

# BLUECHIP STOCKSPIN LIMITED

Regd. off: B/401, 4<sup>th</sup> Floor, Wall Street-II, Opp. Orient Club,  
Nr. Gujarat College Railway Crossing, Ellisbridge, Ahmedabad - 380006,  
CIN : L65990GJ1994PLC023337, Email : [bluchipstockspin@gmail.com](mailto:bluchipstockspin@gmail.com),  
Phone : +91-79-65219225

## Form A

|    |  |                                   |
|----|--|-----------------------------------|
| 1. | Name of the Company                            | <b>Bluechip Stockspin Limited</b> |
| 2. | Annual Financial Statements for the year ended | 31 <sup>st</sup> March, 2014      |
| 3. | Type of Audit Observation                      | Un-qualified Audit Report         |
| 4. | Frequency of observation                       | Not Applicable                    |

*Jignesh H. Shah*  
Jignesh H. Shah (DIN : 00817392)  
Managing Director  
Bluechip Stockspin Limited

*શ્રી જિતેન્દ્ર શાહ*  
Jitendra N. Shah (DIN : 01933498)  
Chairman of Audit Committee  
Bluechip Stockspin Limited

For Vishves A. Shah & Co,  
Chartered Accountants  
Firm Reg. No. 121356W

*Vishves A. Shah*  
Vishves A. Shah  
Proprietor  
Membership No. 109944



# **BLUECHIP STOCKSPIN LIMITED**

## **ANNUAL REPORT 2013-2014**

### **REGISTERED OFFICE**

B/401, 4<sup>th</sup> Floor, Wall Street-II,  
Opp. Orient Club, Nr. Gujarat College Railway Crossing,  
Ellisbridge, Ahmedabad - 380006

**BOARD OF DIRECTORS**

|                   |          |
|-------------------|----------|
| Mr. Jignesh Shah  | Chairman |
| Mr. Ashit Vora    | Director |
| Mr. Jitendra Shah | Director |
| Mr. Maulik Shah   | Director |

**AUDITORS**

M/s Vishves A. Shah & Co.  
Chartered Accountants  
Ahmedabad

**REGISTERED OFFICE**

B/401, 4<sup>th</sup> Floor, Wall Street-II,  
Opp. Orient Club, Nr. Gujarat College Railway Crossing,  
Ellisbridge, Ahmedabad - 380006

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. Jignesh H. Shah, Non-Independent Executive director  
 Mr. Ashit H. Vora, Non-Independent Executive director  
 Mr. Jitendra N. Shah, Independent non-executive director  
 Mr. Maulik A. Shah, Independent non-executive director

## REGISTERED OFFICE

Bluechip Stockspin Limited  
 (CIN : L65990GJ1994PLC023337)  
 B/401, 4<sup>th</sup> Floor, Wall Street-II, Opp. Orient Club,  
 Nr. Gujarat College Railway Crossing,  
 Ellisbridge, Ahmedabad - 380006.

## REGISTRARS AND SHARE TRANSFER AGENT

**M/s Link Intime India Private Limited**  
 303, Shopper's Plaza, Opp. Municipal Market,  
 Off C. G. Road, Navrangpura,  
 Ahmedabad - 390009

## AUDITORS

**Vishves A. Shah & Co.,**  
 22, Narayan Park -1,  
 Bopal, Ahmedabad - 380058.

## COMMITTEES OF DIRECTORS

### AUDIT COMMITTEE

Mr. Jitendra N. Shah, Chairman  
 Mr. Maulik A. Shah, Member  
 Mr. Ashit H. Vora, Member

## STAKEHOLDERS RELATIONSHIP

### COMMITTEE

Mr. Maulik A. Shah, Chairman  
 Mr. Jitendra N. Shah, Member

## NOMINATION & REMUNERATION

### COMMITTEE

Mr. Jitendra N. Shah, Chairman  
 Mr. Maulik A. Shah, Member  
 Mr. Ashit H. Vora, Member

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**BULECHIP STOCKSPIN LIMITED**

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**NOTICE**

NOTICE is hereby given that the Annual General Meeting of Company will be held on Monday, 29th September, 2014 at 11.30 a.m. at the registered office of the Company situated at B/401, 4th Floor, Wall Street-II, Opp. Orient Club, Nr. Gujarat College Railway Crossing, Ellisbridge, Ahmedabad - 380006 to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mr. Jignesh Shah (DIN 00817392) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Ashit Vora (DIN 03225566) who retires by rotation and being eligible offers himself for reappointment.
4. **“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s. Vishves A. Shah & Co., (Firm Registration No 121356W), Chartered Accountants, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 3<sup>rd</sup> consecutive Annual General Meeting (after commencement of the Companies Act 2013), subject to ratification by the shareholders at every Annual General meeting held after this Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

**Special Business**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Jitendra N. Shah (holding DIN 01933498), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for Five consecutive years for a term up to 31st March, 2019.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Maulik A. Shah (holding DIN 03462725), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013 (being an independent director) is no longer liable to retire by rotation and who in accordance with the Companies Act, 2013 is required to be appointed as an independent director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to 31st March, 2019.”

**Place: Ahmedabad**  
**Date: 23.08.2014**

**For and on behalf of the Board**

**Jignesh Shah**  
**Chairman**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to notify their change of address, if any, in case of shares held in electronic form to the concerned depository participant quoting their Client ID Number and in case of Shares held in physical form to the Company.
4. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
5. Members who hold Shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their folio no. in the attendance slip for attending Meeting.
6. Members/Proxies attending the Meeting should bring their copy of the Annual Report for reference at the meeting.
7. The Register of Members and share transfer books of the Company will remain closed from 27<sup>th</sup> September, 2014 to 29<sup>th</sup> September, 2014 (both days inclusive)
8. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

9. **Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an agreement with CDSL for facilitating such e- Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

The instructions for e-voting are as under:

- (A) In case a Member receives an email : [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

|                        | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|------------------------|--|
| 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul> |
| DOB#                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>  |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote,

provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xii) 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.
  - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiv) 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.
  - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
    - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy)
- (i) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins on 23<sup>rd</sup> September, 2014 (9.00 a.m.) and ends on 25<sup>th</sup> September, 2014 (6.00 p.m.) During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.



- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdsl.india.com](mailto:helpdesk.evoting@cdsl.india.com).
- (F) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> August, 2014.
- (G) M/s Gopal C. Shah & Co, (Firm Registration No. 103296W) Chartered Accountants, (Membership No. 34967) (Address : 102, Tajshree Residency II, Near Dada Saheb Pagla, Vijay Char Rasta, Ahmedabad -380009) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- (H) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) 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.
- (I) The result shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed.
- (J) Members are requested to notify the change in the address, if any. In case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

| <b>Information as required under clause 49(iv)(g) of the listing agreement in respect of directors seeking appointment / re-appointment at the forthcoming annual general meeting</b> |  |  |  |   |
|---|--|--|--|---|
| <b>Name of Director</b>   | <b>Mr. Maulik Shah</b>                                       | <b>Mr. Ashit Vora</b>  | <b>Mr. Jitendra Shah</b>   | <b>Mr. Jignesh Shah</b>   |
| Date of Birth   | 23/04/1983   | 19/12/1970   | 01/04/1962   | 10/12/1972  |
| Date of appointment   | 01/08/2012   | 01/09/2010   | 01/09/2010   | 20/11/2009  |
| Qualification   | HSC  | Non Graduate   | Non Graduate   | Non Graduate  |
| Expertise in specific functional area   | More than 8 year Experience in field of Investment Business. | He is having experience of about 14 years in securities and capital market   | He is having experience of about 18 years in securities and capital market | He is having experience of about 14 years in securities and capital market  |
| Directorship held in other companies  | Aviva Industries Limited                                     | (1) Neminath Realty Private Limited (2) Munisuvrat Developers Private Limited (3) Vraj Milk Specialities Private Limited (4) Anushthan | (1) Real Marketing Private Limited   | (1) Sarthav Infrastructure Private Limited (2) J. S. Entertainment Private Limited (3) Benz Furniture Private Limited |

|  |  |  |     |                 |
|--|--|--|-----|-----------------|
|  |  | Buildcon Private Limited (5)<br>Neminath Trades Private Limited (6)<br>Devsmi Shares and Services Private Limited (7)<br>Greenfield Realty Private Limited |     |                 |
| Membership/ Chairmanship of committees in other public company | Member of Audit Committee and Chairman of Remuneration Committee of Aviva Industries Limited | Nil  | Nil | Nil             |
| Shareholding in the company                                    | Nil  | 99000 (1.96%)  | Nil | 841500 (16.66%) |

### ANNEXURE TO THE NOTICE

#### Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013.

#### Item No. 4

Mr. Jitendra N. Shah is Independent Director of the Company. He joined the Board of Directors of the company w.e.f. 1<sup>st</sup> September, 2010. Mr. Jitendra N. Shah is liable to retire by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of Companies Act, 2013, Mr. Jitendra N. Shah is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31<sup>st</sup> March, 2019. Company has received notice in writing from member proposing Mr. Jitendra N. Shah as a candidate for the office of Director of the company.

Mr. Jitendra N. Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Jitendra N. Shah that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Jitendra N. Shah fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Mr. Jitendra N. Shah is independent of the management.

Brief resume of Mr. Jitendra N. Shah, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided elsewhere in this notice of the ensuing Annual General meeting.

Copy of the draft letter for appointment of Mr. Jitendra N. Shah as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Jitendra N. Shah is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Jitendra N. Shah may be deemed to be interested in the

resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in these resolutions. The Board commend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

#### **Item No. 5**

Mr. Maulik A. Shah is Independent Director of the Company. He joined the Board of Directors of the company w.e.f. 1<sup>st</sup> August, 2012. Mr. Maulik A. Shah is liable to retire by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of Companies Act, 2013, Mr. Maulik A. Shah is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31<sup>st</sup> March, 2019. Company has received notice in writing from member proposing Mr. Maulik A. Shah as a candidate for the office of Director of the company.

Mr. Maulik A. Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Maulik A. Shah that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Maulik A. Shah fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Mr. Maulik A. Shah is independent of the management.

Brief resume of Mr. Maulik A. Shah, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided elsewhere in this notice of the ensuing Annual General meeting.

Copy of the draft letter for appointment of Mr. Maulik A. Shah as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Maulik A. Shah is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Maulik A. Shah may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in these resolutions. The Board commend the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**Place: Ahmedabad**

**Date: 23.08.2014**

**For and on behalf of the Board**

**Jignesh Shah  
Chairman**

**BULECHIP STOCKSPIN LIMITED****DIRECTORS REPORT**

To,  
The Members  
Bluechip Stockspin Limited.

Your Directors have pleasure in presenting the Annual Report together with the audited statement of accounts for the period ended on 31st March, 2014.

**FINANCIAL RESULTS:**

| Particulars          | 2013-2014   | 2012-2013   |
|----------------------|-------------|-------------|
| 1. Total Income      | 6,03,630    | 11,50,120   |
| 2. Total Expenditure | 20,41,136   | 21,90,518   |
| 3. Profit before Tax | (14,37,506) | (10,40,398) |
| 4. Provision for Tax | NIL         | NIL         |
| 5. Profit after Tax  | (14,37,506) | (10,40,398) |

**DIVIDEND:**

Due to losses, your Directors do not recommend the dividend for the financial year ended 31.03.2014.

**DIRECTORS:**

In accordance with the provisions of Articles of Association of the Company and the provisions of the Companies Act, 1956, Mr. Jignesh Shah and Mr. Ashit Vora, directors are liable to retire by rotation at the ensuing AGM and is eligible for reappointment. Mr. Jitendra N. Shah & Mr. Maulik A. Shah, Directors of the Company, are being proposed to be appointed as independent directors for five consecutive years for a term upto March 31, 2019 as per provisions of Section 149 and other applicable provisions of the Companies Act 2013.

Necessary resolutions for the appointment / re-appointment of the aforesaid directors be included in the notice convening the ensuing AGM and details of the proposal for appointment / re-appointment be mentioned in the explanatory statement of the notice.

Your directors commend their appointment / re-appointment. All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 274(1)(g) of the Companies Act, 1956. The Company has received declarations from all the independent directors confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of section 149 of Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

**PUBLIC DEPOSITS:**

The Company has not accepted any deposits from the public within the meaning of Section 58 A of the Companies Act, 1956 and Rules made there under.

**AUDITORS:**

M/s. Vishves A. Shah & Co., Chartered Accountants, statutory auditors of the Company having Firm Registration Number 121356W retire at the ensuing AGM and are eligible for re-appointment. The Company has received a certificate from the statutory auditors to the effect that their re-appointment, if made, would be within the limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

**AUDITORS REPORTS:**

The observations of the Auditors in their Report and Notes Attached to the Accounts to the Accounts are Self-Explanatory and do not require any Further Clarifications.

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under section 217 (2AA) of the Companies Amendment Act, 2000 with respect to Director Responsibility Statement it is hereby confirmed:

1. That in the preparation of the Annual Accounts for the financial year ended 31st March, 2014 the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the financial year and of the Profit of Loss of the Company for the year under review.
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the Directors had prepared the accounts for the financial year ended 31st March, 2014 on a going concern basis.

**CORPORATE GOVERNANCE:**

A separate section on Corporate Governance and a Certificate from Auditors of the company regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement together with the Management Discussion and Analysis of the financial position of the company forms part of the Annual Report.

**LISTING:**

Equity Shares of the company are listed on the Bombay Stock Exchange Limited (BSE), Vadodara Stock Exchange and Ahmedabad Stock Exchange (ASE).

**MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report are attached herewith and forms part of the Director Report.

**PARTICULARS OF THE EMPLOYEES:**

Company has no employee to whom the provision of Section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules, 1975 apply and so, forming part of the report is nil.

**CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO:**

The Additional information required under Section 217(1)(e) of the Companies Act, 1956 relating to Conservation of energy, Research & Development, Technology absorption are not applicable to the Company, as the company is not engaged in the manufacturing activities. The Company has no any Foreign exchange earnings or outgoes during the financial year.

**ACKNOWLEDGMENT:**

Your company & Directors wish to place on record their appreciation of the assistance and co-operation extended by Investors, Bankers, Customers, Business Associates and Government. We are deeply grateful to shareholders for their continued faith, confidence and support to the company. The Directors wishes to place on record its appreciation of sincere and dedicated work of employees of the company which has contributed to the growth of the Company.

**Place: Ahmedabad**  
**Date: 30.05.2014**

**For and on behalf of the Board**

**Jignesh Shah**  
**Chairman**

**BULECHIP STOCKSPIN LIMITED**

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**MANAGEMENT DISCUSSION AND ANALYSIS****1. Financial Review**

During the year under review company has earned gross income of Rs. 6,03,630 Company has made Net Loss of Rs. 14,37,506.

**2. Future Outlook**

Based on the buoyancy of the Indian Economy, the overall scenario and steps taken by the management, the future outlook of your company looks bright.

**3. Risk and Concern**

There are no risks and concerns other than the fluctuations in the global economy.

**4. Internal Control System and their adequacy**

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or disposition.

**5. Human Resources**

There being seven employees for day to day working of company and the same has been found satisfactory.

**6. Environmental Issues**

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

**7. Cautionary Statement**

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

**BULECHIP STOCKSPIN LIMITED**

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**CORPORATE GOVERNANCE**

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**REPORT ON CORPORATE GOVERNANCE [For the year ended 31.03.2014]**

**1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company believes in functioning in a transparent manner with the basic philosophy being to enhance the shareholder value, keeping in mind the needs and interest of other shareholder. The following information is placed before the shareholders.

**2. BOARD OF DIRECTORS**

Company has five members on the Board of the Company. Composition of board of directors is as under:

- |                          |   |                                       |
|--------------------------|---|---------------------------------------|
| (1) Mr. Jignesh H. Shah  | - | Director (Executive, Promoter)        |
| (2) Mr. Ashit H. Vora    | - | Director (Executive, Promoter)        |
| (3) Mr. Jitendra N. Shah | - | Director (Non Executive, Independent) |
| (4) Mr. Maulik A. Shah   | - | Director (Non-Executive, Independent) |

**a) Numbers of Board Meeting held and the dates on which held:**

During the year the Company has held 6 Board Meetings as against the minimum requirement of 4 meeting. The meetings were held on:

30<sup>th</sup> May, 2013, 12<sup>th</sup> August, 2013, 14<sup>th</sup> November, 2013, 27<sup>th</sup> January, 2014, 5<sup>th</sup> February, 2014, 31<sup>st</sup> March, 2014

**b) Director's presence in the Board Meeting held during the year:**

The details in regard to the attendance of Directors at Board Meetings/Shareholders Meetings held during the year as also the number of Directorship/s held by them in other Companies and the position of membership of Committee/s are given below:

| Name of Director         | Category of Director          | No. of Board Meetings attended | Attendance at the last AGM | Directorships in other Indian Public Companies* as at 31 <sup>st</sup> March 2014 | Other Mandatory Committee** membership as at 31 <sup>st</sup> March 2014 |        |
|--------------------------|-------------------------------|--------------------------------|----------------------------|---|--|--------|
|                          |                               |                                |                            |   | Chairman   | Member |
| Mr. Jignesh H. Shah      | Chairman, Promoter, Executive | 6                              | Yes                        | NIL   | NIL  | NIL    |
| Mr. Ashit H. Vora        | Executive, Promoter           | 6                              | Yes                        | NIL   | NIL  | NIL    |
| Mr. Maulik Atulbhai Shah | Non Executive, Independent    | 6                              | N.A                        | 1   | 1  | 1      |
| Mr. Jitendra N. Shah     | Non Executive, Independent    | 6                              | Yes                        | NIL   | NIL  | NIL    |

\*Excludes Directorships in private/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.



**c) Management & Function of the Board:**

The day-to-day management of the Company is conducted by the Chairman & Managing Director in consultation with Whole Time Directors and subject to the supervision and control of the Board of Directors. The required information as enumerated in Annexure I to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board Meetings.

**d) Committees of the Board**

Currently the Board has three committees viz Audit Committee, Shareholders' / Investors' Grievance Committee and Remuneration Committee.

**3. AUDIT COMMITTEE****a) Brief description of terms of reference:**

Terms of Reference of the Audit Committee are as per Section 292A of the Companies Act, 1956 and the guidelines set out in the listing agreements with the Stock Exchanges that inter-alia, include overseeing financial reporting processes, reviewing periodic financial results, financial statements and adequacy of internal control systems with the Management and adequacy of internal audit functions, discussions with the auditors about the scope of audit including the observations of the auditors and discussion with internal auditor on any significant findings.

**b) Composition:**

The Audit Committee has been constituted in conformity with the requirements of Section - 292A of the Companies Act, 1956 and Clause - 49 of the Listing Agreement with Stock Exchanges.

At present the Audit Committee comprises of two Non-Executive & Independent Directors and one executive Director. Details of the composition, number of meetings held during the year and attendance thereat are as under:

| Name                 | Position held | Attendance at Audit Committee meeting held on |            |            |            |
|----------------------|---------------|---|------------|------------|------------|
|                      |               | 30.05.2013                                    | 12.08.2013 | 14.11.2013 | 05.02.2014 |
| Mr. Jitendra N. Shah | Chairman      | Yes   | Yes        | Yes        | Yes        |
| Mr. Maulik A. Shah   | Member        | Yes   | Yes        | Yes        | Yes        |
| Mr. Ashit H. Vora    | Member        | Yes   | Yes        | Yes        | Yes        |

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept apprised.

Members of the Audit Committee have requisite financial and management expertise. Company is trying its best to induct one more member having Financial background as a member of Audit Committee and to Become a part of Board of Directors of the Company to comply with the code of Corporate Governance.

#### 4. REMUNERATION COMMITTEE

The remuneration committee consists of the following Directors:

- (1) Mr. Jitendra N. Shah
- (2) Mr. Maulik Shah
- (3) Mr. Ashit Vora

Due to change in the Board of Directors during the year, Remuneration committee was reconstituted.

During the year No meeting of the committee was held.

#### Remuneration to Directors

##### Non-Executive Directors

The Non-Executive Directors do not draw any remuneration from the company. Also no Sitting fee was paid during the year.

##### Executive Directors

The salary paid for the year ended 31<sup>st</sup> March, 2014 to Executive Directors are as under.

| Name of the executive Director | Salary        |
|--------------------------------|---------------|
| Mr. Jignesh Shah               | Rs. 12,00,000 |
| Mr. Ashit Vora                 | Rs. 6,00,000  |

There is no other pecuniary relationship or transaction by the Company with Non Executive Directors. The Company does not have any scheme for grant of Stock Options to its Directors or Employee.

#### 5. SHARE TRANSFER AND SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

Share Transfer and Shareholders' / Investors' Grievance Committee consists of following Directors:

- (1) Mr. Maulik A. Shah
- (2) Mr. Jitendra N. Shah

During the year under review, Shareholders committee met Six times where both the members were present. The meetings were held on 30<sup>th</sup> May, 2013, 31<sup>st</sup> July, 2013, 31<sup>st</sup> August, 2013, 31<sup>st</sup> October, 2013, 31<sup>st</sup> January, 2014, and 31<sup>st</sup> March, 2014.

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issues resolved usually within 15 days except in case of dispute over facts or other legal constraints.

During the year complaints were received from SEBI and / or shareholders were resolved satisfactory. No requests for share transfers are pending except those that are disputed or sub-judice.

Mr. Jignesh Shah, Managing Director, is the Compliance Officer of the Company.

## 6. GENERAL BODY MEETING

| Date       | Type | Time       | Venue  |
|------------|------|------------|--|
| 30/09/2013 | AGM  | 11:30 A.M. | B/401, 4 <sup>th</sup> Floor, Wall Street-II,<br>Opp. Orient Club,<br>Nr. Gujarat College Railway Crossing,<br>Ellisbridge, Ahmedabad - 380006 |
| 29/09/2012 | AGM  | 11:30 A.M. | B/401, 4 <sup>th</sup> Floor, Wall Street-II,<br>Opp. Orient Club,<br>Nr. Gujarat College Railway Crossing,<br>Ellisbridge, Ahmedabad - 380006 |
| 30/09/2011 | AGM  | 11:30 A.M. | B/401, 4 <sup>th</sup> Floor, Wall Street-II,<br>Opp. Orient Club,<br>Nr. Gujarat College Railway Crossing,<br>Ellisbridge, Ahmedabad - 380006 |

All the resolutions set out in the respective notices for the above meetings were duly passed by the Shareholders with the requisite majority in each case.

**Passing of the Resolution by Postal Ballot:** During the year under review, company has not passed any resolution through Postal Ballot.

## 7. DISCLOSURE

### a) Disclosures on materially significant related party transactions that have potential conflict with the interest of the Company at large

There are no materially significant related party transactions of the Company with key managerial personnel during the financial year 2013-14 which have potential conflict with the interest of the Company at large.

### b) Disclosure of Accounting Standards

The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of the financial statement.

### c) Disclosure of Risk Management

The company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risks through means of a properly defined framework.

### d) Details of non-compliance by the company, penalties, and strictures imposed on the company by stock exchange(s) or Securities and Exchange of Board of India (SEBI) or any other statutory authority or any matters related to Capital Markets.

There are no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the period from 1<sup>st</sup> April 2013 to 31<sup>st</sup> March 2014.

**e) Details of Compliance with mandatory requirement**

Clause 49 of the Listing Agreement mandates to obtain a certificate from either the Auditors or practicing company secretaries regarding compliance of conditions of Corporate Governance as stipulated in the clause and annex the certificate with the Director's Report, which is sent annually to all the Shareholders. The Company has obtained a certificate from its Auditors to this effect and the same is given as annexure to this report.

**f) Unclaimed Dividends**

The Company will be required to transfer dividends which have remained unpaid/unclaimed for the period of 7 years to the Investor Education & Protection Fund established by the Government. However there is no such unclaimed/unpaid dividend for which Company has to transfer the same to the Investor Education & Protection Fund in this financial year.

**g) Code of Conduct for Senior Management**

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same. The Code includes provisions where the employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner. All Board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the company.

**h) CEO Certification**

Chief Executive Officer (CEO) certification on financial statements pursuant to the provisions of Clause 49 of the listing agreement is annexed and forms part of the Annual Report of the company.

**I) Details of shares held by non-executive directors as on 31<sup>st</sup> March, 2014:**

| <b>Name of the Non-executive Director</b> | <b>Shares Held</b> |
|---|--------------------|
| Mr. Maulik A. Shah                        | NIL                |
| Mr. Jitendra N. Shah                      | NIL                |

**8. GENERAL SHAREHOLDERS INFORMATION**

|                                       |   |
|---------------------------------------|---|
| Financial year                        | : 1 <sup>st</sup> April 2013 to 31 <sup>st</sup> March 2014   |
| Date & Time of Annual General Meeting | : 29 <sup>th</sup> September 2014 at 11.30 a.m.   |
| Venue                                 | : B/401, 4 <sup>th</sup> Floor, Wall Street-II, Opp. Orient Club, Nr. Gujarat College Railway Crossing, Ellisbridge, Ahmedabad - 380006 |
| Book closure date                     | : 27 <sup>th</sup> September 2014 to 29 <sup>th</sup> September 2014 (both days inclusive) for Annual General Meeting.                  |
| Dividend payment date                 | : N.A.  |
| Registered office                     | : B/401, 4 <sup>th</sup> Floor, Wall Street-II, Opp. Orient Club, Nr. Gujarat College Railway Crossing, Ellisbridge, Ahmedabad - 380006 |
| Compliance officer                    | : Mr. Jignesh Shah, Managing Director   |

**Tentative Financial Calendar**

|   |                         |
|---|-------------------------|
| Publication of Quarterly Results ending 30 <sup>th</sup> June, 2014 | Last week of July 2014  |
| Publication of Quarterly Results ending 30 <sup>th</sup> Sep. 2014  | Last week of Oct. 2014  |
| Publication of Quarterly Results ending 31 <sup>st</sup> Dec. 2014  | Last week of Jan. 2015  |
| Publication of Quarterly Results ending 31 <sup>st</sup> March 2015 | Last week of April 2015 |

**Means of Communication**

The means of communication between the Shareholders and Company are transparent and investor friendly.

**Listing on Stock Exchanges**

1. Bombay Stock Exchange Limited
2. Ahmedabad Stock Exchange Limited
3. Vadodara Stock Exchange Limited

**ADR/GDR**

The Company has not issued any ADR/GDR.

**Stock Code**

At BSE : 531713

**Stock Market Data**

| Month    | High  | Low   |
|----------|-------|-------|
| April-13 | 10.98 | 10.98 |
| May-13   | ----  | ----  |
| Jun-13   | ----  | ----  |
| Jul-13   | ----  | ----  |
| Aug-13   | ----  | ----  |
| Sep-13   | ----  | ----  |
| Oct-13   | ----  | ----  |
| Nov-13   | ----  | ----  |
| Dec-13   | ----  | ----  |
| Jan-14   | 12.61 | 10.88 |
| Feb-14   | 15.00 | 11.99 |
| Mar-14   | 13.55 | 12.24 |

**Registrar and Share Transfer Agent**

M/s Link Intime India Private Limited  
 303, Shopper's Plaza, Opp. Municipal Market,  
 Off C. G. Road, Navrangpura, Ahmedabad - 390009  
 Contact Person : Mr. Hitesh Patel  
 TeleFax No. : 079-26465179  
 E-mail : ahmedabad@linkintime.co.in

**Share Transfer System**

Company is having connectivity with the depository viz. NSDL. A Committee of Directors - Share Transfer and Shareholders / Investors Grievance Committee, was constituted to approve the transfer and transmission of shares, issue of duplicate share certificates and allied matters. In addition to the above, to expedite that share transfer process Mr. Jignesh Shah, Compliance Officer of the Company and the Registrars and the /share Transfer Agent M/s. Link Intime India Private Limited have been authorised to approve transfers and transmissions, which are given effect to

atleast every fortnight. The Company's Registrars, M/s. Link Intime India Private Limited have adequate infrastructure to the shareholders and process to share transfer.

**Distribution of Shareholding as on March 31, 2014:**

| Category      | No of Shareholders | Percentage %    | No. of Shares    | Percentage %    |
|---------------|--------------------|-----------------|------------------|-----------------|
| Up to 500     | 3433               | 87.1984         | 1136500          | 22.5027         |
| 501 to 1000   | 210                | 5.334           | 178400           | 3.5323          |
| 1001 to 2000  | 127                | 3.2258          | 199200           | 3.9442          |
| 2001 to 3000  | 33                 | 0.8382          | 85100            | 1.6850          |
| 3001 to 4000  | 29                 | 0.7366          | 101700           | 2.0137          |
| 4001 to 5000  | 24                 | 0.6096          | 115700           | 2.2909          |
| 5001 to 10000 | 37                 | 0.9398          | 289100           | 5.7242          |
| 10001 & above | 44                 | 1.1176          | 2944800          | 58.3071         |
| <b>Total</b>  | <b>3937</b>        | <b>100.0000</b> | <b>50,50,500</b> | <b>100.0000</b> |

**Shareholding Pattern of the Company as on March 31, 2014:**

|                          | No. of Shares    | Percentage (%) |
|--------------------------|------------------|----------------|
| Indian Promoters         | 9,40,500         | 18.62          |
| Private Corporate Bodies | 4,40,700         | 8.73           |
| NRI                      | 64,300           | 1.27           |
| Clearing Members         | 100              | 0.00           |
| India Public             | 36,04,900        | 71.38          |
| <b>Total</b>             | <b>50,50,500</b> | <b>100.00</b>  |

**Dematerialization Information**

The company has entered into agreement with both National Securities Depository Ltd. (NSDL) whereby shareholders have an option to dematerialize their shares with the depositories. The ISIN granted to the equity shares of the company is INE337F01017. As March 31, 2014 a total of 15,31,800 equity shares of the company, constituting 30.33% of the paid-up share capital, stand dematerialised.

**Plant Location:** None

**Address for correspondence:**

Shareholders can do the correspondence at:

"B/401, 4<sup>th</sup> Floor, Wall Street-II, Opp. Orient Club,

Nr. Gujarat College Railway Crossing,

Ellisbridge, Ahmedabad - 380006"

Phone No. : +91-79-65219225

Email Id : [bluchipstockspin@gmail.com](mailto:bluchipstockspin@gmail.com)

**Place:** Ahmedabad

**Date:** 30.05.2014

**For and on behalf of the Board**

**Jignesh Shah**  
Managing Director

**DECLARATION**

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company. The Board members and Senior Management have affirmed compliance with the code of conduct.

**Place: Ahmedabad**  
**Date: 30.05.2014**

**For and on behalf of the Board**

**Jignesh Shah**  
**Managing Director**

**CEO CERTIFICATION**

I, Mr. Jignesh H. Shah, Managing Director, certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2014 and that to the best of their knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee

(i) Significant changes in internal control during the year;

(ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

**Place: Ahmedabad**  
**Date: 30.05.2014**

**For and on behalf of the Board**

**Jignesh Shah**  
**Managing Director**

**VISHVES A. SHAH & CO.**

Chartered Accountants

22, Narayan Park -1, Bopal, Ahmedabad – 380058

Ph. +91 98254 71182, +91 93777 71182

E-Mail: vishvesca@gmail.com

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE  
GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)**

1. We have examined the Compliance of conditions of Corporate Governance by **BLUECHIP STOCKSPIN LIMITED** ("the Company ") for the period from during the year ended 1st April, 2013 to 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange.
2. The compliance of conditions of corporate governance is the responsibility of the management .Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us , and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. As required by the Guidance Note issued by the Institute of Chartered Accountant of India we have to state that based on the report given by the Registrar of the Company to the Investor's Grievance Committee, as on 31st March, 2010, there were no investor grievance matter against the Company remaining unattended / pending for more than 30 days.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : 30<sup>th</sup> May, 2014

Place : Ahmedabad

**For, Vishves A. Shah & Co.**

Chartered Accountants

Firm No:-121356W

(Vishves A. Shah)

Proprietor

M. No. 109944



**VISHVES A. SHAH & CO.**

Chartered Accountants

22, Narayan Park -1, Bopal, Ahmedabad – 380058

Ph. +91 98254 71182, +91 93777 71182

E-Mail: [vishvesca@gmail.com](mailto:vishvesca@gmail.com)**Independent Auditor's Report**

To,  
The Members of,  
**BLUECHIP STOCKSPIN LIMITED**

We have audited the accompanying financial statements of "BLUECHIP STOCKSPIN LIMITED", which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
  - b) in the case of the Statement of Profit and Loss, of the profit/ loss for the year ended on that date; and
  - c) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
  2. As required by section 227(3) of the Act, we report that:
    - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
    - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
    - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; except AS 22 relating to the Taxes on Income read with notes forming part of accounts.
    - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

- f) It may be noted that at present, no Rules relating to the amount of cess for rehabilitation or revival or protection of assets of sick industrial companies, payable by a company under section 441A of the Act have been notified by the central Government. Thus, it would not be possible for the auditor to comment on the regularity or otherwise about the cess till the time relevant rules or regulations are issued.

Date : 30<sup>th</sup> May, 2014  
Place : Ahmedabad

**For, Vishves A. Shah & Co.**  
Chartered Accountants  
Firm No:-121356W

(Vishves A. Shah)  
Proprietor  
M. No. 109944

**BLUECHIP STOCKSPIN LIMITED**

**Annexure referred to in paragraph 1 of our report even date.**

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

1. (a) Proper records showing full particulars including quantitative details and situation of Fixed Assets of the company are being updated
- (b) The management physically verifies the fixed assets of the Company. No material discrepancies were noticed on verification.
- (c) No substantial parts of the fixed assets have been disposed off during the year.
2. (a) At the end of the year company has no inventory.
3. (a) The company has not taken any loans from Companies, Firms or other parties other than directors; Register maintained under section 301 of the Act. No amount was borrowed from the directors of the company during the year & other financial institutes.
- (b) In our opinion, the terms and conditions, on which loans have been taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act 1956 and from the companies under the same management, are not, prima facie, prejudicial to the interest of the company.
- (c) The Principal amount and interest has been repaid as stipulated.
- (d) There are no overdue payments.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, with regard to purchases of plant and machinery, equipment and other assets and with regard to the sale of goods.
5. (a) According to the information and explanation given to us, we are of the opinion at the transactions that need to be entered into the register maintained under section 301 of the Act, have been so entered.
- (b) In our opinion and according to the information and explanation given to us, There is no any transaction more than Rs. 500000/ or more of purchase of goods and materials and sale of goods, materials and services, made in pursuance of contracts or arrangements entered in the registers maintained under section 301 and aggregating during the year in respect of each party, so this provision is not applicable.

6. In our opinion and according to the information and explanation given to us, the company has not accepted any deposits; hence the provision of section 58A of the Companies Act 1956 and Companies (acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable.
7. In our opinion, the company has not required any internal audit system commensurate with the size and nature of its business.
8. The Central Government has not prescribed for maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for the products of the Company.
9. (a) According to the information and explanation given to us, the company is generally regular in depositing with the appropriate authorities, undisputed statutory dues including Provident Fund, ESIC, Income Tax, Sales Tax, Excise Duty, Cess and any other material statutory dues applicable to it  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty and cess were outstanding, as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they become payable.
10. The company has accumulated losses of Rs. 17163754/-. The company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to financial institutions or banks.
12. According to the information and explanations given to us, the company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the Companies (Auditors Report) order, 2003 are not applicable to the company.
13. In our opinion, the company is not a Chit Fund or a NIDHI Mutual Benefit Fund/Society. Therefore the provisions of clause 4(xiii) of the Companies (Auditors Report) order, 2003 are not applicable to the company.
14. In our opinion, the company is dealing in or trading in shares, securities, debentures and other investments.
15. As informed to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.

16. According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for Long-term assets. No long-term funds have been used to finance short-term assets.
17. The company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act.
18. The company has not issued any debentures.
19. During the period covered by our audit report, the company has not raised any money by public issue.
20. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Date : 30<sup>th</sup> May, 2014

Place : Ahmedabad

**For, Vishves A. Shah & Co.**

Chartered Accountants

Firm No. 121356W

(Vishves A. Shah)

Proprietor

M. No. 109944

**BLUECHIP STOCKSPIN LIMITED**  
Balance Sheet as at March 31, 2014

(Amount in INR)

| Particulars   | Note No. | As at March 31, 2014 |                   | As at March 31, 2013 |                   |
|---|----------|----------------------|-------------------|----------------------|-------------------|
| <b>I Equity &amp; Liabilities</b>                   |          |                      |                   |                      |                   |
| <b>1. Shareholders' funds</b>                       |          |                      |                   |                      |                   |
| (a) Share Capital                                   | 2        | 50,505,000           |                   | 50,505,000           |                   |
| (b) Reserves and Surplus                            | 3        | (17,163,754)         |                   | (15,726,248)         |                   |
| (c) Money received against share warrants           |          | -                    |                   | -                    |                   |
|   |          |                      | <b>33,341,246</b> |                      | <b>34,778,752</b> |
| <b>2. Share application money pending allotment</b> |          |                      | -                 |                      | -                 |
| <b>3. Non - Current Liabilities</b>                 |          |                      |                   |                      |                   |
| (a) Long -Term Borrowings                           | 4        | -                    |                   | -                    |                   |
| (b) Deferred Tax Liabilities (Net)                  |          | 170,708              |                   | 170,708              |                   |
| (c) Other Long - Term Liabilities                   | 5        | -                    |                   | 27,050               |                   |
| (d) Long - Term Provisions                          | 6        | -                    |                   | -                    |                   |
|   |          |                      | <b>170,708</b>    |                      | <b>197,758</b>    |
| <b>4. Current Liabilities</b>                       |          |                      |                   |                      |                   |
| (a) Short - Term Borrowings                         | 7        | -                    |                   | -                    |                   |
| (b) Trade Payables                                  | 8        | 3,531,650            |                   | 3,504,600            |                   |
| (c) Other Current Liabilities                       | 9        | 878,305              |                   | 558,150              |                   |
| (d) Short - Term Provisions                         | 10       | -                    |                   | 25,000               |                   |
|   |          |                      | <b>4,409,955</b>  |                      | <b>4,087,750</b>  |
| <b>TOTAL</b>  |          |                      | <b>37,921,909</b> |                      | <b>39,064,260</b> |
| <b>II Assets</b>                                    |          |                      |                   |                      |                   |
| <b>1. Non - Current Assets</b>                      |          |                      |                   |                      |                   |
| (a) Fixed Assets                                    |          |                      |                   |                      |                   |
| (i) Tangible Assets                                 | 11       | 1,421,983            |                   | 1,467,729            |                   |
| (ii) Intangible Assets                              |          | -                    |                   | -                    |                   |
| (iii) Capital Work-in-Progress                      |          | -                    |                   | -                    |                   |
| (iv) Intangible Assets under Development            |          | -                    |                   | -                    |                   |
| (b) Non - Current Investments                       | 12       | 1,800,395            |                   | 16,955,395           |                   |
| (c) Deferred tax assets (net)                       |          | -                    |                   | -                    |                   |
| (d) Long - Term Loans and Advances                  | 13       | 33,755,087           |                   | 19,121,927           |                   |
| (e) Other Non - Current Assets                      | 14       | -                    |                   | -                    |                   |
|   |          |                      | <b>36,977,465</b> |                      | <b>37,545,051</b> |
| <b>2. Current Assets</b>                            |          |                      |                   |                      |                   |
| (a) Current Investments                             | 15       | -                    |                   | -                    |                   |
| (b) Inventories                                     |          | -                    |                   | -                    |                   |
| (c) Trade Receivables                               | 16       | 135,000              |                   | 135,000              |                   |
| (d) Cash and Cash equivalents                       | 17       | 411,722              |                   | 929,737              |                   |
| (e) Short - Term Loans and Advances                 | 18       | -                    |                   | 454,472              |                   |
| (f) Other Current Assets                            | 19       | 397,722              |                   | -                    |                   |
|   |          |                      | <b>944,444</b>    |                      | <b>1,519,209</b>  |
| <b>TOTAL</b>  |          |                      | <b>37,921,909</b> |                      | <b>39,064,260</b> |
| <b>Significant Accounting Policies</b>              | 1        |                      |                   |                      |                   |

As per our separate report of even date

See accompanying notes to the financial statements

For, Vishves A. Shah &amp; Co.

Chartered Accountants

Firm No:-121356W

For &amp; on behalf of the Board

BLUECHIP STOCKSPIN LIMITED

(Vishves A. Shah)

Proprietor

M. No. 109944

Sd/-

Jignesh H. Shah

Managing Director

Sd/-

Ashit H. Vora

Executive Director

Place : AHMEDABAD

Date : 30th May, 2014

| BLUECHIP STOCKSPIN LIMITED  |   |          |  |                    |   |                    |
|---|---|----------|--|--------------------|---|--------------------|
| Statement of Profit and Loss for the year ended March 31, 2014                                |   |          |  |                    |   |                    |
| (Amount in INR)   |   |          |  |                    |   |                    |
|   | Particulars   | Note No. | For the year ended March 31, 2014                          |                    | For the year ended March 31, 2013           |                    |
| I   | Revenue from Operations   | 20       | 475,000  |                    | 750,000                                     |                    |
| II  | Other Income  | 21       | 128,630  |                    | 400,120                                     |                    |
| III   | <b>Total Revenue (I + II)</b>   |          |  | <b>603,630</b>     |   | <b>1,150,120</b>   |
| IV  | <b>Expenses</b>   |          |  |                    |   |                    |
|   | Cost of Material Consumed   |          | -  |                    | -   |                    |
|   | Purchases   | 22       | -  |                    | -   |                    |
|   | Changes in inventories of finished goods, work-in-progress and stock-in-trade | 23       | -  |                    | -   |                    |
|   | Employee Benefits Expenses  | 24       | 1,800,000  |                    | 1,806,000                                   |                    |
|   | Finance Costs   | 25       | 1,629  |                    | 35,410                                      |                    |
|   | Depreciation and Amortization Expense   | 26       | 45,746   |                    | 44,204                                      |                    |
|   | Other Expenses  | 27       | 193,761  |                    | 304,904                                     |                    |
|   | <b>Total Expense</b>  |          |  | <b>2,041,136</b>   |   | <b>2,190,518</b>   |
| V   | <b>Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>     |          |  | <b>(1,437,506)</b> |   | <b>(1,040,398)</b> |
| VI  | Exceptional Items   |          |  | -                  |   | -                  |
| VII   | <b>Profit before Extraordinary Items and Tax (V-VI)</b>                       |          |  | <b>(1,437,506)</b> |   | <b>(1,040,398)</b> |
| VIII  | Extraordinary Items   |          |  | -                  |   | -                  |
| IX  | <b>Profit Before Tax (VII-VIII)</b>   |          |  | <b>(1,437,506)</b> |   | <b>(1,040,398)</b> |
| X   | <b>Tax Expense:</b>   |          |  |                    |   |                    |
|   | (a) Current Tax   |          | -  |                    | -   |                    |
|   | (b) Deferred Tax  |          | -  |                    | -   |                    |
|   | (c) Tax of Earlier Year   |          | -  |                    | -   |                    |
|   | (d) MAT Credit Entitlement  |          | -  |                    | -   |                    |
|   |   |          |  | -                  |   | -                  |
| XI  | <b>Profit for the Period from Continuing Operations (IX - X)</b>              |          |  | <b>(1,437,506)</b> |   | <b>(1,040,398)</b> |
| XII   | Profit/(Loss) for the Period from Discontinuing Operations                    |          |  | -                  |   | -                  |
| XIII  | Tax Expense of Discontinuing Operations                                       |          |  | -                  |   | -                  |
| XIV   | <b>Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)</b>     |          |  | -                  |   | -                  |
| XV  | <b>Profit for the Period (XI + XIV)</b>                                       |          |  | <b>(1,437,506)</b> |   | <b>(1,040,398)</b> |
| XVI   | <b>Earnings Per Equity Share</b><br>(Face Value Rs. 10/- Per Share):          | 28       |  |                    |   |                    |
|   | Basic (Rs.)   |          |  | (0.28)             |   | (0.21)             |
|   | <b>Significant Accounting Policies</b>  | 1        |  |                    |   |                    |
| As per our separate report of even date<br>See accompanying notes to the financial statements |   |          |  |                    |   |                    |
| For, <b>Vishves A. Shah &amp; Co.</b><br>Chartered Accountants<br>Firm No:-121356W            |   |          | For & on behalf of the Board<br>BLUECHIP STOCKSPIN LIMITED |                    |   |                    |
| (Vishves A. Shah)<br>Proprietor<br>M. No. 109944  |   |          | Sd/-<br>Jignesh H. Shah<br>Managing Director               |                    | Sd/-<br>Ashit H. Vora<br>Executive Director |                    |
| Place : AHMEDABAD<br>Date : 30th May, 2014  |   |          |  |                    |   |                    |



**1.1 SIGNIFICANT ACCOUNTING POLICIES****(i) BASIS FOR PREPARATION OF FINANCIAL STATEMENTS.**

The financial statements have been prepared under the historical cost convention, in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956, as adopted consistently by the company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

**(ii) REVENUE RECOGNITION.**

The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except in case of significant uncertainties. The Principles of revenue recognition are given below:

- Revenue from the sale of services is recognized when service is provided to customer and in accordance with the term of sales of service to the customers.

**(iii) FIXED ASSETS AND DEPRECIATION**

- Fixed Assets are stated at the cost of acquisition less accumulated depreciation. Cost includes all identifiable expenditure incurred to bring the asset to its present condition and location.
- Depreciation on fixed asset is provided at the rates and in the manner specified in schedule XIV to the Companies Act, 1956 on strait line method on value of the asset.

**(iv) INVENTORIES**

- Company has no closing stock.

**(v) INCOME TAX**

- Deferred Tax resulting from timing differences are expected to crystallize in case of deferred tax liabilities with reasonable certainty and in case of deferred tax asset with virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realized. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted regulations.

**1.2 NOTES FORMING PART OF ACCOUNTS**

- The Company deals in Consultancy.
- Balance of cash on hand at the end is accepted as certified by the management of the company.
- Balance of sundry Debtors, Creditors, unsecured loans, Loans & advances are subject to the confirmation of parties.
- The expense of electricity, telephone and maintenance include expense of properties owned by the company and occupied by the directors of the company.

- The figures of the previous year are regrouped or rearranged wherever it is necessary.
- Provision in respect of Auditors Remuneration is done.

For and on behalf of the board of directors

As per our attached report of even date

**For, BLUECHIP STOCKSPIN LIMITED**

**For, Vishves .A. Shah & Co,**

Chartered Accountants

Firm No.121356w

Sd/-

**Jignesh H. Shah**  
**Managing Director**

Sd/-

**Ashit H. Vora**  
**Executive Director**

Place : Ahmedabad

Date : 30<sup>th</sup> May, 2014

(Vishves A Shah)

(Proprietor)

M No:-109944

**BLUECHIP STOCKSPIN LIMITED**  
Notes to financial statements for the year ended March 31, 2014

## Note 2 - Share Capital

(Amount in INR)

| Particulars   | As at March 31, 2014 | As at March 31, 2013 |
|---|----------------------|----------------------|
| <b>Authorised :</b>   |                      |                      |
| 55,00,000 Equity Shares (Previous Year<br>55,00,000) of Rs. 10/- each | 55,000,000           | 55,000,000           |
| <b>TOTAL</b>  | <u>55,000,000</u>    | <u>55,000,000</u>    |
| <b>Issued, Subscribed and Paid-up :</b>                               |                      |                      |
| 50,50,500 Equity Shares (Previous Year<br>50,50,500) of Rs. 10/- each | 50,505,000           | 50,505,000           |
| Less : Calls in Arrears   | -                    | -                    |
| <b>TOTAL</b>  | <u>50,505,000</u>    | <u>50,505,000</u>    |

## (b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.

- i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. During the year ended 31st March 2014, the Company has not declared any dividend.
- ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

## (c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

| Particulars                                       | As at March 31, 2014 | As at March 31, 2013 |
|---|----------------------|----------------------|
| No. of shares at the beginning of the year        | 5,050,500            | 5,050,500            |
| <b>Add: Issue of Shares during the year</b>       |                      |                      |
| Subscriber to the Memorandum                      | -                    | -                    |
| Private Placement                                 | -                    | -                    |
|   | <u>-</u>             | <u>-</u>             |
| <b>Less: Forfeiture of Shares during the Year</b> |                      |                      |
|   | <u>-</u>             | <u>-</u>             |
| <b>No. of shares at the end of the year</b>       | <u>5,050,500</u>     | <u>5,050,500</u>     |

## (d) Aggregate details for five immediately previous reporting periods for each class of shares

| Particulars  | As at March 31, 2014 | As at March 31, 2013 |
|--|----------------------|----------------------|
| - No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash | -                    | -                    |
| - No. of shares allotted as fully paid by way of Bonus Shares  | -                    | -                    |
| - No. of shares bought back  | -                    | -                    |

## (e) Details of shareholders holding more than 5% shares in the company

| No. of Shares held by | As at March 31, 2014 |        | As at March 31, 2013 |        |
|-----------------------|----------------------|--------|----------------------|--------|
|                       | Nos.                 | %      | Nos.                 | %      |
| Jignesh Hiralal Shah  | 841,500              | 16.66% | 841,500              | 16.66% |



**BLUECHIP STOCKSPIN LIMITED**  
Notes to financial statements for the year ended March 31, 2014

|   |       |       |
|---|-------|-------|
| (b) Loans and advances from related parties |       |       |
| Secured                                     | -     | -     |
| Unsecured                                   | -     | -     |
|   | <hr/> | <hr/> |
| (c) Other Loan & Advances                   |       |       |
| Secured Loans                               | -     | -     |
| Unsecured Loans                             | -     | -     |
| Loans from Others                           | -     | -     |
|   | <hr/> | <hr/> |
|   | <hr/> | <hr/> |
|   | <hr/> | <hr/> |

**Note 5: Other Long Term Liability**

|                   |                             |                             |
|-------------------|-----------------------------|-----------------------------|
|                   |                             | -                           |
|                   | <b>Particulars</b>          | <b>As at March 31, 2014</b> |
|                   | <b>As at March 31, 2013</b> |                             |
| (i) Trade Payable | -                           | -                           |
| (ii) Others       |                             |                             |
| Vicky R. Javeri   | -                           | 27,050                      |
|                   | <hr/>                       | <hr/>                       |
|                   | <hr/>                       | <hr/>                       |
| <b>Total</b>      | <hr/>                       | <hr/>                       |
|                   | <hr/>                       | <hr/>                       |

**Note 6: Long Term Provisions**

|                                       |                             |                             |
|---------------------------------------|-----------------------------|-----------------------------|
|                                       |                             | -                           |
|                                       | <b>Particulars</b>          | <b>As at March 31, 2014</b> |
|                                       | <b>As at March 31, 2013</b> |                             |
| (a) Provision for employee's benefits | -                           | -                           |
| (b) Others (Specify Nature)           | -                           | -                           |
|                                       | <hr/>                       | <hr/>                       |
|                                       | <hr/>                       | <hr/>                       |

**Note 7 - Short Term Borrowings**

|                               |                    |                             |                             |
|-------------------------------|--------------------|-----------------------------|-----------------------------|
|                               |                    | (Amount in INR)             |                             |
|                               | <b>Particulars</b> | <b>As at March 31, 2014</b> | <b>As at March 31, 2013</b> |
| (a) Loans repayable on demand |                    |                             |                             |
| From banks                    |                    |                             |                             |
| Secured                       | -                  | -                           | -                           |
| Unsecured                     | -                  | -                           | -                           |
|                               | <hr/>              | <hr/>                       | <hr/>                       |
|                               | <hr/>              | <hr/>                       | <hr/>                       |
| From Other parties            |                    |                             |                             |
| (b) Loans and advances        |                    |                             |                             |
| Secured                       | -                  | -                           | -                           |
| Unsecured                     | -                  | -                           | -                           |
|                               | <hr/>              | <hr/>                       | <hr/>                       |
|                               | <hr/>              | <hr/>                       | <hr/>                       |
|                               | <hr/>              | <hr/>                       | <hr/>                       |

**Note 8 - Trade Payables**

|   |                    |                             |                             |
|---|--------------------|-----------------------------|-----------------------------|
|   |                    | (Amount in INR)             |                             |
|   | <b>Particulars</b> | <b>As at March 31, 2014</b> | <b>As at March 31, 2013</b> |
|   |                    |                             |                             |
| Current payables (including acceptances)<br>outstanding for less than 12 months | 3,531,650          | 3,504,600                   | 3,504,600                   |
|   | <hr/>              | <hr/>                       | <hr/>                       |
|   | <hr/>              | <hr/>                       | <hr/>                       |
|   | <hr/>              | <hr/>                       | <hr/>                       |

## BLUECHIP STOCKSPIN LIMITED

Notes to financial statements for the year ended March 31, 2014

## Note 9 - Other Current Liabilities

| (Amount in INR)                   |                      |                      |
|-----------------------------------|----------------------|----------------------|
| Particulars                       | As at March 31, 2014 | As at March 31, 2013 |
| Unpaid Salary                     | -                    | 450,000              |
| Director Sitting Fees             |                      | -                    |
| TDS Deducted                      | -                    | 108,150              |
| Outstanding Director remuneration | 878,305              | -                    |
| <b>TOTAL</b>                      | <b>878,305</b>       | <b>558,150</b>       |

## Note 10 - Short-Term Provisions

| (Amount in INR)                        |                      |                      |
|--|----------------------|----------------------|
| Particulars                            | As at March 31, 2014 | As at March 31, 2013 |
| Employees ESI Payable                  |                      |                      |
| Employee's Share of PF Payable         |                      |                      |
| Employer's ESI Payable                 |                      |                      |
| Employer's Share of PF Payable         |                      |                      |
| Provision for Audit fees               | -                    | 25,000               |
| Provision for Taxation                 |                      |                      |
| Duties & Taxes                         | -                    |                      |
| Provision for Tax on Proposed Dividend |                      |                      |
| <b>TOTAL</b>                           | <b>-</b>             | <b>25,000</b>        |

## Note -12 - Non-Current Investments

| Particulars   | As at March 31, 2014 | As at March 31, 2013 |
|---|----------------------|----------------------|
| <b>Investments (At Cost)</b>  |                      |                      |
| <b>Investment in Equity Instruments</b>                                     |                      |                      |
| i) of Subsidiaries:   |                      |                      |
| Rhetan Estate Pvt. Ltd.   |                      |                      |
| 10,000 equity shares (Previous Year<br>10,000) of Rs. 10 each fully paid up | -                    | 15,155,000           |
| ii) of other entities:  |                      |                      |
| Investment in Equity Shares   | 1,500,395            | 1,500,395            |
| <b>Other Non Current Investment</b>   |                      |                      |
| Bluechip Publication  | 300,000              | 300,000              |
|   | <b>1,800,395</b>     | <b>16,955,395</b>    |

## Note -13 - Long Term Loan &amp; Advances

| Particulars                                 | As at March 31, 2014 | As at March 31, 2013 |
|---|----------------------|----------------------|
| (a) Capital Advances                        |                      |                      |
| (b) Security Deposits                       |                      |                      |
| Unsecured Considered good                   |                      |                      |
| Deposits                                    | 12,008,146           | 12,008,146           |
| Deposit with VSE                            | 100,000              | 100,000              |
| (c) Loans & Advances to Related Parties     |                      |                      |
| Unsecured considered good                   |                      |                      |
| (d) Other Loans & Advances (Specify Nature) |                      |                      |
| Secured, Considered good                    |                      |                      |
| Unsecured Considered good                   |                      |                      |
| Advance to Staff                            |                      |                      |
| Due from Others                             | 21,646,941           | 7,013,781            |
| Doutful or Bad                              |                      |                      |
|   | <b>33,755,087</b>    | <b>19,121,927</b>    |

## BLUECHIP STOCKSPIN LIMITED

Notes to financial statements for the year ended March 31, 2014

## Note -14 - Other Non-Current Assets

| Particulars                    | As at March 31, 2014 | As at March 31, 2013 |
|--------------------------------|----------------------|----------------------|
| (a) Long Term Trade Receivable |                      |                      |
| (b) Others (Specify Nature)    |                      |                      |
| MAT Credit                     |                      |                      |
| Preliminary Expenses           | -                    | -                    |
|                                | <u>-</u>             | <u>-</u>             |

## Note -15 - Current Investments

| Particulars  | As at March 31, 2014 | As at March 31, 2013 |
|--|----------------------|----------------------|
| <b>Current Investments (At lower of cost and fair value)</b> |                      |                      |
| SBI Mutual Fund  | -                    | -                    |
|  | <u>-</u>             | <u>-</u>             |

## Note 16 - Trade Receivables

(Amount in INR)

| (a) Particulars                           | As at March 31, 2014  | As at March 31, 2013  |
|---|-----------------------|-----------------------|
| (i) Due for a period exceeding six months |                       |                       |
| - Unsecured, considered good              | -                     | -                     |
| - Doubtful                                | -                     | -                     |
| Less: Provision for Doubtful Debts        | -                     | -                     |
|   | <u>-</u>              | <u>-</u>              |
| (ii) Others                               |                       |                       |
| - Unsecured, considered good              | 135,000               | 135,000               |
| - Doubtful                                |                       |                       |
| Less: Doubtful Debts Writtewn off         |                       |                       |
|   | <u>135,000</u>        | <u>135,000</u>        |
| <b>TOTAL</b>                              | <u><u>135,000</u></u> | <u><u>135,000</u></u> |

## (b) Detailed note on debts due by the following persons :

(Amount in INR)

| Particulars  | As at March 31, 2014 | As at March 31, 2013 |
|--|----------------------|----------------------|
| (i) Directors and other officers                               | -                    | -                    |
| (ii) Firms in which any director is a partner                  | -                    | -                    |
| (iii) Private companies in which director is a member/director | -                    | -                    |
| <b>TOTAL</b>   | <u><u>-</u></u>      | <u><u>-</u></u>      |

## Note 17 - Cash &amp; Cash equivalents

(Amount in INR)

| Particulars                                    | As at March 31, 2014  | As at March 31, 2013  |
|--|-----------------------|-----------------------|
| (a) <b>Cash &amp; Cash Equivalents</b>         |                       |                       |
| (i) Balances with Banks :                      |                       |                       |
| - Bank Current/Saving Accounts                 | 100,866               | 158,881               |
| (ii) Cash-on-hand                              | 310,856               | 770,856               |
| (iii) Cheques & Drafts on-hand                 |                       |                       |
| (iv) Others - Stamps on Hand                   | -                     | -                     |
| (b) Other Bank Balances                        |                       |                       |
| - Margin Money or Security Deposit             |                       |                       |
| - Repatriation Restrictions                    |                       |                       |
| - Deposit Accounts more than 3 month maturity  |                       |                       |
| - Deposit Accounts more than 12 month maturity |                       |                       |
| <b>TOTAL</b>                                   | <u><u>411,722</u></u> | <u><u>929,737</u></u> |

## BLUECHIP STOCKSPIN LIMITED

Notes to financial statements for the year ended March 31, 2014

## Note 18 - Short Term Loans &amp; Advances

(Amount in INR)

| (a) | Particulars   | As at March 31, 2014 | As at March 31, 2013  |
|-----|---|----------------------|-----------------------|
|     | <b>(i) Security deposits</b>  |                      |                       |
|     | Secured, considered good  | -                    |                       |
|     | Unsecured, considered good  | -                    |                       |
|     | Doubtful  | -                    |                       |
|     |   | <u>-</u>             | <u>-</u>              |
|     | <b>(ii) Inter-corporate deposits</b>                                |                      |                       |
|     | Secured, considered good  | -                    |                       |
|     | Unsecured, considered good  | -                    |                       |
|     | Doubtful  | -                    |                       |
|     |   | <u>-</u>             | <u>-</u>              |
|     | <b>(iii) Share Application Money Given</b>                          |                      |                       |
|     | <b>(iv) Advance income tax and TDS - Unsecured, considered good</b> |                      |                       |
|     | TDS FY 09-10  | 0                    | 160,985               |
|     | TDS FY 10-11  | 0                    | 138,475               |
|     | TDS FY 11-12  | 0                    | 95,000                |
|     | TDS FY 12-13  | -                    | 60,012                |
|     |   | <u>-</u>             | <u>454,472</u>        |
|     | <b>(v) Others</b>   |                      |                       |
|     | Secured, considered good  | -                    |                       |
|     | Unsecured, considered good  | -                    |                       |
|     | Doubtful  | -                    |                       |
|     |   | <u>-</u>             | <u>-</u>              |
|     | Less: Provision for Doubtful Debts                                  |                      |                       |
|     | <b>TOTAL</b>  | <u><u>-</u></u>      | <u><u>454,472</u></u> |

## Note 19: Other Current Assets

| Particulars      | As at March 31, 2014  | As at March 31, 2013 |
|------------------|-----------------------|----------------------|
| statutory assets | 374,472               |                      |
| Duties & Taxes   | -                     | 23,250               |
|                  | <u>374,472</u>        | <u>23,250</u>        |
|                  | <u><u>397,722</u></u> | <u><u>-</u></u>      |



## BLUECHIP STOCKSPIN LIMITED

Note : 11

## Schedule of Fixed Assets as per the Companies Act for the year ended 31st March, 2014

| Block of Asset                        | <u>Gross Block</u> |            |                  | <u>Accmulated Depreciation and Impairment</u> |                      |                | <u>Net Block</u> |                  |
|---------------------------------------|--------------------|------------|------------------|---|----------------------|----------------|------------------|------------------|
|                                       | As on              | Addition   | As on            | As on   | Depreciation         | As on          | As on            | As on            |
|                                       | 01.04.2013         | for period | 31.03.2014       | 01.04.2013                                    | Exp. for the<br>year | 31.03.2014     | 31.03.2013       | 31.03.2014       |
| Building                              | 1,522,000          |            | 1,522,000        | 142,051                                       | 24,809               | 166,860        | 1,379,949        | 1,355,140        |
| Furniture Fixture & Electric Fittings | 66,485             | 0          | 66,485           | 30,329  | 4,209                | 34,538         | 36,156           | 31,947           |
| Computers                             | 103,200            |            | 103,200          | 51,576  | 16,729               | 68,305         | 51,624           | 34,895           |
| <b>Total :</b>                        | <b>1,691,685</b>   | <b>NIL</b> | <b>1,691,685</b> | <b>223,956</b>                                | <b>45,746</b>        | <b>269,702</b> | <b>1,467,729</b> | <b>1,421,983</b> |
| <b>Previous Year</b>                  | <b>1,659,200</b>   | <b>NIL</b> | <b>1659200</b>   | <b>136062</b>                                 | <b>43690</b>         | <b>179752</b>  | <b>1523138</b>   | <b>1,467,729</b> |

## Note 20 - Revenue from Operations

| (Amount in INR)          |                                   |                                   |
|--------------------------|-----------------------------------|-----------------------------------|
| Particulars              | For the year ended March 31, 2014 | For the year ended March 31, 2013 |
| Consultancy Income       | 375,000                           | -                                 |
| Media Consultancy Income | 100,000                           | 750,000                           |
|                          | -                                 | -                                 |
| TOTAL                    | 475,000                           | 750,000                           |

## Note 21 - Other Income

| (Amount in INR)      |                                   |                                   |
|----------------------|-----------------------------------|-----------------------------------|
| Particulars          | For the year ended March 31, 2014 | For the year ended March 31, 2013 |
| STCG Mutual Fund     | -                                 | -                                 |
| Div From Mutual Fund | -                                 | -                                 |
| Interest on Refund   | 7,130                             | -                                 |
| Commission Income    | 121,500                           | 400,120                           |
|                      | -                                 | -                                 |
| TOTAL                | 128,630                           | 400,120                           |

## Note 22 - Purchases

| (Amount in INR) |                                   |                                   |
|-----------------|-----------------------------------|-----------------------------------|
| Particulars     | For the year ended March 31, 2014 | For the year ended March 31, 2013 |
|                 | -                                 | -                                 |
| TOTAL           | -                                 | -                                 |

## Note 23 - Changes in inventories of finished goods, work in progress and stock in trade

Inventories at the end of the year:

|                  |   |   |
|------------------|---|---|
| Finished goods   | - | - |
| Work-in-progress | - | - |
| Stock-in-trade   | - | - |
|                  | - | - |

Inventories at the beginning of the year:

|                  |   |   |
|------------------|---|---|
| Finished goods   | - | - |
| Work-in-progress | - | - |
| Stock-in-trade   | - | - |
|                  | - | - |
|                  | - | - |

## Note 24 - Employee Benefit Expenses

| (Amount in INR)       |                                   |                                   |
|-----------------------|-----------------------------------|-----------------------------------|
| Particulars           | For the year ended March 31, 2014 | For the year ended March 31, 2013 |
| Director Remuneration | 1,800,000                         | 1,800,000                         |
| Director Sitting Fees | -                                 | -                                 |
| Salary                | -                                 | 6,000                             |
| TOTAL                 | 1,800,000                         | 1,806,000                         |

## Note 25 - Financial Costs

| (Amount in INR)  |                                   |                                   |
|------------------|-----------------------------------|-----------------------------------|
| Particulars      | For the year ended March 31, 2014 | For the year ended March 31, 2013 |
| Interest Expense | -                                 | 34,848                            |
| Bank Charges     | 1,629                             | 562                               |
| TOTAL            | 1,629                             | 35,410                            |

## Note 26 - Depreciation &amp; Amortised Cost

| (Amount in INR) |                                   |                                   |
|-----------------|-----------------------------------|-----------------------------------|
| Particulars     | For the year ended March 31, 2014 | For the year ended March 31, 2013 |
| Depreciation    | 45,746                            | 44,204                            |
| TOTAL           | 45,746                            | 44,204                            |

## Note 27 - Other Expenses

| (Amount in INR)              |                                   |                                   |
|------------------------------|-----------------------------------|-----------------------------------|
| Particulars                  | For the year ended March 31, 2014 | For the year ended March 31, 2013 |
| Audit Fees                   | 25,000                            | 25,000                            |
| Electricity Charges          | 2,450                             | 33,839                            |
| Consultancy Fees Expense     | 71,199                            | 61,409                            |
| Advertising Expense          | -                                 | -                                 |
| ASE Fees                     | -                                 | 6,000                             |
| BSE ALF Fees                 | 41,076                            | 46,068                            |
| Broadband Expense            | 5,000                             | -                                 |
| CDSL Fees                    | -                                 | -                                 |
| Office Exp.                  | 10,000                            | 13,663                            |
| NSDL Charges                 | 17,360                            | -                                 |
| Interest on Service Tax      | -                                 | -                                 |
| Interest on TDS              | -                                 | 4,326                             |
| Income Tax Exp               | -                                 | -                                 |
| Legal Expense                | -                                 | 8,273                             |
| Maintenance Expense          | 13,236                            | -                                 |
| Municipal Tax                | -                                 | 25,585                            |
| Printing & Stationery        | -                                 | 12,029                            |
| ROC Expenses                 | -                                 | -                                 |
| SEBI & other Listing Charges | -                                 | -                                 |
| Telephone Expense            | 3,740                             | 65,987                            |
| Water Charges                | 700                               | 2,725                             |
| Misc Expense                 | 4,000                             | -                                 |
| <b>TOTAL</b>                 | <b>193,761</b>                    | <b>304,904</b>                    |

## Note 28 - Earnings Per Equity Share

| (Amount in INR)  |                                   |                                   |
|--|-----------------------------------|-----------------------------------|
| Particulars  | For the year ended March 31, 2014 | For the year ended March 31, 2013 |
| (a) Net profit after tax attributable to equity shareholders for |                                   |                                   |
| Basic EPS  | (1,437,506)                       | (1,040,398)                       |
| Add/Less: Adjustment relating to potential equity shares         |                                   | -                                 |
| Net profit after tax attributable to equity shareholders for     | (1,437,506)                       | (1,040,398)                       |
| Diluted EPS  |                                   |                                   |
| (b) Weighted average no. of equity shares outstanding during the |                                   |                                   |
| year   |                                   |                                   |
| For Basic EPS  | 5,050,500                         | 5,050,500                         |
| (c) Face Value per Equity Share (Rs.)                            |                                   |                                   |
| Basic EPS  | (0.28)                            | (0.21)                            |

## Note 29 - Previous year figures

The figures of the previous year have been re-arranged, re-grouped and re-classified wherever necessary

## BLUECHIP STOCKSPIN LIMITED

| <u>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014</u>                              |                                       |   |                                       |                    |
|---|---------------------------------------|---|---------------------------------------|--------------------|
|   | Year ended<br>31st March, 2014<br>Rs. |   | Year ended<br>31st March, 2013<br>Rs. |                    |
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>  |                                       |   |                                       |                    |
| Net Profit before Tax for the year  |                                       | (1,437,506)                             |                                       | (1,040,398)        |
| <b>Adjustments for :</b>  |                                       |   |                                       |                    |
| Misc. Expenses w/off  |                                       |   |                                       |                    |
| Depreciation  | 45,746                                |   | 44,204                                |                    |
| Non Cash Item Loss  | -                                     |   | -                                     |                    |
| Interest Received   | -                                     |   | -                                     |                    |
| Interest Paid   |                                       | 45,746                                  | -                                     | 44,204             |
| <b>Operating Profit before Working Capital change</b>                                       |                                       | (1,391,760)                             |                                       | (996,194)          |
| <b>Adjustments for :</b>  |                                       |   |                                       |                    |
| Decrease/(Increase) in Receivables  | -                                     |   | 360,538                               |                    |
| Decrease/(Increase) in Loans & Advances   | 454,472                               |   | (60,012)                              |                    |
| Decrease/(Increase) in Other Current Assets   | (397,722)                             |   | -                                     |                    |
|   |                                       |   | -                                     |                    |
| Increase/(Decrease) in Payables   | 27,050                                |   |                                       |                    |
| Increase/(Decrease) in Current Liabilities  | 320,155                               |   | (476,850)                             |                    |
| Increase/(Decrease) in Provisions   | (25,000)                              |   |                                       |                    |
| Increase/(Decrease) in Other Current Liabilities  | (27,050)                              | 351,905                                 | 10,000                                | (166,324)          |
| <b>Cash Generated From Operations</b>   |                                       | (1,039,855)                             |                                       | (1,162,518)        |
| Income Tax paid   |                                       | -                                       |                                       | -                  |
| <b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>   |                                       | (1,039,855)                             |                                       | (1,162,518)        |
| <b>CASH FLOW FROM INVESTING ACTIVITIES</b>  |                                       |   |                                       |                    |
| Sale of Fixed Assets  | -                                     |   | (32,485)                              |                    |
| Non Current Investment  |                                       |   | -                                     |                    |
| Current Investment  | 15,155,000                            |   | -                                     |                    |
| Non Current Assets Sold   | -                                     |   | -                                     |                    |
| Interest Received   |                                       |   | -                                     |                    |
| <b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>                                      |                                       | 15,155,000                              |                                       | (32,485)           |
| <b>CASH FLOW FROM FINANCING ACTIVITIES</b>  |                                       |   |                                       |                    |
| Issue of Equity Capital - Calls in Arrears  | -                                     |   | 355,670                               |                    |
| Share Application Money   | -                                     |   | -                                     |                    |
| Share Premium   | -                                     |   | -                                     |                    |
| Long Term Borrowing   | -                                     |   | -                                     |                    |
| Long Term Loans & Advances  | (14,633,160)                          |   | (21,840)                              |                    |
| <b>NET CASH FROM FINANCING ACTIVITIES Total (C)</b>   |                                       | (14,633,160)                            |                                       | 333,830            |
| Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)                          |                                       | (518,015)                               |                                       | (861,173)          |
| Cash and Cash Equivalents -- Opening Balance  |                                       | 929,737                                 |                                       | 1,790,910          |
| Cash and Cash Equivalents -- Closing Balance  |                                       | 411,722                                 |                                       | 929,737            |
|   |                                       | 0                                       |                                       | 0                  |
| Note: Previous year's figures have been regrouped/rearranged wherever considered necessary. |                                       |   |                                       |                    |
| As per our separate report of even date   |                                       |   |                                       |                    |
| <b>See accompanying notes to the financial statements</b>                                   |                                       |   |                                       |                    |
| <b>For, Vishves A. Shah &amp; Co.</b>   |                                       | <b>For &amp; on behalf of the Board</b> |                                       |                    |
| Chartered Accountants   |                                       | <b>BLUECHIP STOCKSPIN LIMITED</b>       |                                       |                    |
| Firm No:-121356W  |                                       |   |                                       |                    |
| (Vishves A. Shah)   |                                       | Sd/-                                    |                                       | Sd/-               |
| Proprietor  |                                       | Jignesh H. Shah                         |                                       | Ashit H. Vora      |
| M. No. 109944   |                                       | Managing Director                       |                                       | Executive Director |
| Place : AHMEDABAD   |                                       |   |                                       |                    |
| Date : 30th May, 2014   |                                       |   |                                       |                    |

# ***BLUECHIP STOCKSPIN LIMITED***

Regd. off: B/401, Wall Street-II, Opp. Orient Club, Nr. Gujarat College Railway Crossing,  
Ellisbridge, Ahmedabad - 380006, CIN : L65990GJ1994PLC023337,  
Email : [bluchipstockspin@gmail.com](mailto:bluchipstockspin@gmail.com), Phone : +91-79-65219225

## **ATTENDANCE SLIP**

To be handed over at the entrance of the Meeting Hall

Full Name of the member attending.....

Full Name of the first Joint-holder.....

(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy.....

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Annual General Meeting of the Company held on Monday, the 29<sup>th</sup> day of September, 2014 at 11:30 A.M. at B/401, Wall Street-II, Opp. Orient Club, Nr. Gujarat College Railway Crossing, Ellisbridge, Ahmedabad-380006

Ledger Folio No.....

No. of Share held.....

.....  
Member's/Proxy's Signature  
(To be signed at the time of handling over the slip)

# BLUECHIP STOCKSPIN LIMITED

Regd. off: B/401, Wall Street-II, Opp. Orient Club, Nr. Gujarat College Railway Crossing,  
Ellisbridge, Ahmedabad – 380006, CIN : L65990GJ1994PLC023337,  
Email : [bluchipstockspin@gmail.com](mailto:bluchipstockspin@gmail.com), Phone : +91-79-65219225

## PROXY FORM

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

**CIN** : L65990GJ1994PLC023337  
**NAME OF THE COMPANY** : Bluechip Stockspin Limited  
**REGISTERED OFFICE** : B/401, Wall Street-II, Opp. Orient Club,  
Nr. Gujarat College Railway Crossing,  
Ellisbridge, Ahmedabad-380006

Name of the Member(s) :  
Registered Address :  
Email id :  
Folio No/Client Id :  
DP Id :

I/We, being the Member(s), holding ..... shares of the above named Company, hereby appoint

1. Name : .....  
Address : .....  
Email Id : .....  
Signature : .....; or falling him  
2. Name : .....  
Address : .....  
Email Id : .....  
Signature : .....; or falling him  
3. Name : .....  
Address : .....  
Email Id : .....  
Signature : .....

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the 29<sup>th</sup> day of September, 2014 at 11:30 A.M. at B/401, Wall Street-II, Opp. Orient Club, Nr. Gujarat College Railway Crossing, Ellisbridge, Ahmedabad-380006 and at any adjournment thereof in respect of such resolutions as are indicated below :

- To consider and adopt Audited Financial Statement, Report of the Board of Directors and Auditors.
- Reappointment of Mr. Jignesh H. Shah who retires by rotation.
- Reappointment of Mr. Ashit Vora who retires by rotation.
- Appointment of Auditors and fixing their remuneration.
- Appointment of Mr. Jitendra N. Shah as an Independent Director for a term of five years.
- Appointment of Mr. Maulik A. Shah as an Independent Director for a term of five years.

Signed this ..... day of ..... 2014

.....  
Signature of the Shareholder

.....  
Signature of Proxy Holder(s)

|   |
|---|
| Affix<br>Revenue<br>Stamp of<br>Rs. 1/- |
|---|

**Note :** Proxy must be deposited at the Registered Office of the Company not less than 48 Hours before the commencement of the meeting.