

BLUE CHIP INDIA LIMITED

Regd. Office :10 Princep Street, 2nd Floor, Kolkata - 700072
E:bluechipindialimited@gmail.com, W: www.bluechipind.com
Phone: 91-33-4002 2880, Fax: 91-33-2237 9053
CIN: L65991WB1993PLC060597

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE FINANCIAL YEAR 2025-2026 OF THE MEMBERS OF BLUE CHIP INDIA LIMITED WILL BE HELD ON FRIDAY, 06TH FEBRUARY, 2026 AT 3:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM NO.: 1 - TO CONSIDER THE REDUCTION OF CAPITAL OF THE COMPANY, WITH OR WITHOUT MODIFICATION, AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 66 of the Companies Act, 2013 read with The National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 other applicable provisions, if any, of the Companies Act, 2013 or any amendment(s) thereto, Articles of Association of the Company, SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024 (and amendments thereto), *SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024*, and Regulation 37 of SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015 and subject to confirmation/approval by the NCLT having appropriate Jurisdiction and subject to such other approvals, consents, permissions or sanctions of any other authority, body or institution, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India (hereinafter collectively referred to as “the concerned authorities”) as may be required, and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the concerned authorities, from time to time, while granting such approvals, consents, permissions or sanctions, the subscribed, issued and paid up equity share capital of the company with effective from the appointed date i.e.1.4.2025 and after securing necessary approvals and permissions:

- I. Set off Rs. 10,95,02,592/- (Rupees Ten Crore Ninety Five Lakhs Two Thousand Five Hundred and Ninety Two Only) fully paid up capital of the company out of total accumulated Loss of Rs. 11,77,51,161.00 (Eleven Crores Seventy Seven Lakhs Fifty One Thousand One Hundred and Sixty One Only) against the paid up capital of the Company of Rs. 11,06,08,680/- (Rupees Eleven Crores Six Lakhs Eight Thousand Six Hundred and Eighty only) consisting of 5,53,04,340 fully paid up Equity Shares of Rs. 2/- (Rupees Two Only);
- II. Accordingly, the reduction of capital is amount to **99%** of the Paid up equity share capital of the Company;
- III. the Subscribed and Fully Paid-up Share Capital of the Company shall stand reduced from Rs. 11,06,08,680/- (Rupees Eleven Crores Six Lakhs Eight Thousand Six Hundred and Eighty only) consisting of 5,53,04,340 fully paid up Equity Shares of Rs. 2/- (Rupees Two Only), to Rs. 11,06,088/- (Rupees Eleven Lakhs Six Thousand Eighty Eighty only) divided into 5,53,044 (Five Lakhs Fifty Three Thousand Forty Four) Equity Shares of Rs. 2/- (Two only) each; and

RESOLVED FURTHER THAT post reduction of capital of the Company, the new capital of the company will not exceed Rs. 11,06,088/- (Rupees Eleven Lakhs Six Thousand Eighty Eight only) divided into 5,53,044 (Five Lakhs Fifty Three Thousand and Forty Four) Equity Shares of Rs. 2/- (Two only) each.

RESOLVED FURTHER THAT the reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company and in respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number.

RESOLVED FURTHER THAT the balance fractional shares entitlements which could not rounded off shall be combined and rounded off to the nearest whole number and the said shares be kept in a separate demat account under control of the Chairman of the Audit committee and within 3-months post trading approval the same be sold in the open market and the sale proceeds of the factional shares be distributed to the entailed shareholders by the chairman of the Audit Committee.

RESOLVED FURTHER THAT the Board be and hereby authorized to file the company petition for reduction of capital, implement, modify, amend and alter the scheme of reduction of capital of the company in accordance with the Order of the Hon'ble NCLT having appropriate Jurisdiction and such other authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India.

AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2 - TO IMPLEMENT THE REDUCTION OF CAPITAL OF THE COMPANY, WITH OR WITHOUT MODIFICATION, AS A SPECIAL RESOLUTION:

"RESOLVED THAT after reduction of the capital of the company , the paid up capital of the company be re-organised subject to such rights, privileges and conditions attaching thereto as are provided by the Memorandum and Articles of Association of the company with power to increase or reduce its capital from time to time and to divide the shares in the capital as per the Companies Act, 2013 or in any amendment or modification or re-enactment thereof and to attach thereto respectively with such preferential, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the said Companies Act or the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges, conditions or restrictions in such manner as may be permitted by the said Companies Act 2013 to that extent applicable or by the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and hereby authorized to implement, modify, amend and alter the scheme of reduction of capital of the company in accordance with the Order of the NCLT having appropriate jurisdiction and such other authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India, including:

- A. Fix the Book Closure/Record Date to give effect to the reduction of capital;
- B. make necessary application to the depositories including NSDL/CDSL and Registrar and Share Transfer Agent; and
- C. issue new share certificates in accordance with Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and it is hereby authorised to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary".

AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO.: 3 - TO CONSIDER REGULARIZATION/APPOINTMENT OF MRS. AAKANSHA VAID (DIN: 02796417) AS A DIRECTOR - INDEPENDENT (NON-EXECUTIVE) OF THE COMPANY FOR 5 YEARS AS A SPECIAL RESOLUTION;

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 , 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Aakansha Vaid (DIN: 02796417) who was appointed as an Additional Director (in capacity of Non-Executive Independent Director) of the Company, by the Board of Directors at its meeting held on 23rd December, 2025 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director who has submitted the declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act and read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and who holds office up to the period of three months from the date of her appointment be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 23-12-2025 to 22-12-2030 not liable to retire by rotation."

“AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.: 4 - TO CONSIDER REGULARIZATION/APPOINTMENT OF MR. MANAS RANJAN PALO (DIN: 01933994) AS A DIRECTOR - INDEPENDENT (NON-EXECUTIVE) OF THE COMPANY FOR 5 YEARS AS A SPECIAL RESOLUTION;

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Manas Ranjan Palo (DIN: 01933994) who was appointed as an Additional director on dated 23rd December, 2025 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and he holds office up to the period of three months from the date of his appointment if not confirmed or regularized and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 , 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manas Ranjan Palo (DIN: 01933994) who was appointed as an Additional Director (in capacity of Non-Executive Independent Director) of the Company, by the Board of Directors at its meeting held on 23rd December, 2025 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director who has submitted the declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and who holds office up to the period of three months from the date of his appointment be and is hereby appointed as a Non-Executive, Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 23-12-2025 to 22-12-2030 not liable to retire by rotation.”

“AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.: 5 TO APPROVE THE ENHANCEMENT IN THE BORROWING LIMITS OF THE COMPANY AS A SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time and any other applicable laws (including any statutory modification(s) or amendment(s) and/or reenactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee constituted by the Board) to borrow for the purpose of the business of Company, any sum or sum(s) of moneys for and on behalf of the Company (i) by way of availing of long/ short term loans and all kinds of financial assistance/ credit facilities by all permissible methods, secured/unsecured from domestic as well as international lenders, investors including banks, financial institutions, bodies corporate or any person(s), (ii) by way of issue of redeemable nonconvertible debentures, subordinated debentures, bonds, commercial papers or any other securities or instrument(s) on private placement basis as well as by way of public issue in the domestic market by issue of shelf-disclosure documents, prospectus, shelf prospectus, general information document (GID) key information document (KID), offering circular or otherwise, from persons, institutional investors, foreign institutional investors/ foreign portfolio investors, qualified institutional buyers (QIB), qualified institution placement (QIP), resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, state industrial development corporations, provident funds, pension funds,

superannuation funds, gratuity funds, venture capital funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, no institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organisations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, (iii) by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or (iv) by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by creation of mortgage, charge, hypothecation, lien, pledge or otherwise of the Company's assets and properties, whether movable or immovable, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital, free reserves and securities premium, provided that the total amount borrowed by the Company and outstanding at any point of time, apart from temporary loans, shall not exceed Rs. 500 crores (Rupees Five Hundred crores Only).

RESOLVED FURTHER THAT the Board or person/(s) as authorised by the Board be and are hereby authorised to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to the authority to settle any questions or resolve any difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to seek any further consent or approval of the Members of the Company in this regard and the Members shall be deemed to have given their approval to the Board or any person(s) authorized by the Board expressly by the authority of this resolution.”

ITEM NO.: 6 - TO AUTHORISE THE BOARD OF DIRECTORS TO CREATE SECURITY INTERESTS OVER THE UNDERTAKING OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”) and any other applicable laws (including any statutory modification(s) or amendment(s) and/or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee constituted by the Board) for mortgaging, hypothecating, pledging and/or charging (including creation /perfection / modification thereof) and/or creating security interest of every nature and kind whatsoever as may be necessary and in such form and manner and on such terms and at such time(s) as the Board may deem fit, on receivables and other movable and/or immovable properties of the Company including the whole or substantially the whole of the undertaking(s) of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustees, agent(s) to secure the debentures, notes, bonds or any other permissible debt securities/instruments issued/ to be issued by the Company in the domestic or international markets, loans/borrowing limit(s)/financial assistance availed/ to be availed by the Company from banks, financial or any other institutions, institutional investors, foreign institutional investors/ foreign portfolio investors, qualified institutional buyers, resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, state industrial development corporations, provident funds, pension funds, superannuation funds, gratuity funds, venture capital funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors persons in India as well as through external commercial borrowings, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities outstanding up to a sum not exceeding Rs. 500 crores (Rupees Five Hundred crores Only).

RESOLVED FURTHER THAT the Board or person/(s) as authorised by the Board be and are hereby authorised to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to the authority to settle any questions or resolve any difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to seek any further consent or approval of the

Members of the Company in this regard and the Members shall be deemed to have given their approval to the Board or any person(s) authorized by the Board expressly by the authority of this resolution.”

ITEM NO.: 7 - AUTHORIZATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013 AS A SPECIAL RESOLUTION.

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 500 crores (Rupees Five Hundred Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

AND RESOLVED FURTHER THAT the Board or person/(s) as authorised by the Board be and are hereby authorised to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to the authority to settle any questions or resolve any difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to seek any further consent or approval of the Members of the Company in this regard and the Members shall be deemed to have given their approval to the Board or any person(s) authorized by the Board expressly by the authority of this resolution.”

Place : Kolkata
Date : 12.01.2026

By Order of the Board
Blue Chip India Limited,
-Sd/-
Arihant Jain
Managing Director
DIN : 00174557

NOTES :

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to **Item Nos. 1 to 7** forms part of this Notice.
2. Pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) hereinafter collectively referred to as (“MCA Circulars”), SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD PoD-2/P/CIR/2023/167 dated October 7, 2023 (together “SEBI Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto (“Listing Regulations”) and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws the companies

are allowed to hold General Meeting through VC/OAVM without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, provisions of the Act and Listing Regulations, the EGM of the Company is being held through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.

3. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The Remote E-voting commences on **Tuesday, 3rd February, 2026 at 9:00 A.M. (IST) and end on Thursday, 05th February, 2026 at 5:00 P.M. (IST)**. 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, i.e., Friday, 30th January, 2026**.
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Friday, 30th January, 2026., may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) mdpldc@yahoo.com. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. **Appointed M/s. Suprabhat & Co, Practicing Company Secretary (Membership No A41030 & CP No. 15878)** vide Board Resolution dated 23-12-2025 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
11. The Results shall be declared after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.bluechipind.com and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the EGM of the Company and the same will also be communicated to the Stock Exchanges.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the will also be available on the Company's website www.bluechipind.com , websites of the Stock Exchanges i.e. websites of National Stock Exchange, Bombay Stock Exchange and Calcutta Stock Exchange and on the website of CDSL at helpdesk.evoting@cdslindia.com. The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Notice of the EGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening the EGM are also available on the Company's website www.bluechipind.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, NSE at www.nseindia.com, CSE at www.cse-india.com and on the website of CDSL (agency for providing the Remote e-Voting facility) helpdesk.evoting@cdslindia.com.
15. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
16. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
18. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EGM by the members based on the request being sent on bluechipindialimited@gmail.com.
19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
20. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
22. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.

23. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
24. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 09nd January, 2026 have been considered for the purpose of sending the Notice of EGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re- enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at: www.bluechipind.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, NSE at www.nseindia.com, CSE at www.cse-india.com and on the website of CDSL (agency for providing the Remote e-Voting facility) helpdesk.evoting@cdslindia.com.
6. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD PoD-2/P/CIR/2023/167 dated October 7, 2023 (together "SEBI Circulars") respectively .

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The Remote E-voting period begins on **Tuesday, 03rd February, 2026 at 9:00 A.M. (IST) and end on Thursday, 05th February, 2026 at 5:00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd January, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN** for the relevant "**BLUE CHIP INDIA LIMITED**" on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz bluechipindialimited@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. **Saturday, 31st January, 2026** mentioning their name, demat account number/folio number, email id, mobile number at bluechipindialimited@gmail.com .The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bluechipindialimited@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) .
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Registrar & Share transfer Agent
Mareshwari Datamatics Private Limited
Add: 23, R. N. Mukherjee Road,
5th Floor, Kolkata - 700 001.
Tel No : (033) 2243-5029, 2248-2248
Fax No : (033) 2248-4787
E-mail : mdpldc@yahoo.com

Place : Kolkata
Date : 12.01.2026

By Order of the Board
Blue Chip India Limited,
-Sd/-
Arihant Jain
Managing Director
DIN : 00174557

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NOS. 1 & 7 MENTIONED IN THE ACCOMPANYING NOTICE

Item No. 1 & 2

A. ACCUMULATED LOSSES

As on 31.3.2025 the accumulated losses of the company was of Rs. 11,77,51,161.00 (Rupees Eleven Crore Seventy-seven Lakh Fifty One Thousand One Hundred Sixty One only). The Appointed date is 1st April, 2025:

Particulars	(Amount in Rs.)		
	Paid up capital as on 31 st March 2025(Rs.) (A)	Proposed Utilization of losses for reduction of capital(Rs.) (B)	Balance capital post Capital Reduction C = A-B (Rs.)
Fully Paid-Up capital (Equity shares) consists of 5,53,04,340 equity shares of face value of Rs. 2/- each	11,06,08,680	10,95,02,592	11,06,088

B. REDUCTION OF CAPITAL PROPOSAL:

- I. Set off Rs. 10,95,02,592/- (Rupees Ten Crore Ninety Five Lakhs Two Thousand Five Hundred and Ninety Two Only) fully paid up capital of the company out of total accumulated Loss of Rs. 11,77,51,161.00 (Eleven Crore Seventy Seven Lakhs Fifty One Thousand One Hundred and Sixty One Only) against the paid up capital of the Company of Rs. 11,06,08,680/- (Rupees Eleven Crores Six Lakhs Eight Thousand Six Hundred and Eighty only) consisting of 5,53,04,340 fully paid up Equity Shares of Rs. 2/- (Rupees Two Only).
- II. Accordingly, the reduction of capital is amount to **99%** of the Paid up equity share capital of the Company.
- III. the Subscribed and Fully Paid-up Share Capital of the Company shall stand reduced from Rs. 11,06,08,680/- (Rupees Eleven Crores Six Lakhs Eight Thousand Six Hundred and Eighty only) consisting of 5,53,04,340 fully paid up Equity Shares of Rs. 2/- (Rupees Two Only), to Rs. 11,06,088/- (Rupees Eleven Lakhs Six Thousand and Eighty Eight only) divided into 5,53,044 (Five Lakhs Fifty Three Thousand and Forty Four) Equity Shares of Rs. 2/- (Two only) each; and
- IV. Also, the Company shall make all applications/petitions under Section 66 of the Companies Act, 2013, NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016) and other applicable provisions of the Act to the NCLT of Judicature at Kolkata, West Bengal for sanctioning of this Reduction of Capital of the Company under the Provisions of Companies Act, 2013 and rules framed there under and obtain all approvals as may be required under law.
- V. The Company shall also file the *draft schemes with recognized stock exchanges for the purpose of disclosures with NSE/BSE/CSE as per SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024:*

“37(6) of the SEBI LODR, 2015 : Nothing contained in this regulation shall apply to draft schemes which -

a)solely provide for merger of a wholly owned subsidiary with its holding company; or

b) solely provide for writing off the accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity:

Provided that such draft schemes shall be filed with recognized stock exchanges for the purpose of disclosures.

C. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

- C.1. The company suffered losses on account of Trading and other businesses from time to time due to commercial market condition both in India & Abroad. Non-receipt of the outstanding's from various parties after follow ups, legal recourses, etc.
- C.2. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the company suffered. The Board could not scale the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.
- C.3. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.
- C.4. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.
- C.5. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders.
- C.6. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.
- C.7. The proposed reduction of the paid-up share capital of the company does not involve any payment of the paid up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors.
- C.8. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.
- C.9. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any paid-up capital.

D. OBJECTS / BENEFITS ARISING OUT OF THE SCHEME

- D.1. The Company's book would more accurately represent its financial position.
- D.2. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
- D.3. This reduction of capital of the company will help the company to raise fresh capital by private placement basis.
- D.4. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.
- D.5. The Scheme is only for reduction of share capital of the Company and it does not envisage transfer or vesting of any properties and / or liabilities to or in Favor of the Company.

- D.6. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- D.7. Hence, the Board believe that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Securities Premium Account to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.
- D.8. By virtue of article 22 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Companies Act, 2013.

E. EFFECTS OF THE SCHEME

- E.1. As on 31st March 2025, the Company has Accumulated Losses of Rs. 11,77,51,161.00 (Rupees Eleven Crores Seventy-seven Lakhs Fifty One Thousand One Hundred Sixty One only).

The Accumulated Losses are reflected as a debit balance under “Retained Earnings” as a part of “Other Equity”.

- E.2. The Net worth of the Company as on 31st March 2025 is Rs. (71,16,283.96). The losses were on account of adverse market conditions, and accumulated losses in the past 5 years are as under

Year	Equity Capital (A) (Rs.)	Securities Premium (B) (Rs.)	General Reserve	Earlier Years' Earnings retained (C) (Rs.)	Retained Earnings of the Year (D) (Rs.)	Total Net Worth E=A+B+C+D (Rs.)
2020-21	11,06,08,680	27393500.00	37,05,152.62	(9,67,46,161.00)	(29,85,161.00)	110607956.62
2021-22	11,06,08,680	27393500.00	37,05,152.62	(7,18,84,161.00)	(24,88,000.00)	11,06,08210.22
2022-23	11,06,08,680	27393500.00	37,05,152.62	(626,98,161.00)	(68,92,000.00)	11,06,08,258.05
2023-24	11,06,08,680	27393500.00	37,05,152.62	(9,03,26,161.00)	(2,93,70,000.00)	11,06,34,877.04
2024-25	11,06,08,680	27393500.00	37,05,152.62	(11,77,51,161.00)	(2,60,53,000.00)	11,06,07,517.99

- E.3. Therefore, Set off Rs. 10,95,02,592/- (Rupees Ten Crores Ninety Five Lakhs Two Thousand Five Hundred and Ninety Two Only) fully paid up capital of the company out of total accumulated Loss of Rs. 11,77,51,161.00 (Eleven Crores Seventy Seven Lakhs Fifty One Thousand One Hundred and Sixty One Only) against the paid up capital of the Company of Rs. 11,06,08,680/- (Rupees Eleven Crores Six Lakhs Eight Thousand Six Hundred and Eighty only) consisting of 5,53,04,340 fully paid up Equity Shares of Rs. 2/- (Rupees Two Only).
- E.4. The pre and post reduction of issued, subscribed & Paid Up Capital of the Company against its Accumulated Losses as on 31st March 2025 shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

Category	Particulars	Prior, to the Scheme of Arrangement		Post reduction under the Scheme	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	6220270	11.25	62,203	11.25
(B)	Public	49084070	88.75	4,90,841	88.75
(C)	Shares Underlying DRS.	-	-	-	-
(D)	Shares held by the employee trust	-	-	-	-
	TOTAL	5,53,04,340	100	5,53,044	100

Post Reduction of capital the paid up capital of the Company will be consist of 5,53,044 fully paid up equity shares of face value of Rs. 2/- each .

F. ACCOUNTNG TREATMENT

Upon the Scheme under Section 66 read with Section 52 of the Act becoming effective, the Company shall account for reduction of share capital - in its books of accounts in accordance with applicable accounting standards and other accounting principles.

- F.1 with effect from the Appointed date and upon the scheme becoming effective the amount of share capital shall be reduced from the Equity Share Capital of the company as per clause 9 AND 29 of the Scheme and correspondingly from debit balance of the Profit and Loss account of the Company.
- F.2 The company will comply with all the relevant accounting policies and Indian Accounting standards and relevant provisions as per section 133 of the Companies Act, 2013 to the extent applicable to the company in relation to the accounting for Reduction of capital and correspondingly writing of accumulated losses of the Company and any other applicable provisions and laws for the time being in force.
- F.3 Post Reduction the capital of the Company: Upon Scheme being effective, the amount standing issued, subscribed & Paid Up Capital of the Company will be Rs. 11,06,088/- consist of 5,53,044 equity shares of face value of Rs. 2/- each.

G. FRACTIONAL SHRAES:

In respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. However, here the reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company.

The reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company and in respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded of to the nearest whole number.

The balance fractional shares entitlements which could not rounded off shall be combined and rounded off to the nearest whole number and the said shares be kept in a separate demat account under control of the Chairman of the Audit committee and within 3-months post trading approval the same be sold in the open market and the sale proceeds of the

factional shares be distributed to the entailed shareholders by the chairman of the Audit Committee.

H. PRE AND POST SHAREHOLDING PATTERN

H.1. The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of reduction of capital of the Company.

The Pre & post Shareholding pattern of the company POST reduction of capital as under:

Category	Particulars	Prior, to the Scheme of Arrangement		Post reduction under the Scheme	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	6220270	11.25	62,203	11.25
(B)	Public	49084074	88.75	4,90,841	88.75
(C)	Shares Underlying DRS.	-	-	-	-
(D)	Shares held by the employee trust	-	-	-	-
	TOTAL	5,53,04,344	100	5,53,044	100

H-2 .There shall be no change in the shareholding pattern of the promoter holdings of the Company on account of reduction of capital of the company.

the scheme of Reduction of the share capital of the Company for the following reason's:

- I. The Company suffered losses on account of Trading and other businesses from time to time due to commercial market condition both in India & Abroad.
- II. Non-receipt of the out standing's from various parties after follow ups, legal recourses, etc.
- III. The Company has been incurring losses for past couple of years AND due to business Loss and inadequate working capital facilities the present business of the Company suffered.
- IV. The Object of the Company though changed around 2018 but the Board could not scale the businesses because of proper finance restructuring on account of accumulated losses. For past 7-years the Company hardly carried any major activities in the field of trading and NBFC activities.
The Subscribed and paid up capital of the Company wiped out to the extent more than 100%.
- V. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.
- VI. The Company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.

I. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, to all the shareholders in the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders

Those share holders whose holding presently in physical code, the company will issue and allot entitled shares post reduction of capital new share certificates to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital . And the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

The Company instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

In respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. However, here the reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company.

The balance fractional shares entitlements which could not rounded off shall be combined and rounded off to the nearest whole number and the said shares be kept in a separate demat account under control of the Chairman of the Audit committee and within 3-months post trading approval the same be sold in the open market and the sale proceeds of the factional shares be distributed to the entailed shareholders by the chairman of the Audit Committee.

J. DESIGNATED STOCK EXCHANGE

The Company is listed exclusively on BSE, NSE and CSE. Hence, the designated stock exchange for interaction with SEBI shall be BSE, NSE and CSE.

As per the SEBI Circular bearing No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024 the Company not required to any application for obtaining any observation letter / no-objection letter from the BSE for the implementation of the Scheme of reduction of capital.

The company is required file a copy of the scheme of reduction of capital under section 66 of the Companies Act, 2013 and rules framed thereunder under intimation to the designated Stock Exchange.

The Company has intimated BSE, NSE and CSE on 23rd December, 2025 about the proposed Reduction of capital of the Company.

K. IMPACT OF THE SCHEME ON EMPLOYEES

This Scheme would not in any way adversely affect the Employees of the Company. On the Scheme becoming effective, all Employees in the service of the Company immediately before the Scheme shall stay as the Employees of the Company without any break or interruption in their services, on same terms and conditions on which they are engaged as on the Effective Date. The Company undertakes to continue to abide by the terms of agreement / settlement entered into with employees' union / Employee or associations. The terms and conditions of service applicable to the Employees shall not in any way be less favourable to them than those applicable to them immediately before the Scheme.

L. IMPACT OF THE SCHEME ON CREDITORS / LENDERS / FINANCIAL INSTITUTIONS

This Scheme would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay the debts in ordinary course of business. The Creditors of the company will not be affected with this reduction of capital as their claim has not diluted or altered or alienated directly or indirectly for the purpose of this

Capital Reduction .

Also, this Scheme does not in any manner whatsoever alter, vary, or affect the rights of the creditors / lenders / financial institutions or the payment of outstanding dues of statutory authorities or any other creditor which is payable or outstanding.

The Company has not accepted or renewed any fixed deposits.

M. CHANGE OF MANAGEMENT

There will be no change of Management or shareholding of the promoters on accounts of Reduction of capital.

N. JURISDICTION OF NATIONAL COMPANY LAW TRIBUNAL

The Company shall make necessary application / petition under Section 66 read and other applicable provisions of the Act read with Rules framed thereunder to the NCLT for seeking the approval of the Reduction of capital of the Company under this drafted Scheme.

Presently the Registered Office of the Company located in the State of Chennai under the jurisdiction of Registrar of Companies Chennai. For the purposes it is considered for the NCLT jurisdiction as Kolkata, West Bengal and Registrar of Companies at Kolkata, West Bengal.

O. MODIFICATIONS / AMENDMENTS TO THE SCHEME

The Company, by its Board or such other committee / person or persons, as the Board may authorize, may assent to withdrawal of the Scheme in its entirety or to make and / or consent to any modifications / amendments of any kind to the Scheme or to any conditions or limitations that the NCLT / SEBI/ BSE/ NSE/ CSE and / or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate, whether as a result of subsequent events or otherwise, by the Board.

The Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or otherwise, if so, mutually agreed in writing by the Company.

p. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme of Reduction of capital asset out herein in its present form or with any modification(s) and amendments(s) made as per the direction of the NCLT or any Appropriate Authority, as the case may be, shall be effective from the Effective Date and binding upon all the stakeholders.

Q. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES POST REDUCTION OF CAPITAL OF THE COMPANY

Q.1. The said new Equity Shares issued and allotted by the Company post reduction of the Capital will be in terms of this Scheme shall be subject to the provisions of the Companies Act, 2013 and rules framed thereunder read with the provisions of Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Q.2 The shares to be issued to the members/ allottees of the Companies shall rank for voting rights and in all respects paripassu with the existing Equity Shares of the Company and having same ratio.

Q.3 New Equity shares of the Company issued may be listed and / or admitted to trading on the Bombay Stock Exchange (BSE), National Stock Exchange (NSE and Calcutta Stock Exchange (CSE) where the shares of Company is listed and / or admitted to trading in terms of the applicable bye-laws and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Q.4 The Company shall enter into such arrangements and give such confirmations and / or undertaking as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per SEBI (LODR) Regulations, 2015. On such formalities being fulfilled the said Stock exchanges shall list and / or admit such equity shares also for the purpose of trading.

R. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof.

However, the Company may instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

In the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

The Board sought the approval of members for resolution No. 1 and 2 by way of a special resolution including authoring the Board to give effect to the resolution post approval from the NCLT (National Company Law Tribunal) and other Statutory and Regulators including Stock Exchange & SEBI. The Company is only listed at BSE/ NSE/ CSE. The Board recommends the reduction of capital.

The Directors are interested to extent of their shareholding just like any other shareholder. Members can take inspection at the Registered office of the Company between 11 a.m to 1 P.M and at free of cost can obtain copy of the following Documents till the end of the meeting of the members scheduled to be held on 06th February, 2026:

Sl. No.	Descriptions
1	Certified true copy of the resolution passed by the Board of Directors of the company on 23 rd December, 2025 approving the scheme.
2	Certified copy of the draft Scheme of Reduction of Capital proposed to be filed before the NCLT.
3	Report from the Audit Committee dated 23 rd December, 2025 recommending the draft scheme taking into consideration, inter alia, the valuation report
4	Shareholding pattern of the Company- pre and post Reduction of Capital as per the format provided under Regulation 31 of the LODR Regulations.
5	Audited financials of the Company for the last 3 financial years
6	Capital Built up and Built of the Accumulated Losses
7	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc.
8	List of Creditors as on 31 st December 2025

9	Detailed Compliance Report duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.
10	Networth Certificate and Certificate of Compliance of Accounting Standard by the Statutory Auditor of the Company
11	Valuation Report by IBBI Registered Valuer M/s. CA Jay Shah Chartered Accountants, Membership No: 175050 Registered Valuer - Securities or Financial Assets - Reg No: IBBI/RV/07/2022/14720
12	Memorandum & Article of Association of the Company

ITEM NO. 3 : REGULARISATION/APPOINTMENT OF MRS. AAKANSHA VAID (DIN: 02796417) AS AN INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY.

Mrs. Aakansha Vaid (DIN: 02796417) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from **23-12-2025** by the Board of Directors in accordance with Sections 149(6),161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b), Regulation 17 (1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director who has submitted the declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act. Mrs. Aakansha Vaid (DIN: 02796417) has consented to the proposed appointment and declared qualified. Mrs. Aakansha Vaid (DIN: 02796417) criteria under the Act and rules & regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mrs. Aakansha Vaid (DIN: 02796417) as in terms of Non-Executive Independent Director of the Company Sections 149 read with section 152 of the Companies Act, 2013. Mrs. Aakansha Vaid (DIN: 02796417) is not liable to retire by rotation. Mrs. Aakansha Vaid (DIN: 02796417)_will hold the office for a consecutive term of 5 years with effect from **23-12-2025 to 22-12-2030**.

A copy of the letter of appointment proposed to be issued to Mrs. Aakansha Vaid (DIN: 02796417) as an Independent Director, setting out the terms and conditions thereof, is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Meeting.

Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India are attached as **Annexure- A**.

Except Mrs. Aakansha Vaid (DIN: 02796417) none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing the resolution as set out at Item No. 3 of this Notice as a Special Resolution.

ITEM NO.4 : REGULARISATION/APPOINTMENT OF MR. MANAS RANJAN PALO (DIN: 01933994) AS AN INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY.

Mr. Manas Ranjan Palo (DIN: 01933994) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from **23-12-2025** by the Board of Directors in accordance with Sections 149(6),161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b), Regulation 17 (1C)and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director who has submitted the declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act. Mr. Manas Ranjan Palo (DIN: 01933994) has consented to the proposed appointment and declared qualified. Mr. Manas Ranjan Palo (DIN: 01933994) criteria under the Act and rules & regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Manas Ranjan Palo (DIN: 01933994) as in terms of Non-Executive Independent Director of the Company Sections 149 read with section 152 of the Companies Act, 2013. Mr. Manas Ranjan Palo (DIN: 01933994) is not liable to retire by rotation. Mr. Manas Ranjan Palo (DIN: 01933994) will hold the office for a consecutive term of 5 years with effect from **23-12-2025 to 22-12-2030**.

A copy of the letter of appointment proposed to be issued to Mr. Manas Ranjan Palo (DIN: 01933994)_ as an Independent Director, setting out the terms and conditions thereof, is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Meeting.

Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India are attached as **Annexure- A**.

Except Mr. Manas Ranjan Palo (DIN: 01933994) none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing the resolution as set out at Item No. 4 of this Notice as a Special Resolution.

ITEM NO.5 AND 6:

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase borrowing limit to Rs. 500 Crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 500 Crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 500 Crores.

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 500 Crores (Rupees Five Hundred Crores) as stated in the resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

The Board of Directors therefore recommends the resolutions as set out in Item Nos. 5 and 6 of the Notice for approval of members of the Company by way of Special Resolutions.

ITEM NO. 7:

As per the provisions of Section 186 of the Companies Act, 2013 (the "Act"), it would be necessary to obtain the approval of the members to: -

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -
60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/ provide guarantees/ security, approval of the members is hereby sought to make loan/investment/ provide guarantees/security, for an amount not exceeding Rs. 500 Crores (Five Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or in any way interested in this Special Resolution except to the extent of their shareholding and directorship in the Company.

The Board of Directors therefore recommends the resolution as set out in Item Nos. 7 of the Notice for approval of members of the Company by way of Special Resolutions.

Place : Kolkata
Date : 12.01.2026

By Order of the Board
Blue Chip India Limited,
-Sd/-
Arihant Jain
Managing Director
DIN : 00174557

ANNEXURE-A

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Sr.No	NAME OF DIRECTOR	MRS. AAKANSHA VAID	MR. MANAS RANJAN PALO
1	DIN	02796417	01933994
2	Date of Birth	30/06/1987	30/06/1977
3	Age	37 years	47 years
4	Date of first appointment on the Board	23/12/2025	23/12/2025
5	Qualification	CS, LLB, BBA	Bachelor in Architecture, Post-graduation Diploma in Multi media
6	Experience and Expertise	Mrs. Aakansha Vaid is a Company Secretary by profession she was a Practicing Company Secretary and having experience of more than 10 years of experience now since last one year she is in employment. She has also done the LLB and other graduation in the field of BBA (Bachelor of Business & Administration)	Mr. Manas Ranjan Palo has done his graduation from College of Engineering from OUAT, Bhubaneswar. He has also experience of 2 years in UK for e-learning and also has 24 years of experience in e-learning and software development in India.
7	No. of Meetings of the Board attended during the year	NA	NA
8	List of Directorship of other Boards	1. Yash Trading and Finance Ltd 2. Deccan Bearings Ltd. 3. Integrated Hitech Ltd 4. Oxford Industries Ltd	1. RRP Semiconductor Ltd
9	The Listed entity from which Director has resigned in last three years	Nil	Nil
10	List of Membership / Chairmanship of Committees of other Companies	13	Nil
11	Shareholding in Company	NIL	NIL
12	Terms and Conditions of re-appointment	As per the Nomination & Remuneration Policy of the Company.	As per the Nomination & Remuneration Policy of the Company
13	Skills & capabilities required for the role and the manner in which the proposed person meets such requirement	Leadership, Business Administration.	Leadership, Business Administration, Human resource.

Place : Kolkata
Date : 12.01.2026

By Order of the Board
Blue Chip India Limited,
-Sd/-
Arihant Jain
Managing Director
DIN: 00174557

SCHEME OF REDUCTION OF SHARE CAPITAL

BETWEEN

**BLUE CHIP INDIA LIMITED
(CIN: L65991WB1993PLC060597)**

AND

ITS SHAREHOLDERS

***(UNDER SECTION 66 AND OTHER APPLICABLE SECTIONS
OF THE COMPANIES ACT, 2013 AND THE NATIONAL COMPANY LAW TRIBUNAL
(PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016)***



SCHEME OF REDUCTION OF SHARE CAPITAL

PREAMBLE OF THE SCHEME

This scheme of reduction of share capital is presented by **BLUE CHIP INDIA LIMITED** (CIN: L65991WB1993PLC060597) is a public company ('Company' or 'BCIL'), pursuant to the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 and the NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016 ('Scheme').

PARTS OF THE SCHEME

This Scheme is divided into following parts:

- a) **PART A** which deals with definitions and interpretations;
- b) **PART B** which deals with details of the Company;
- c) **PART C** which deals with reduction of share capital of the Company and listing of shares post reduction of capital; and
- d) **PART D** which deals with general terms and conditions applicable to the Scheme and other matters consequential, incidental, or integrally connected therewith of.



PART A

DEFINITIONS AND INTERPRETATIONS

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context thereof, the following expressions shall have the meanings respectively assigned to them:

- 1.1. **'Accumulated Losses'** shall mean the debit balance in the profit and loss account as shown in the Audited Accounts of the Company as on March 31, 2025;
- 1.2. **'Act'** or the **'the Act'** means the Companies Act, 2013 as notified, and ordinances, rules and regulations made thereunder and shall include any statutory modification, re-enactment or amendments thereof, from time to time;
- 1.3. **'Applicable Law(s)'** or **'Law(s)'** means any statutes, notification, bye laws, rules, regulations, guidelines, or common law, policy, code, directives, ordinance, Schemes, notices, instruments, decrees, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.
- 1.4. **'Appropriate Authority'** means any governmental, statutory, regulatory, departmental or public body or authority of the relevant jurisdictions, including (without limitation) if applicable, the National Company Law Tribunal, Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Official Liquidator, Bombay Stock Exchange, National Stock Exchange of India Ltd, Calcutta Stock Exchange, Securities and Exchange Board of India and other regulatory authorities;
- 1.5. **'Appointed Date'** means 1st April 2025 or such other calendar date as approved by the Hon'ble NCLT;
- 1.6. **'Board'** or **'Board of Directors'** in relation to each Company means the Board of such Company and shall include a committee of directors or any person authorised by such Board or such committee of directors, duly constituted and authorised for matters pertaining or relating to this Scheme;
- 1.7. **'BSE'** shall mean Bombay Stock Exchange Limited; and **'NSE'** shall mean National Stock Exchange Limited.



1.8. **'Effective Date'** means the date on which the certified copy of the order of NCLT sanctioning the Scheme is filed with the Registrar of Companies, Kolkata;

Any references in this Scheme to the 'date of coming into effect of this Scheme' or 'effectiveness of the Scheme' or 'Scheme taking effect' or 'upon this Scheme coming into effect' shall mean the Effective Date;

1.9. **'Employees'** means all the permanent employees, temporary employees and/or part-time employees of the Company as on the Effective Date;

1.10. **'Equity Shares'** means 5,53,04,340 fully Paid-Up equity shares of Rs 2/- each as issued by the Company;

1.11. **'Income-tax Act, 1961' or 'IT Act'** means the Income-Tax Act, 1961, as may be amended or supplemented from time to time, including any statutory modifications, re-enactments or replacement thereof, together with all applicable rules, regulations, by-laws, orders, ordinances, directions, notifications, policies, clarifications and the like issued thereunder;

1.12. **'Listing Agreement'** shall mean the agreement that is entered into between a recognised stock exchange and an entity, on the application of that entity to the recognised stock exchanges, undertaking to comply with conditions for listing of designed securities as per the provisions of the Listing Regulations;

1.13. **'Listing Regulations'** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

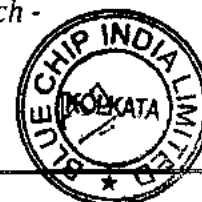
1.14. **'National Company Law Tribunal' or 'NCLT'** means the National Company Law Tribunal, Kolkata Bench, West Bengal, including all its benches whose jurisdiction the registered office of the Company is situated;

1.15. **'BCIL' or 'Company'** shall mean **Blue Chip India Limited** (CIN: L65991WB1993PLC060597), a Public Limited Company incorporated on 27th October 1993 and listed at NSE, BSE and CSE, having registered office at 10 Princep Street, 2nd Floor, P S BOW Bazar, Kolkata, India - 700072. Stock Exchange code of BSE - 531936, NSE - BLUECHIP, CSE - 12057



- 1.16. **'Order'** means an order passed by the NCLT sanctioning this Scheme of Reduction of Capital under Section 66 of the Companies Act, 2013, and rules framed thereunder;
- 1.17. **'Record Date'** means the specific date chosen by a company in consultation with the designated stock exchange as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine which shareholders are eligible to receive new shares post reduction of capital of the company. It's the cut-off point for compiling a list of eligible shareholders;
- 1.18. **'Registrar of Companies' or 'ROC'** means the Registrar of Companies (ROC) in Kolkata, in West Bengal, India;
- 1.19. **"Regional Director of Companies"** means the Regional Directorate, Kolkata, West Bengal (Eastern Region);
- 1.20. **"RSC Procedure Rules"** means NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016;
- 1.21. **'Rs' or 'Rupee(s)'** means Indian Rupee, the lawful currency of the Republic of India;
- 1.22. **'Scheme' or 'this Scheme' or 'the Scheme'** means this scheme of reduction of share capital between the Company and its shareholders in its present form or with such alterations(s) / modifications (s) as may be approved, imposed or directed by NCLT. This is a reduction of capital of the company under Section 66 of the Companies Act, 2013, and the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016.
- 1.23. **'SEBI'** means Securities and Exchange Board of India.
- 1.24. **'SEBI Circular'** means SEBI Master Circular No SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 (updated as on June 30, 2023 and SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024) read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and *SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024* ;

"37(6)) Nothing contained in this regulation shall apply to draft schemes which -



a) solely provide for merger of a wholly owned subsidiary with its holding company; or

b) solely provide for writing off the accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity:

Provided that such draft schemes shall be filed with recognized stock exchanges for the purpose of disclosures.

- 1.25. **'Tax' or 'Taxes' or Taxation'** shall mean all taxes (direct/indirect) on net income, gross income, gross receipts, sales, use, services, ad valorem, value-added, capital gains, corporate income tax, minimum alternate tax, buyback distribution tax, dividend distribution tax, transfer, franchise and profits; withholding tax; property tax; water tax; any tax payable in a representative capacity, goods and service tax; service tax, value-added tax, duties of custom and excise, octroi duty, entry tax, stamp duty, other governmental charges or duties or other taxes or statutory payments in relation to contract labour and/ or other contractors and/ or sub-contractors, statutory pension or other employment benefit plan contributions, fees, assessments or charges of any kind whatsoever, including any surcharge or cess thereon, together with any interest and any penalties, additions to tax or additional amount with respect thereto; and Taxation will be construed accordingly;

All terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contract (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, Depositories Act, 1996, Listing Regulations, Listing Agreement or other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory amendment, modification or re-enactment thereof, from time to time.

2. INTERPRETATION

In this Scheme, unless the context otherwise requires:

- 2.1. Words denoting singular shall include plural and vice versa;
- 2.2. References to "persons" shall include individuals, body corporates (wherever incorporated), government, state or agency of state, unincorporated entities, joint ventures, associations, partnerships and proprietorships;



- 2.3 Headings, subheadings, titles, subtitles to clauses, sub-clauses and paragraphs are for information and convenience only and shall not form part of the operative provisions of this Scheme and shall be ignored in construing the same;
- 2.4 References to the word "include" or "including" shall be construed without limitation;
- 2.5. References to days, months and years are to calendar days, calendar months and calendar years, respectively;
- 2.6. Reference to an article, clause, section, paragraph, or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;
- 2.7. Reference to a document includes an amendment or supplement to, or replacement or novation of, that document;
- 2.8. Word and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them;
- 2.9. reference to any law or to any provision thereof shall include references to any such law or to any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision;
- 2.10. A reference to a balance sheet or profit and loss account shall include a reference to any note forming part of it;
- 2.11. One gender includes all genders and references to any gender include a reference to other genders; references to "it" shall be deemed to include references to "him" or "her" as the case may be; and
- 2.12. The Registered Office of the Company is presently located in the State of Kolkata under the jurisdiction of Registrar of Companies, Kolkata, West Bengal.



PART B

DETAILS OF THE COMPANY

3. BACKGROUND OF THE COMPANY SINCE INCORPORATION

- 3.1. The Company was incorporated on 27th October 1993 under the provisions of the Companies Act, 1956, as a Company limited by Shares under the jurisdiction of Registrar of Companies, Kolkata, West Bengal.
- 3.2. Presently, the registered office of the Company is situated at 10 Princep Street, 2nd Floor, P S BOW Bazar, Kolkata, India - 700072.
- 3.3. The Company has one type of Shares, "Equity Shares" of face value of Rs 2/- each. The Equity Shares of the Company are listed on the NSE, BSE and CSE.
- 3.4. This Scheme is made pursuant to the provisions of Section 66 of the Companies Act, 2013 and other applicable provisions of the Act and provides for writing off the Accumulated Losses against the capital of the company. The Losses on account of Businesses carried by the Company.

4. (A) MAIN OBJECTS OF THE COMPANY

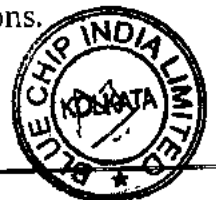
- 4.1. That the main objects of the Company, as per Clause III (A) of the Memorandum of Association of the Company, are:

To carry on the business in India, or anywhere in the world, the business to manufacture, produce, assemble, repair, install, maintain, convert, service, overhaul, test, buy, sell, exchange, modify, design, develop, export, import, renovate, discover, research, improve, mechanise, mould, print, insulate, hire, let on hire, broadcast, telecast, relax, exhibit, inform and to act as wholesalers, retailers, agents, stockist, distributors, showroom owners' franchiser or otherwise to deal in all sorts of items, systems, plants, machines, instruments, apparatus, appliance, devices, articles or things of communication of different models, capacities, characteristic, applications and uses in all its branches such as radio communications, telecommunications, space communications, satellite communications, wireless communications, computer communication, internet, electronic mail and digital communication, telephonic and telegraphic communication, video conferencing, wave communications, underwater communications, computer software, national and international cable, sub marine



links, fiber link optic cable, programs, worldwide web, internet, multimedia based systems, electronic, computing, information technology, media, T. V., Print Media and any other devices or thing of communications that are existing in present or as may be discovered in future, and to carry out all foregoing activities or components, parts, thing, fixture, accessories, tools, devices and systems, connected thereto and to do all incidental acts and things necessary for the attainment of foregoing objects.

2. To carry on the business of buying, selling, trading, marketing, providing or distributing, exporting and importing and to act as agents, brokers and franchisee of various goods, products of all sorts of services through e-commerce activities, internet, television/sky shopping network, e-magazine for industrial, commercial, domestic, public utility defence, government and other general customers or section or society and to act as consultants and advisors on information/internet system and purveyors or information and services and to promote, encourage, establish, develop, maintain, organise, undertake, manage, operate, conduct and to run in India or abroad internal/computer training centres and provide consultancy on information technology, computer systems, software, hardware, web solutions and to develop and act set up websites.
3. To carry on in India or elsewhere any of the businesses in the field of internet service providers, telecommunications in all its ramifications and to provide services related to E-Commerce, Electronic Data interchange, Networking, High End Voice, Data and image Transfer Solutions, Web TV, On Line Shopping, Creation of Web Sites and Web based Solutions, CGI interface, FTP Access, Usenet and Telnet, internet Relay Chat, Domain name Registration and Routing, Computer Storage Space Solutions or any other technological advances in this field and to deal in any manner whatsoever in such products and to develop, design, produce, maintain and deal in any manner whatsoever with information technology and communication based products and services through the internet, worldwide computer network or otherwise and to provide services of consultancy and training, designing, coding and integrating systems in all these fields and to develop, configure, manufacture or deal in computer hardware and systems and accessories, peripherals therefore, digital products and the development and marketing all software and all types or products and services relating to the computer industry now known or which may hereafter be invented and to carry on such other businesses as may be conveniently or advantageously combined with these businesses and also to establish, promote, purchase, set-up or connect with and/or lease any database, network, data and information processing centres for dissemination of knowledge and information related to the Computer, communications and information technology industry in all its ramifications.



4. To carry on in India or elsewhere the business of produce, promote, project, participate, manufacture, manipulate, treat, process, prepare, alter, develop, expose, edit, exhibit, make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, telecast, import, export and to act as brokers, agents, distributors, proprietors, copyright owners, dubbing right owners, cinema studio owners, dance, music, post production, special effects, 3-D animation studio and other studio owners, web owners etc. other kinds of cinematographic films, video films, telefilms, documentary films, advertising films, T. V. Serials, slides, video software and other programmes, audio cassettes, video cassettes, compact discs, Digital video Display (DVD) and other electronic/electromagnetic or digital devices, in all languages prevailing in the world and to establish, own, run and operate television or video channels, cable network or satellite network and to do all such other acts and things as are necessary and incidental to the business of film / television industry in general and also to carry out the business of making Video Films, other Films for the Television Media and Screen.

4.2. The Company is primarily engaged in the business of the above-stated main object.

4.3. In the last five years:

(a) The Name and Object of the company have not changed.

(b) There is no change in the registered office of the Company from one state to another.

(c) There was no increase in the Authorised capital of the Company.

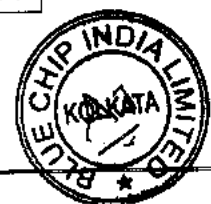
(d) There was no change of Management of the Company in compliance with Regulation 3 & 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, during the Financial Year 2024-2025 and around September 2023.

4.4 The Company is a Listed Company and presently listed with NSE, BSE & CSE. Being a Listed Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') apply to the Company.

5. CAPITAL STRUCTURE OF THE COMPANY

5.1. The authorised, issued, subscribed and Paid-Up share capital of the Company as on 31st March 2025 was as under:

A. Authorised Share Capital	Amount in Rs.
107,500,000 Equity Shares of Rupees 2/- each	21,50,00,000



B. Paid-up capital (Rs)	
53,04,340 Equity Shares of Rupees 2/- each	11,06,08,680

6.

COMPLIANCE WITH TAX LAWS

The Scheme has been drawn up to comply with the provisions of the Income-Tax Act, 1961, to the extent applicable. If any terms or the provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the Act at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to that extent determined necessary to comply with the provisions of the Income-tax Act, 1961.

PART C

REDUCTION OF SHARE CAPITAL OF THE COMPANY

7. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

- 7.1. The company suffered losses on account of Manufacturing, buying, selling and other businesses from time to time due to commercial market conditions both in India & Abroad. Non-receipt of the outstanding dues from various parties after follow-ups, legal recourses, etc.
- 7.2. The Company has been incurring losses for the past couple of years, and due to business losses and inadequate working capital facilities, the present business of the Company has suffered. The Board could not scale the businesses because of proper financial restructuring on account of accumulated losses, part of the financials of the Company.
- 7.3. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.



- 7.4. The company is therefore unable to raise any finance either from the capital markets or financial institutions, whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the represented Assets value, which in turn will enable it to approach financial assistance in order to develop its business value.
- 7.5. The reduction envisaged under this Scheme will not have any impact on the shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders.
- 7.6. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.
- 7.7. The proposed reduction of the Paid-Up share capital of the company does not involve any payment of the paid-up share capital to the shareholders of the Company, nor does it result in the extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors.
- 7.8. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.
- 7.9. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals, nor entails payment to any shareholder of any Paid-Up capital.
- 7.10. The Management of the Company, in compliance with Regulation 3 & 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, changed, and the new management to boost the businesses of the company needs to restructure the capital of the Company.

8. OBJECTS / BENEFITS ARISING OUT OF THE SCHEME

- 8.1. The Company's book would more accurately represent its financial position.
- 8.2. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
- 8.3. This reduction of capital of the company will help the company to raise fresh capital on a private placement basis, right issue or any other permissible mode as per the applicable Laws.



- 8.4. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.
- 8.5. The Scheme is only for the reduction of share capital of the Company, and it does not envisage transfer or vesting of any properties and/or liabilities to or in favour of the Company.
- 8.6. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- 8.7. Hence, the Board believe that to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Profit and loss Account, securities premium accounts, partly paid up capital, general reserves, retained earnings to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations/sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable and as per the provisions of Companies Act, 2013 and rules framed thereunder.
- 8.8. By virtue of Article 22 of the Articles of Association of the Company, the Company is authorised to reduce its share capital in any manner and in accordance with the provisions of the Companies Act, 2013.

As per Article 22 of the Articles of Association of the Company: the Company may, by special resolution, reduce in any manner and with and subject to, any incident authorised and consent required by Law: -

- (a) Its share capital;
- (b) Any capital redemption reserve account; or
- (c) Any share premium account

9. EFFECTS OF THE SCHEME

- 9.1. As on 31st March 2025, the Company has Accumulated Losses of Rs. 11,77,51,161.00 (Rupees Eleven Crore Seventy-seven Lakh Fifty One Thousand One Hundred Sixty One only).

The Accumulated Losses are reflected as a debit balance under "Retained Earnings" as a part of "Other Equity".

- 9.2. The Net worth of the Company as on 31st March 2025 is Rs. (71,16,283.96). The losses were on account of adverse market conditions, and accumulated losses in the past 5 years are as under:



Year	Equity Capital (A) (Rs.)	Securities Premium (B) (Rs.)	General Reserve	Earlier Years' Earnings retained (C) (Rs.)	Retained Earnings of the Year (D) (Rs.)	Total Net Worth E=A+B+C+D (Rs.)
2020-21	11,06,08,680	27393500.00	37,05,152.62	(9,67,46,161.00)	(29,85,161.00)	110607956.62
2021-22	11,06,08,680	27393500.00	37,05,152.62	(7,18,84,161.00)	(24,88,000.00)	11,06,08,210.22
2022-23	11,06,08,680	27393500.00	37,05,152.62	(626,98,161.00)	(68,92,000.00)	11,06,08,258.05
2023-24	11,06,08,680	27393500.00	37,05,152.62	(9,03,26,161.00)	(2,93,70,000.00)	11,06,34,877.04
2024-25	11,06,08,680	27393500.00	37,05,152.62	(11,77,51,161.00)	(2,60,53,000.00)	11,06,07,517.99

9.3. Net worth of the Company as on 31st March 2025:

Net worth As on 31 st March 2025	Rs.
Fully Paid Up: 5,53,04,340 Equity Shares of Rupees 2/- each	11,06,08,680
Add: Securities Premium	27393500.00
Add: General Reserve	3705152.62
Total A:	11,06,34,877.04
Accumulated Losses B:	(11,77,51,161.00)
Net worth A-B	(71,16,283.96)

Net worth of the Company as on 30th September 2025:

Net worth As on 30 th September 2025	Rs.
Fully Paid Up: 5,53,04,340 Equity Shares of Rupees 2/- each	11,06,08,680
Add: Securities Premium	2,73,93,500.00
Add: General Reserve	37,05,152.62
Total A:	11,06,34,877.04



B: Accumulated Losses as on 30 th September 2025:	(11,72,73,000.00)
Net worth A-B	(66,38,122.96)

The Appointed date is 1st April, 2025, hence the Audited Accounts as on 31st March 2025 has been considered.

9.4. Capital Reduction:

The proposed reduction in capital of the company is as under:

Particulars	(Amount in Rs.)		
	As on 31 st March 2025(Rs.) (A)	Proposed Utilization of losses for reduction of capital(Rs.) (B)	Balance capital post Capital Reduction C = A-B (Rs.)
Fully Paid-Up capital (Equity shares) consists of 5,53,04,340 equity shares of face value of Rs. 2/- each	11,06,08,680	10,95,02,592	11,06,088

Following the reduction of capital, the Paid-Up capital of the Company will consist of 5,53,044 fully paid-up equity shares of a face value of Rs. 2/- each, aggregating to Rs. 11,06,088/- (Rupees Eleven Lakh Six Thousand and Eighty-Eight only).

9.5. ACCOUNTING TREATMENT

Upon the Scheme under Section 66, read with Section 52 of the Act, becoming effective, the Company shall account for the reduction of share capital in its books of account under applicable accounting standards and other accounting principles.

9.5.1 With effect from the appointed date and upon the scheme becoming effective, the amount of share capital as extinguished as per this clause shall be reduced from



the Equity Share Capital of the company (including partly paid up shares) and correspondingly from the debit balance of the Profit and Loss account, Securities Premium, retained earnings, etc. of the Company.

9.5.2 The company will comply with all the relevant accounting policies and Indian Accounting Standards and relevant provisions as per section 133 of the Companies Act, 2013, to the extent applicable to the company about the accounting for Reduction of capital and correspondingly writing of accumulated losses of the Company and any other relevant provisions of the Laws for the time being in force.

9.6. Post Reduction the capital of the Company: Upon Scheme being effective, the amount standing under the Heading of other equity as explained in clause 9.4 issued, subscribed & the Paid-Up capital of the Company will consist of 5,53,044 fully paid-up equity shares of a face value of Rs. 2/- each, aggregating to Rs. 11,06,088/- (Rupees Eleven Lakh Six Thousand and Eighty-Eight only).

9.7. FRACTIONAL SHARES:

In respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. However, here the reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company.

The balance fractional shares entitlements which could not rounded off shall be combined and rounded off to the nearest whole number and the said shares be kept in a separate demat account under control of the Chairman of the Audit committee and within 3-months post trading approval the same be sold in the open market and the sale proceeds of the factional shares be distributed to the entailed shareholders by the chairman of the Audit Committee.

10. PRE AND POST SHAREHOLDING PATTERN

10.1. Pending convertible warrants into equity shares: There were no convertible warrants to be converted into equity shares pending for allotment in the company.

10.2. Partly Paid-Up Shares: The Company has no partly Paid-Up shares as on the date. Through this scheme of reduction of Share capital, the same will be extinguished fully in compliance with section 66 of the Companies Act, 2013, and rules framed thereunder.

10.3. The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of the reduction of capital of the Company. The pre- & post Shareholding pattern of the company as effective date is as under:



Category	Particulars	Prior, to the Scheme of Arrangement		Post reduction under the Scheme	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	6220270	11.25	62,203	11.25
(B)	Public	49084070	88.75	4,90,841	88.75
(C)	Shares Underlying DRS.	-	-	-	-
(D)	Shares held by the employee trust	-	-	-	-
	TOTAL	5,53,04,340	100	5,53,044	100

10.4. There shall be no change in the shareholding pattern of the promoter holdings of the Company on account of the reduction of capital of the Company.

11. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES

- 11.1. The said new Equity Shares issued and allotted by the Company, in terms of this Scheme, shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- 11.2. The shares to be issued to the members of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having the same ratio.
- 11.3. The Company shall issue Equity shares within 120 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s), whichever is later.
- 11.4. The company will make necessary applications to the NSDL & CDSL, the depository for admission of the new capital of the company to be raised on account of the Reduction of capital of the Company.



11.5. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, to all the shareholders in the case of shares held in dematerialised and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Those shareholders whose holding presently in physical form, the company will issue and allot entitled shares post reduction of capital new share certificates to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital and the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

The Company, instead of requiring the surrender of the old share certificates, as above, directly issues and dispatches the new share certificates of the Company in lieu thereof.

12. DESIGNATED STOCK EXCHANGE

The Company is listed on the NSE, BSE and CSE. The designated stock exchange for interaction with SEBI shall be BSE.

The Company shall file the *draft schemes with recognized stock exchanges for the purpose of disclosures* applications (NSE/BSE/CSE) as per SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024:

"37(6)) Nothing contained in this regulation shall apply to draft schemes which -

a)solely provide for merger of a wholly owned subsidiary with its holding company; or

b)solely provide for writing off the accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity;

Provided that such draft schemes shall be filed with recognized stock exchanges for the purpose of disclosures.

13. COMPLIANCE WITH LISTING AGREEMENT

13.1. Notwithstanding the reduction of capital of the Company in pursuance of this Scheme, the listing benefits of the Company on the BSE, NSE and CSE where the



shares of the Company are listed shall continue, and the Company will comply with the applicable provision of the SEBI (LODR) Regulations, 2015 and the Listing Agreement with the NSE & BSE.

The Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per the SEBI (LODR) Regulations, 2015. On such formalities being fulfilled, the said Stock exchanges shall list and/or admit such equity shares also for trading.

- 13.2. For the purpose of issuing equity shares to the shareholders of the Company shall, if and to the extent required, apply for and obtain the required statutory approvals, including approval of the Reserve Bank of India and other concerned regulatory authorities for the issue and allotment by the Company of such equity shares
- 13.3. The New Equity shares issued and allotted to the members post reduction of the capital of the company under this scheme may be listed and/or admitted to trading on the NSE & BSE, where the shares of the Company are listed and/or admitted to trading in terms of the applicable bye-laws and regulations.
- 13.4. As per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as the applicable SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024, inter alia read as:

"Nothing contained in Regulation 37 shall apply to draft schemes which solely provide for writing off accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro-rata basis or against the reserves of the listed entity, if such draft schemes are filed with recognised stock exchanges for disclosures."

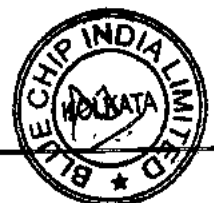
Hence, the company, after filling the Scheme documents with NSE & BSE and on obtaining necessary approval from the Shareholders, will approach the Hon'ble Tribunal.

PART D

GENERAL TERMS AND CONDITIONS

14. CONDUCT OF BUSINESS BY THE COMPANY

The Scheme does not involve any financial outlay/outgo and therefore, would not affect the ability or liquidity of the Company to meet its obligations/commitments in the ordinary course of business. Further, this Scheme would also not in any way



adversely affect the ordinary operations of the Company during the course or after the approval of the Scheme.

15. IMPACT OF THE SCHEME ON EMPLOYEES

This Scheme would not in any way adversely affect the Employees of the Company. On the Scheme becoming effective, all Employees in the service of the Company immediately before the Scheme shall stay as the Employees of the Company without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date. The Company undertakes to continue to abide by the terms of the agreement/settlement entered into with the employees' union/employees or associations. The terms and conditions of service applicable to the Employees shall not in any way be less favourable to them than those applicable to them immediately before the Scheme.

16. IMPACT OF THE SCHEME ON CREDITORS / LENDERS / FINANCIAL INSTITUTIONS

This Scheme would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay its debts in the ordinary course of business. The Creditors of the company will not be affected by this reduction of capital, as their claim has not been diluted or altered or alienated directly or indirectly for this Capital Reduction.

Also, this Scheme does not in any manner whatsoever alter, vary, or affect the rights of the creditors/lenders / financial institutions or the payment of outstanding dues of statutory authorities or any other creditor which is payable or outstanding.

The Company has not accepted or renewed any fixed deposits.

17. CHANGE OF MANAGEMENT

There will be no change of Management or shareholding of the promoters on account of the Reduction of capital.

18. LEGAL PROCEEDINGS

Without prejudice to the foregoing, if any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature by or against the Company is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of this reduction of share capital or of anything contained in this Scheme, but the proceedings of the Company will be continued, prosecuted and enforced by or against the Company in the same manner and to the same extent as it would be or



might have been continued, prosecuted and enforced by or against the Company before this Scheme.

19. CONTRACTS, DEEDS, AGREEMENTS AND OTHER INSTRUMENTS

Subject to other provisions contained in the Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature to which the Company is a party subsisting or affecting immediately on the Effective Date, shall remain in full force and effect against or in favour of the Company, as the case may be, and shall be enforced by or against the Company as fully and as before this Scheme.

20. APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL

The Company shall make necessary application/petition under Section 66, read and other applicable provisions of the Act, read with Rules framed thereunder, to the NCLT for seeking the approval of the Reduction of capital of the Company under this drafted Scheme.

Presently, the Registered Office of the Company is located in the State of West Bengal under the jurisdiction of the Registrar of Companies, Kolkata. For the purposes, it is considered for the NCLT jurisdiction at Kolkata, West Bengal and Registrar of Companies at Kolkata, West Bengal.

21. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 21.1. The Company, by its Board or such other committee/person or persons, as the Board may authorize, may assent to withdrawal of the Scheme in its entirety or to make and/or consent to any modifications/amendments of any kind to the Scheme or to any conditions or limitations that the NCLT / SEBI/ BSE/NSE/ CSE and/or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate, whether as a result of subsequent events or otherwise, by the Board.
- 21.2. The Company, by its Board, are authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme into effect, whether by reason of any directive or order of any authority or howsoever, arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.
- 21.3. The Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or otherwise, if so mutually agreed in writing by the Company.

22. CONDITIONALITY OF THE SCHEME



The Scheme is and shall be conditional upon and subject to:

- 22.1. The Scheme is being approved by the shareholders of the Company by way of a Special resolution in a general meeting of the Company;
- 22.2. As per the SEBI Circular bearing No. SEBI/LAD-NRO/GN/2024/218 December 12, 2024 and provisions of Regulation 37 of SEBI (LODR) Regulations, 2015, the Company is not required to make any application for obtaining any observation letter / no-objection letter from the NSE & BSE for the implementation of the Scheme of reduction of capital. The company is required to file a copy of the scheme of reduction of capital under section 66 of the Companies Act, 2013, and rules framed thereunder to the designated Stock Exchange.
- 22.3. The Scheme being sanctioned by the NCLT under Section 66 of the Act and the Rules framed thereunder;
- 22.4. Certified true copy of the Order of the Hon'ble NCLT being filed with the Registrar of Companies, by the Company.

23. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the said sanctions and approvals referred to in the Clause 9, 11 and 13 being denied or not being available, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

24. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) and amendments(s) made as per the direction of the NCLT or any Appropriate Authority, as the case may be, shall be effective from the Effective Date and binding upon all the stakeholders.

25. SEVERABILITY

If any part or section of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board, affect the adoption or validity or interpretation of the other parts and/or provisions of this Scheme. It is hereby clarified that the Board, in their absolute discretion, may adopt any part of this Scheme or declare the entire Scheme to be null and void, and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se by the Company or its shareholders or creditors or Employees or any other person.



26. COSTS, CHARGES AND EXPENSES

All costs, charges, duties and levies (except for stamp duty costs) arising out of or incurred in carrying out and implementing this Scheme of reduction of capital and matters incidental thereto shall be borne by the Company.

27. FORM OF MINUTE UNDER SECTION 66(5) OF THE ACT

The form of minute proposed to be registered under Section 66(5) of the Act is as follows:

“(a) The paid-up capital of the company is Rs. 11,06,088 /-, consisting of 5,53,044 fully paid-up Equity shares of Rs 2/- each.

(b) The Company shall not be required to use the words "AND REDUCED" as part of its corporate name, and such use is dispensed with.

28. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES POST REDUCTION OF CAPITAL OF THE COMPANY

28.1. The said new Equity Shares issued and allotted by the Company post reduction of the Capital will be in terms of this Scheme shall be subject to the provisions of the Companies Act, 2013 and rules framed thereunder read with the provisions of Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

28.2 The shares to be issued to the members/ allottees of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having the same ratio.

28.3 New Equity shares of the Company issued may be listed and/or admitted to trading on the NSE, BSE & CSE, where the shares of the Company are listed and/or admitted to trading in terms of the applicable bye-laws and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

28.4 The Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per SEBI (LODR) Regulations, 2015. On such formalities being fulfilled, the said Stock exchanges shall list and/or admit such equity shares also for trading.

28.5 For issue of equity shares to the shareholders, the Company shall, if and to the extent required, apply for and obtain the required statutory approvals, including approval of the Reserve Bank of India and other concerned regulatory authorities for



the issue and allotment by the Company of such equity shares.

28.6 The Equity Shares to be issued by the Company pursuant to this Reduction of capital, in respect of Equity Shares which are not fully paid-up, shall be reduced through this scheme of Reduction of Capital.

28.7 The Company shall issue Equity shares within 120 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s) whichever is later.

28.8. The company will make necessary applications to the NSDL & CDSL, the depository, for admission of the new capital of the company to be raised on account of the Reduction of capital of the Company.

29. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof.

However, the Company may, instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

In the case of shares held in dematerialised and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

For Blue Chip India Limited


Arihant Jain



DIN: 00174557

Managing Director

Dated on: 23.12.2025