



Bloom Industries Ltd.

**30th
Annual Report
2018 - 2019**

Bloom Industries Ltd.

BOARD OF DIRECTORS

| | |
|---------------------|---------------------------------|
| SHARAD KUMAR GUPTA | CHAIRMAN & WHOLE TIME DIRECTOR |
| AKASH GUPTA | NON EXECUTIVE DIRECTOR |
| VIKASH GUPTA | NON EXECUTIVE DIRECTOR |
| RAJESH KUMAR NAGORI | INDEPENDENT DIRECTOR |
| SONUKA GUPTA | ADDITIONAL INDEPENDENT DIRECTOR |
| SRIKANT MUNDHRA | ADDITIONAL INDEPENDENT DIRECTOR |
| ANU GUPTA | ADDITIONAL INDEPENDENT DIRECTOR |

REGISTERED OFFICE

5, Devpark, Opp. Chandan Cinema,
J,V.P.D.Scheme Juhu, Vile-Parle (W),
Mumbai - 400049

CORPORATE OFFICE

P-25, Civil Township,
Rourkela, Sundergarh,
Odisha - 769004

BANKERS

State Bank of India
Yes Bank Ltd.

AUDITORS

Sarda Soni Associates LLP.

11, Friend's Union Premises Co-operative Society Ltd,
2nd Floor, 227, P.D' Mello Road, Beside Manama Hotel,
Opp St. George Hospital, Mumbai-400 001.

REGISTRAR & SHARE TRANSFER AGENT

M/s. Purva Share registry (India) Private Limited

9, Shiv Shakti Industrial Estate
Ground Floor, Sitaram Mill Compound
J.R. Boricha Marg, Lower Parel,
Mumbai-400 011

NOTICE is hereby given that the 30th Annual General Meeting of BLOOM INDUSTRIES LIMITED will be held on Tuesday 24th September, 2019 at 10:30 A.M. at the Registered Office 5, Devpark, Opp. Chandan Cinema, J.V.P.D. Scheme Juhu, Vile-Parle (W), Mumbai -400049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vikash Gupta (DIN-01326705) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Regularize the Appointment of Shri. Srikant Mundhra (DIN: 02223503) as an Independent Non Executive Director and 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 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the Members of the Company be and is hereby given to the appointment of Shri. Srikant Mundhra (DIN: 02223503), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 30, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of his appointment that is May 30, 2019 and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors be and are hereby authorized to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

4. To Regularize the Appointment of Mrs. Anu Gupta (DIN: 03075635) as an Independent Non Executive Director and 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 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the Members of the Company be and is hereby given to the appointment of Mrs. Anu Gupta (DIN: 03075635), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 14, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of her appointment i.e February 14, 2019 and whose office shall not, henceforth, be liable to retire by rotation.

Bloom Industries Ltd.

RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors be and are hereby authorized to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient

5. To Regularize the Appointment of Mrs. Sonuka Gupta (DIN: 08284340) as an Independent Non Executive Director and 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 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the Members of the Company be and is hereby given to the appointment Sonuka Gupta (DIN: 08284340) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 14, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of her appointment that is February 14, 2019 and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors be and are hereby authorized to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient

By Order of the Board of Directors

Sharad Kumar Gupta
Chairman

Place: Mumbai
Date: 13/08/2019

Registered Office:

5, Devpark, Opp. Chandan Cinema,
J.V.P.D. Scheme Juhu, Vile-Parle (W),
Mumbai 400049

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (The “ Meeting”) is entitled to appoint one or more Proxies to attend and vote on a poll instead of himself/herself and the Proxy so appointed need not be a Member of the Company. The instrument appointing the Proxy in order to be effective must be duly filed in all respects and should be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.

Members are requested to note that a person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying Voting Rights. A Member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or Shareholder.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted with respect to item no 3 and 4 of the notice is annexed hereto and forms part of this notice.
3. Corporate Members intending to send their Authorized Representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the Annual General Meeting held on 25th September, 2017.
6. In terms of Section 152 of the Companies Act, 2013 Mr. Vikash Gupta (DIN-01326705), Director of the Company, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The brief profile of Mr. Vikash Gupta (DIN-01326705) Director is given below and forms part of this Notice.
7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting. The Attendance slip is annexed with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
8. The Form should be signed by the Member as per the specimen signature registered with the Company. In case the shares are jointly held, the Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (POA) on behalf of a Member may vote on the Form mentioning the Registration No. of the POA registered with the Company or attach notarially attested copy of the POA. Unsigned Form will be rejected.
9. The Company has notified closure of Register of Members and Share Transfer Books from 17th September, 2019 to 24th September, 2019 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
10. Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except, Sundays, up to and including the date of the Annual General Meeting of the Company.

Bloom Industries Ltd.

11. Members holding shares in electronic form may note that bank particulars registered against their respective Depository Accounts will be used by the Company for payment of Dividend. The Company or its Registrars and Transfer Agents, M/s. Purva Share registry (India) Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or Bank mandates. Such changes are to be advised only to the Depository Participant by the Members.
12. Members holding Shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding Shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / M/s. Purva Share registry (India) Private Limited.
13. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s. Purva Share registry (India) Private Limited.
15. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time, Members holding shares in single name and physical form are advised to file Nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. Blank forms will be supplied on request. In case of shares held in dematerialized form, the Nomination Form has to be lodged with their Depository Participants.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to M/s. Purva Share registry (India) Private Limited for consolidation into a single folio.
17. Non-Resident Indian Members are requested to inform M/s. Purva Share registry (India) Private Limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Electronic Copy of the Annual Report 2018-19 is being sent to those Members whose e-mail addresses are registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent in the permitted mode. Members may note that this Annual Report will also be available on the Company's website at www.bloom-industries.com
19. Members desirous of getting any information in relation to the Company's Annual Report 2018-19 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Secretary of the Company to enable the Management to keep the information readily available at the Meeting.
20. The Securities and Exchange Board of India has mandated compulsory trading of the Company's Equity Shares in Demat form for all the investors. The International Securities Identification number (ISIN) code is INE 373E01015.
21. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

22. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018 and further amended vide notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30th, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. The Company has complied with the necessary requirements as applicable including sending of letters/ reminder letters to shareholders holding shares in physical form requesting them to demat their physical holdings.
23. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Obligations and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting through Central Depository Services (India) Limited (CDSL) to all members for all the businesses to be transacted at the ensuing General Meeting. The e-voting instructions explaining the process of e-voting have been mentioned in the Notice herewith. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 24, 2019. **Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting. The voting at the meeting shall be made by Poll.** The facility for voting through poll shall also be made available at the AGM.

The Company has appointed Dr. S. K. Jain, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the voting at the meeting and the e-voting process in a fair and transparent manner. E-voting is optional.

The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on E-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link helpdesk.evoting@cdslindia.com or www.bloom-industries.com

The e-voting period commences on 21st September, 2019 (10.00 am) and ends on 23rd September, 2019 (05.00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date of 16th September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2019, may obtain the login ID and password by sending a request at evoting@cdslindia.com or **(RTA email id)**.

The facility for voting through Poling Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.

PROCEDURE FOR REMOTE E-VOTING:

The Remote voting period begins on 21st September, 2019 (10.00 am) and ends on 23rd September, 2019 (05.00 pm). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for shareholders voting electronically are as under:-

- (I) The voting period begins on 21st September, 2019 (10.00 am) and ends on 23rd September, 2019 (05.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Bloom Industries Ltd.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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:

| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | Enter 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">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or Company please enter the number id / folio number in the Dividend Bank details field as mentioned in instruction (iv) |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 Bloom Industries Ltd 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

A. In case of members receiving physical copy of Notice of AGM:

- I. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- II. The voting period begins on 21st September, 2019 (10.00 am) and ends on 23rd September, 2019 (05.00 pm). During this period shareholders’ of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- III. 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 <https://www.evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com.

Bloom Industries Ltd.

ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting:

| | |
|---|-------------------------|
| Name of Director | Mr.Vikash Gupta |
| Age | 39 years |
| Date of Appointment | 08/11/2017 |
| Expertise in specific functional areas | Overall Management |
| Qualifications | MBA |
| Nationality | Indian |
| List of Companies in which outside Directorship held | Shivom Minerals Limited |
| Chairman/Member of the Committees of the Board of the other Companies in which he is a Director | None |

| | |
|---|---|
| Name of Director | Mr. Srikant Mundhra |
| Age | 40 years |
| Date of Appointment | 30/05/2019 |
| Expertise in specific functional areas | Overall Management |
| Qualifications | B.Com (Hons) |
| Nationality | Indian |
| List of Companies in which outside Directorship held | Balkishandass Bajinath Distributors Pvt. Ltd. |
| Chairman/Member of the Committees of the Board of the other Companies in which he is a Director | None |

| | |
|---|---------------|
| Name of Director | Ms. Anu Gupta |
| Age | 36 years |
| Date of Appointment | 14/02/2019 |
| Expertise in specific functional areas | Management |
| Qualifications | M.Com |
| Nationality | Indian |
| List of Companies in which outside Directorship held | None |
| Chairman/Member of the Committees of the Board of the other Companies in which he is a Director | None |

| | |
|---|--|
| Name of Director | Ms. Sonuka Gupta |
| Age | 33 years |
| Date of Appointment | 14/02/2019 |
| Expertise in specific functional areas | Management |
| Qualifications | MBA in Retail Management |
| Nationality | Indian |
| List of Companies in which outside Directorship held | Shivom Minerals Limited |
| Chairman/Member of the Committees of the Board of the other Companies in which he is a Director | Audit Committee Nomination & Remuneration Committee |