounts which are required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under
8. The Company has accumulated losses of Rs. 141224820.69/- as at 31st March 2015 which is more than fifty of the net worth of the company and has not incurred cash losses in the financial year and in the immediately preceding financial year.
9. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
10. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. In our opinion and according to the information and explanation given to us, the Company has applied the term loans for the purpose for which the loans have been obtained.
12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

Place : Kolkata

Dated : 29th day of May, 2015

For **Agrawal S. Kumar & Associates**  
*Chartered Accountants*  
Firm Regn No. 322324E  
**Hitesh Lilha**  
*Partner*  
Membership No. 069536

**BALANCE SHEET as at 31st March, 2015**

| (Amount in Rs.)                    |          |                      |                      |
|------------------------------------|----------|----------------------|----------------------|
| Particulars                        | Note No. | As at<br>31.03.2015  | As at<br>31.03.2014  |
| <b>I. EQUITY AND LIABILITIES</b>   |          |                      |                      |
| <b>(1) Shareholder's Funds</b>     |          |                      |                      |
| (a) Share Capital                  | 1        | 110,608,680.00       | 110,608,680.00       |
| (b) Reserves and Surplus           | 2        | (97,024,991.24)      | (97,184,831.22)      |
| <b>(2) Non-Current Liabilities</b> |          |                      |                      |
| (a) Other Long term Liabilities    | 3        | 18,825,480.00        | 52,376,305.00        |
| <b>(3) Current Liabilities</b>     |          |                      |                      |
| (a) Trade Payables                 | 4        | 48,965,269.99        | 11,571,524.71        |
| (b) Other Current Liabilities      | 5        | 2,296,259.83         | 2,306,906.12         |
| (c) Short-Term Provisions          | 6        | 4,479,058.00         | 3,817,058.00         |
| <b>Total</b>                       |          | <b>88,149,756.58</b> | <b>83,495,642.61</b> |
| <b>II. ASSETS</b>                  |          |                      |                      |
| <b>(1) Non-Current Assets</b>      |          |                      |                      |
| (a) Fixed Assets                   | 7        | 1,815,005.43         | 3,147,425.35         |
| (b) Deferred tax assets (net)      |          | 15,629,893.00        | 15,629,893.00        |
| (c) Long term Loans & Advances     | 8        | 32,373,103.22        | 25,497,295.22        |
| <b>(2) Current Assets</b>          |          |                      |                      |
| (a) Inventories                    | 9        | 33,018,980.39        | 33,134,489.27        |
| (b) Trade receivables              | 10       | 92,540.33            | 561,010.09           |
| (c) Cash and cash equivalents      | 11       | 169,589.73           | 827,409.20           |
| (d) Other current assets           | 12       | 5,050,644.48         | 4,698,120.48         |
| <b>Total</b>                       |          | <b>88,149,756.58</b> | <b>83,495,642.61</b> |
| Significant Accounting Policies    |          |                      |                      |
| Notes to Accounts                  |          |                      |                      |
| 28                                 |          |                      |                      |

|  |                       |                           |                  |
|--|-----------------------|---------------------------|------------------|
| As per our Report of even date               |                       | <b>Arihant Jain</b>       |                  |
| For <b>Agrawal S. Kumar &amp; Associates</b> |                       | Managing Director         |                  |
| Chartered Accountants                        |                       | DIN No. 00174557          |                  |
| Firm Registration No. 322324E                |                       |                           |                  |
| <b>Hitesh Lilha</b>                          |                       | <b>Pranab Chakraborty</b> |                  |
| Partner                                      |                       | Director                  |                  |
| Place : Kolkata                              |                       |                           |                  |
| Date : 29th May, 2015                        | Membership No. 069536 | <b>Jyoti Gupta</b>        | DIN No. 03568360 |
|  |                       | Company Secretary         |                  |

**STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2015**

| (Amount in Rs.) |   |                 |                         |                         |
|-----------------|---|-----------------|-------------------------|-------------------------|
| <b>Sr. No.</b>  | <b>Particulars</b>                      | <b>Note No.</b> | <b>As at 31.03.2015</b> | <b>As at 31.03.2014</b> |
| I.              | Revenue from operations                 | 13              | 72,714,140.80           | 40,170,232.49           |
| II.             | Other Income                            | 14              | 550,316.03              | 974,173.38              |
| III.            | <b>Total Revenue</b>                    |                 | <b>73,264,456.83</b>    | <b>41,144,405.87</b>    |
| IV.             | Expenses                                |                 |                         |                         |
|                 | Cost of shares purchased                | 15              | 67,121,924.61           | 26,800,897.48           |
|                 | Changes in inventories of Shares        | 16              | 115,508.88              | 9,247,283.77            |
|                 | Employee Benefit Expense                | 17              | 1,206,193.00            | 1,034,237.00            |
|                 | Depreciation & Amortised Cost           | 18              | 1,332,419.92            | 383,095.40              |
|                 | Expenses                                | 19              | 2,666,570.44            | 2,256,329.31            |
|                 | <b>Total Expenses</b>                   |                 | <b>72,442,616.85</b>    | <b>39,721,842.96</b>    |
| V.              | Profit before tax and exceptional items | (III - IV)      | 821,839.98              | 1,422,562.91            |
| VI.             | Exceptional Items                       |                 | —                       | —                       |
| VII.            | <b>Profit before tax</b>                | (V - VI)        | <b>821,839.98</b>       | <b>1,422,562.91</b>     |
| VIII.           | <b>Tax expense :</b>                    |                 |                         |                         |
|                 | (1) Current Tax                         |                 | 662,000.00              | 100,000.00              |
| IX.             | <b>Profit/(Loss) after tax</b>          | (VII - VIII)    | <b>159,839.98</b>       | <b>1,322,562.91</b>     |
|                 | Add : Previous Year Adjustment          |                 | —                       | 296,263.00              |
| X.              | <b>Profit/(Loss) for the year</b>       |                 | <b>159,839.98</b>       | <b>1,026,299.91</b>     |
| XI.             | <b>Earning per equity share :</b>       |                 |                         |                         |
|                 | (1) Basic & Diluted (in Rs.)            |                 | 0.00                    | 0.02                    |

Significant Accounting Policies

Notes to Accounts

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|  |                       |                           |                  |
|--|-----------------------|---------------------------|------------------|
| As per our Report of even date               |                       | <b>Arihant Jain</b>       |                  |
| For <b>Agrawal S. Kumar &amp; Associates</b> |                       | Managing Director         |                  |
| Chartered Accountants                        |                       | DIN No. 00174557          |                  |
| Firm Registration No. 322324E                |                       |                           |                  |
| <b>Hitesh Lilha</b>                          |                       | <b>Pranab Chakraborty</b> |                  |
| Partner                                      |                       | Director                  |                  |
| Place : Kolkata                              |                       |                           |                  |
| Date : 29th May, 2015                        | Membership No. 069536 | <b>Jyoti Gupta</b>        | DIN No. 03568360 |
|  |                       | Company Secretary         |                  |



**CASH FLOW STATEMENT for the year ended 31st March, 2015**

| <b>DESCRIPTION</b>                                       | <b>Year ended<br/>31st March, 2015<br/>(Rs.)</b> | <b>Year ended<br/>31st March, 2014<br/>(Rs.)</b> |
|--|--|--|
| <b>A. Cash Flow from Operating Activities</b>            |  |  |
| Net Profit, Before Tax & Extraordinary Items             | 1,121,839.98                                     | 1,422,562.91                                     |
| Depreciation   | 1,332,419.92                                     | 383,095.40                                       |
| Donation   | (300,000.00)                                     | —  |
| Loss on Sale of Vehicle                                  | —  | 494,318.00                                       |
| Income Tax Paid  | —  | (88,556.00)                                      |
| Previous Year Adjustment                                 | —  | (296,263.00)                                     |
| <b>Operating Profit before Working Capital Changes</b>   | <b>2,154,259.90</b>                              | <b>1,915,157.31</b>                              |
| <b>Changes in Working Capital</b>                        |  |  |
| Inventories  | 115,508.88                                       | 9,247,283.77                                     |
| Trade Receivables  | 468,469.76                                       | (106,891.94)                                     |
| Short Term Loan and Advances                             | —  | —  |
| Long Term Loan and Advances                              | (6,875,808.00)                                   | (679,843.99)                                     |
| Other Current Assets                                     | (352,524.00)                                     | —  |
| Trade payable  | 7,253,955.29                                     | (4,146,022.49)                                   |
| Other Current Liabilities                                | (10,646.29)                                      | 626,581.37                                       |
| Other Long Term Liabilities                              | (3,411,035.01)                                   | (8,717,932.85)                                   |
| Other Non Current Liabilities                            | —  | —  |
| <b>Net Cash from Operating Activities (A)</b>            | <b>(657,819.47)</b>                              | <b>(1,861,668.82)</b>                            |
| <b>B. Cash Flow from Investing Activities</b>            |  |  |
| Purchase of Fixed Assets                                 | —  | (21,253.00)                                      |
| Sale of Fixed Assets                                     | —  | 370,000.00                                       |
| <b>Net Cash Flow from Investing Activities (B)</b>       | <b>—</b>   | <b>348,747.00</b>                                |
| <b>C. Cash Flow from Financing Activities</b>            |  |  |
|  | —  | —  |
|  | —  | —  |
| <b>Net Increase in Cash and Cash Equivalents (A+B+C)</b> | <b>(657,819.47)</b>                              | <b>(1,512,921.82)</b>                            |
| <b>Cash and Cash Equivalents (Opening Balance)</b>       | <b>827,409.20</b>                                | <b>2,340,331.02</b>                              |
| <b>Cash and Cash Equivalents (Closing Balance)</b>       | <b>169,589.73</b>                                | <b>827,409.20</b>                                |

As per our Report of even date  
For **Agrawal S. Kumar & Associates**  
Chartered Accountants  
Firm Registration No. 322324E

**Hitesh Lilha**

Partner

Place : Kolkata

Date : 29th May, 2015

Membership No. 069536

**Manoj Saraogi**  
Chief Financial Officer

**Jyoti Gupta**  
Company Secretary

**Arihant Jain**  
Managing Director  
DIN No. 00174557

**Pranab Chakraborty**  
Director  
DIN No. 03568360

**Notes on Financial Statement for the year ended 31st March, 2015**

| Sr.<br>No.              | Particulars  | (Amount in Rs.)     |                     |
|-------------------------|--|---------------------|---------------------|
|                         |  | As at<br>31.03.2015 | As at<br>31.03.2014 |
| Notes : 1 Share Capital |  |                     |                     |
| 1                       | AUTHORIZED CAPITAL   |                     |                     |
|                         | 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 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      |

**Notes : 1a Shareholders holding more than 5%**

|                           | As at 31-03-2015 |              | As at 31-03-2014 |              |
|---------------------------|------------------|--------------|------------------|--------------|
|                           | No. of Shares    | %            | No. of Shares    | %            |
| 1 Bahubali Properties Ltd | 3,982,980        | 7.20%        | 3,982,980        | 7.20%        |
| <b>Total</b>              | <b>3,982,980</b> | <b>7.20%</b> | <b>3,982,980</b> | <b>7.20%</b> |

|  |  | (Amount in Rs.)             |                             |
|--|--|-----------------------------|-----------------------------|
| <u>Sr. No.</u>                         | <u>Particulars</u>                               | <u>As at<br/>31.03.2015</u> | <u>As at<br/>31.03.2014</u> |
| <b>Notes : 2 Reserve &amp; Surplus</b> |  |                             |                             |
| 1                                      | Amalgamation Reserve                             | 12,831,689.45               | 12,831,689.45               |
| 2                                      | Reserve Fund                                     | 3,974,640.00                | 3,974,640.00                |
| 3                                      | Share Premium                                    | 27,393,500.00               | 27,393,500.00               |
| 4                                      | Surplus /(defecit) in statement of Profit & Loss |                             |                             |
|  | Balance as per last account                      | (141,384,660.67)            | (142,410,960.58)            |
|  | Add : Net Profit/(Loss) for the period           | 159,839.98                  | 1,026,299.91                |
|  | <b>Total</b>                                     | <b>(97,024,991.24)</b>      | <b>(97,184,831.22)</b>      |

**Notes : 3 Other Long Term Liabilities**

|                    |                      |                      |
|--------------------|----------------------|----------------------|
| 1 Advance Received | 18,825,480.00        | 52,376,305.00        |
| <b>Total</b>       | <b>18,825,480.00</b> | <b>52,376,305.00</b> |

**Notes on Financial Statement for the year ended 31st March, 2015 (Contd.)**

|                                 |                    | (Amount in Rs.)             |                             |
|---------------------------------|--------------------|-----------------------------|-----------------------------|
| <u>Sr.<br/>No.</u>              | <u>Particulars</u> | <u>As at<br/>31.03.2015</u> | <u>As at<br/>31.03.2014</u> |
| <b>Notes : 4 Trades Payable</b> |                    |                             |                             |
| 1                               | Trade Payables     | 48,965,269.99               | 11,571,524.71               |
|                                 | <b>Total</b>       | <b>48,965,269.99</b>        | <b>11,571,524.71</b>        |

**Notes : 5 Other Current Liabilities**

|   |                            |                     |                     |
|---|----------------------------|---------------------|---------------------|
| 1 | Income Tax Payable         | 56,853.00           | 56,853.00           |
| 2 | Outstanding Liabilities    | 276,344.83          | 286,991.12          |
| 3 | Fringe Benefit Tax Payable | 7,110.00            | 7,110.00            |
| 4 | TDS Payable - IIFL         | 601,149.00          | 601,149.00          |
| 5 | TDS Payable - Motilal      | 1,354,803.00        | 1,354,803.00        |
|   | <b>Total</b>               | <b>2,296,259.83</b> | <b>2,306,906.12</b> |

**Notes : 6 Short Term Provisions**

|   |                                      |                     |                     |
|---|--------------------------------------|---------------------|---------------------|
| 1 | Provision for Taxation               | 3,717,058.00        | 3,717,058.00        |
|   | Provision for Taxation (AY: 2014-15) | 100,000.00          | 100,000.00          |
|   | Provision for Taxation (AY: 2015-16) | 662,000.00          | —                   |
|   | <b>Total</b>                         | <b>4,479,058.00</b> | <b>3,817,058.00</b> |

**Notes : 8 Long term loans and Advances**

|  |              |                      |                      |
|--|--------------|----------------------|----------------------|
|  | Others       | 32,373,103.22        | 25,497,295.22        |
|  | <b>Total</b> | <b>32,373,103.22</b> | <b>25,497,295.22</b> |

|                              |                                     |                                    |                              |                                    | (Amount in Rs.)              |
|------------------------------|-------------------------------------|------------------------------------|------------------------------|------------------------------------|------------------------------|
| <u>Sr. No.</u>               | <u>Particulars</u>                  | <u>No. of Share<br/>31.03.2015</u> | <u>Amount<br/>31.03.2015</u> | <u>No. of Share<br/>31.03.2014</u> | <u>Amount<br/>31.03.2014</u> |
| <b>Notes : 9 Inventories</b> |                                     |                                    |                              |                                    |                              |
|                              | Quoted Shares                       | 1,564,022                          | 32,959,356.39                | 1,527,578                          | 33,004,865.27                |
|                              | Unquoted Shares                     | 5,740                              | 59,624.00                    | 6,440                              | 129,624.00                   |
|                              | <b>Total</b>                        | <b>1,569,762</b>                   | <b>33,018,980.39</b>         | <b>1,534,018</b>                   | <b>33,134,489.27</b>         |
|                              | <b>MARKET VALUE OF QUOTED SHARE</b> |                                    | 51,578,150.96                |                                    | 48,309,755.32                |

**Notes on Financial Statement for the year ended 31st March, 2015 (Contd.)****Notes : 7****FIXED ASSETS****(Amount in Rs.)**

| PARTICULARS            | G R O S S B L O C K    |                          |                           | D E P R E C I A T I O N |                        |                          | N E T B L O C K           |                  |                      |                      |
|------------------------|------------------------|--------------------------|---------------------------|-------------------------|------------------------|--------------------------|---------------------------|------------------|----------------------|----------------------|
|                        | Value at the beginning | Addition during the year | Deduction during the year | Value at the end        | Value at the beginning | Addition during the year | Deduction during the year | Value at the end | WDV as on 31.03.2015 | WDV as on 31.03.2014 |
| <u>Tangible Assets</u> |                        |                          |                           |                         |                        |                          |                           |                  |                      |                      |
| Land                   | 1,000,000.00           | —                        | —                         | 1,000,000.00            | —                      | —                        | —                         | —                | 1,000,000.00         | 1,000,000.00         |
| Electrical Install     | 252,163.00             | —                        | —                         | 252,163.00              | 74,866.00              | —                        | 43,917.07                 | 118,783.07       | 133,379.93           | 177,297.00           |
| Office Equipment       | 1,569,895.00           | —                        | —                         | 1,569,895.00            | 514,299.40             | —                        | 977,100.60                | 1,491,400.00     | 78,495.00            | 1,055,595.60         |
| Furniture & Fixture    | 2,237,350.00           | —                        | —                         | 2,237,350.00            | 1,322,817.25           | —                        | 311,402.25                | 1,634,219.50     | 603,130.50           | 914,532.75           |
| TOTAL                  | 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, 2015 (Contd.)**

| Sr.<br>No.                                   | Particulars                          | (Amount in Rs.)      |                      |
|--|--------------------------------------|----------------------|----------------------|
|  |                                      | As at<br>31.03.2015  | As at<br>31.03.2014  |
| <b>Notes : 10 Trade Recievables</b>          |                                      |                      |                      |
| 1  | Outstanding for less than six months |                      |                      |
|  | a) Unsecured, Considered Good        | 92,540.33            | 561,010.09           |
|  | <b>Total</b>                         | <b>92,540.33</b>     | <b>561,010.09</b>    |
| <b>Notes : 11 Cash &amp; Cash Equivalent</b> |                                      |                      |                      |
| 1  | <b>Cash-in-Hand</b>                  |                      |                      |
|  | Cash Balance                         | 31,506.43            | 639,274.34           |
|  | <b>Sub Total (A)</b>                 | <b>31,506.43</b>     | <b>639,274.34</b>    |
| 2  | <b>Bank Balance</b>                  |                      |                      |
|  | With Fixed Deposit                   |                      | -                    |
|  | With Canara Bank (Princep Street)    | 25,032.97            | 70,955.44            |
|  | With Oriental Bank of Commerce       | 8,264.67             | 8,331.67             |
|  | Citi Bank                            | 91,928.25            | 95,299.05            |
|  | HDFC Bank                            | 12,857.41            | 13,548.70            |
|  | <b>Sub Total (B)</b>                 | <b>138,083.30</b>    | <b>188,134.86</b>    |
|  | <b>Total [ A + B ]</b>               | <b>169,589.73</b>    | <b>827,409.20</b>    |
| <b>Notes : 12 Other Current Assets</b>       |                                      |                      |                      |
|  | Tax Deducted at Sources              | 1,378,322.48         | 1,378,322.48         |
|  | Income Tax Paid                      | 3,586,149.00         | 3,269,792.00         |
|  | Frieng Benefit Tax Paid              | 50,006.00            | 50,006.00            |
|  | T D S (14-15)                        | 36,167.00            | -                    |
|  | <b>Total</b>                         | <b>5,050,644.48</b>  | <b>4,698,120.48</b>  |
| <b>Notes : 13 Revenue from Operations</b>    |                                      |                      |                      |
| 1  | Sale of Shares                       | 72,714,140.80        | 40,170,232.49        |
|  | <b>Total</b>                         | <b>72,714,140.80</b> | <b>40,170,232.49</b> |
| <b>Notes : 14 Other Income</b>               |                                      |                      |                      |
| 1  | Interest Received                    | 361,667.00           | -                    |
| 2  | Profit & Loss on Share Dealing       | 55,551.41            | 77,399.63            |
| 3  | Dividend Received                    | 133,097.62           | 896,773.75           |
|  | <b>Total</b>                         | <b>550,316.03</b>    | <b>974,173.38</b>    |

**Notes on Financial Statement for the year ended 31st March, 2015 (Contd.)**

| Sr.<br>No.  | Particulars | As at<br>31.03.2015  | (Amount in Rs.)<br>As at<br>31.03.2014 |
|---|-------------|----------------------|--|
| <b>Notes : 15 Cost of shares Purchased</b>          |             |                      |  |
| a) Purchases of Shares                              |             |                      |  |
| 1 Quoted Shares & Unquoted Shares                   |             | 67,121,924.61        | 26,800,897.48                          |
| <b>Total</b>  |             | <b>67,121,924.61</b> | <b>26,800,897.48</b>                   |
| <b>Notes : 16 Change in Inventories</b>             |             |                      |  |
| 1 Opening Stock                                     |             | 33,134,489.27        | 42,381,773.04                          |
| 2 Closing Stock                                     |             | 33,018,980.39        | 33,134,489.27                          |
| <b>Total</b>  |             | <b>115,508.88</b>    | <b>9,247,283.77</b>                    |
| <b>Notes : 17 Employment Benefit Expenses</b>       |             |                      |  |
| 1 Employee expenses                                 |             | 1,206,193.00         | 1,034,237.00                           |
| <b>Total</b>  |             | <b>1,206,193.00</b>  | <b>1,034,237.00</b>                    |
| <b>Notes : 18 Depreciation &amp; Amortised Cost</b> |             |                      |  |
| 1 Depreciation                                      |             | 1,332,419.92         | 383,095.40                             |
| <b>Total</b>  |             | <b>1,332,419.92</b>  | <b>383,095.40</b>                      |
| <b>Notes : 19 Other Expenses</b>                    |             |                      |  |
| 1 Advertisement                                     |             | 55,200.00            | 92,850.00                              |
| 2 Audit fees  |             | 36,719.00            | 36,719.00                              |
| 3 Bank Charges                                      |             | 6,923.98             | 17,917.40                              |
| 4 Bad Debt Written Off                              |             | 341,386.60           | —                                      |
| 5 Computer Stationery                               |             | 68,722.00            | 70,055.00                              |
| 6 Custodian Charges                                 |             | 159,783.87           | 151,809.46                             |
| 7 Delay Charges                                     |             | 11,196.76            | 13,133.94                              |
| 8 Donation  |             | 300,000.00           | —                                      |
| 9 Electricity Charges                               |             | 110,390.00           | 101,710.00                             |
| 10 Filling Fees                                     |             | 9,600.00             | 2,000.00                               |
| 11 Fine and Penalties Charges                       |             | 5,385.00             | —                                      |
| 12 Insurance Charges                                |             | —                    | 14,500.00                              |
| 13 Interest on Income Tax                           |             | 41,274.00            | —                                      |
| 14 Interest Paid                                    |             | —                    | 276,459.10                             |
| 15 Loss on Sale of Car                              |             | —                    | 494,318.00                             |
| 16 Listing Fees                                     |             | 252,001.00           | 110,450.00                             |
| 17 Membership & Subscription                        |             | 10,113.00            | 10,113.00                              |
| 18 Miscellaneous Expenses                           |             | 15,950.00            | —                                      |
| 19 Postage & Courier charges                        |             | 2,000.00             | 19,426.00                              |

**Notes on Financial Statement for the year ended 31st March, 2015 (Contd.)**

|   |  | (Amount in Rs.)             |                             |
|---|--|-----------------------------|-----------------------------|
| <u>Sr.<br/>No.</u>                        | <u>Particulars</u>                       | <u>As at<br/>31.03.2015</u> | <u>As at<br/>31.03.2014</u> |
| <b>Notes : 19 Other Expenses (Contd.)</b> |  |                             |                             |
| 20  | Printing & Stationery                    | 66,699.00                   | 88,032.00                   |
| 21  | Professional Charges                     | 29,697.00                   | 10,467.00                   |
| 22  | Professional Tax                         | 2,500.00                    | 2,500.00                    |
| 23  | Rent Rates & Taxes                       | 416,284.00                  | 417,134.00                  |
| 24  | Repaire & Maintenance                    | 144,706.00                  | 27,956.00                   |
| 25  | Share Trading Statutory & Other Expenses | 66,553.26                   | 85,568.53                   |
| 26  | Software Expenses                        | —                           | 2,200.00                    |
| 27  | Statutory Legal Expenses                 | 23,250.00                   | —                           |
| 28  | Sundry Balances Written Off              | 100,000.00                  | —                           |
| 29  | Telephone Charges                        | 390,235.97                  | 191,110.88                  |
| 30  | Travelling & Conveyance                  | —                           | 19,900.00                   |
| <b>Total</b>                              |  | <b>2,666,570.44</b>         | <b>2,256,329.31</b>         |

**(Annexed to and forming part of the Accounts for the year ended 31st March, 2015)****SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS****SIGNIFICANT ACCOUNTING POLICIES :****(20) Basis of Accounting :**

The Financial Statements have been prepared under the Historical Cost Convention and one on accrual basis.

**(21) Income Recognition :**

All revenues/incomes except Dividend, Interest on Debentures are recognised on accrual basis of accounting

**(22) Principal Accounting Policies :**

Accounting Policies unless specifically stated to be otherwise, and are consistent and are in consonance with generally accepted accounting principles.

**(23) Gratuity :**

The Company has taken Group Gratuity Policy from LIC of India for its employees and contribution paid during the year has been charged to Profit & Loss Account

**(24) Stock In Trade :**

Stock in Trade are valued at lower of Cost and Market Value

**(25) Fixed Assets :**

Fixed Assets are stated at cost of acquisition less depreciation

**(26) Depreciation :**

With effect from 01.04.2014, the Depreciation on Tangible assets have been charged based on useful life as per Schedule - II of the Companies Act,2013.

**(27) Contingent Liabilities :**

Contingent liabilities are generally not provided for in the books of accounts and are separately shown in the Notes on Accounts.

**(28) NOTES ON ACCOUNTS****(A) Quantitative details of goods traded :**

|                   | Shares           |                 | Shares           |                 |
|-------------------|------------------|-----------------|------------------|-----------------|
|                   | As on 31.03.2015 |                 | As on 31.03.2014 |                 |
|                   | Qty.<br>(Nos.)   | Amount<br>(Rs.) | Qty.<br>(Nos.)   | Amount<br>(Rs.) |
| Opening Inventory | 1,534,018        | 33,134,489.27   | 1,750,147        | 42,381,773.04   |
| Purchase          | 774,586          | 67,121,924.61   | 480,789          | 26,800,897.48   |
| Sales             | 738,842          | 72,714,140.80   | 696,918          | 40,170,232.49   |
| Closing Inventory | 1,569,762        | 33,018,980.39   | 1,534,018        | 33,134,489.27   |

**(B)** In the opinion of the Management, the Sundry Debtors, Loan & Advances and Current Assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

**(C)** Earning & Expenditure in foreign currency.

**(D)** Certain balances of Sundry Debtors, Sundry Creditors and Loans & Advances are subjects to confirmation.

**(E)** Since the company has operated only in one segment, i.e. Trading Shares & Securities, provision relating to Report as per AS- 17 are not applicable.

**(F) 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 Manoj Saraogi - CFO

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

Amluckie Investment Co Ltd.  
Abex Infocom Pvt Ltd.



**(c) Transaction with the persons mentioned in (A) above :**

Manoj Saraogi - Remuneration - Rs. 311,131.00.

**(d) Transaction with the persons mentioned in (B) above :-**

Amluckie Investment Co Ltd. - Purchase of Shares during the year Rs. 41,615,000.00

Abex Infocom Pvt Ltd. - Sale of Shares during the Year Rs. 50,000.00

**(G) 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.

**(H) Information Pursuant to paragraph 9BB Non Banking Financial Companies Prudential Norms (Reserve Bank) Direction, 1998 has been given in Annexure - II.****(I) Retirement Benefits :**

Provision for retirement benefits has been made as no employee has put in the qualifying period of service for entitled of the benefit.

**(J) 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>2014 - 15</u> | <u>2013 - 14</u> |
|--|------------------|------------------|
| a) Numerator used : Profit after Tax   | 159,839.98       | 1,026,299.91     |
| b) Denominator used : No. of Equity Shares<br>of Rs. 10/- each outstanding during the year | 5,53,04,340      | 5,53,04,340      |
| c) Earning per Share   | 0.00             | 0.02             |

**(L) Figures in brackets represent previous year figures.****(M) Schedule "1" TO "19" annexed here with are forming part of the Balance Sheet and the Profit & Loss Statement.**


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|  |                         |                           |                          |
|--|-------------------------|---------------------------|--------------------------|
| As per our Report of even date               |                         |                           | <b>Arihant Jain</b>      |
| For <b>Agrawal S. Kumar &amp; Associates</b> | <b>Manoj Saraogi</b>    |                           | <i>Managing Director</i> |
| <i>Chartered Accountants</i>                 | Chief Financial Officer |                           | DIN No. 00174557         |
| Firm Registration No. 322324E                |                         |                           |                          |
| <b>Hitesh Lilha</b>                          |                         | <b>Pranab Chakraborty</b> |                          |
| <i>Partner</i>                               | <b>Jyoti Gupta</b>      | <i>Director</i>           |                          |
| Place : Kolkata                              | Company Secretary       | DIN No. 03568360          |                          |
| Date : 29th May, 2015                        | Membership No. 069536   |                           |                          |

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**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, 2007)

(Rs. in Lakhs)

|    | Particulars   |                    |                |
|----|---|--------------------|----------------|
|    | <b>Liabilities Side :</b>   |                    |                |
| 1. | <b>Loans and advances availed by the Non-banking Financial Company inclusive of interest accrued thereon but not paid :</b> | Amount Outstanding | Amount Overdue |
|    | (a) Debentures : Secured  | NIL                | NIL            |
|    | Unsecured<br>(other than falling within the meaning of public deposits*)  | NIL                | NIL            |
|    | (b) Deferred Credits  | NIL                | NIL            |
|    | (c) Term Loans  | 0                  | 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>   |                    |                |
|    | <b>Assets Side :</b>  |                    |                |
|    |   | Amount Outstanding |                |
| 2. | <b>Break-up of Loans and Advances including bills receivables (other than those included in (4) below) :</b>                |                    |                |
|    | (a) Secured   | NIL                |                |
|    | (b) Unsecured   | NIL                |                |
| 3. | <b>Break-up of Leased Assets and Stock on hire and other assets counting towards AFC activities :</b>                       |                    |                |
|    | (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                |                |

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|           |   |                          |               |               |
|-----------|---|--------------------------|---------------|---------------|
| <b>5.</b> | <b>Borrower group-wise classification of assets financed as in (2) and (3) above :</b><br>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                      | 323.73        | 323.73        |
|           | <b>Total</b>  | <b>NIL</b>               | <b>323.73</b> | <b>323.73</b> |

|           |   |   |                                   |
|-----------|---|---|-----------------------------------|
| <b>6.</b> | <b>Investor group-wise classification of all investments (Current and Long Term) in shares and securities (both quoted and unquoted) :</b><br>Please see Note 3 below |   |                                   |
|           | Category  | Market Value/Break-up or<br>Fair Value or NAV | Book Value<br>(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                               |
|           | <b>Total</b>  | <b>NIL</b>                                    | <b>NIL</b>                        |

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

|           |   |        |
|-----------|---|--------|
| <b>7.</b> | <b>Other Information :</b>                    |        |
|           | 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.

## 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 30th Annual general meeting of the company, to be held on the Tuesday of September 29, 2015 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 |
|           | <b>Ordinary Business</b>   |          |         |
| 1         | Adoption of Audited Financial Statements, Reports of the Board of Directors' & Auditors' |          |         |
| 2         | Re-appointment of Director   |          |         |
| 3         | Appointment of Auditors  |          |         |
|           | <b>Special Business</b>  |          |         |
| 4         | Appointment of Smt. Madhu Barnwal as Director  |          |         |
| 5         | Appointment of Shri Subhankar Kayal as Director  |          |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of shareholder \_\_\_\_\_ Signature of Proxyholder(s) \_\_\_\_\_

Affix  
Rs. 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 Thirtieth 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

#### 30TH ANNUAL GENERAL MEETING

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

I hereby record my presence at 30th 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 29, 2015 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. |
|-----------|---|----------------------------|
| 150804014 | Please refer Note No. 15.I. of the Notice |                            |

**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](http://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.

*If undelivered, please return to :-*

**BLUE CHIP INDIA LIMITED**

10, Princep Street, 2nd Floor

Kolkata - 700 072