



Bloom Industries Ltd.

**25th
Annual Report
2013 - 2014**

BOARD OF DIRECTORS

KAMAL KUMAR CHAUDHARY	Chairman
ASHISH CHAUDHARY	Director
SHARAD KUMAR GUPTA	Director
RAJESH KUMAR NAGORI	Director
ROHIT LOHIA	Director
VINOD KUMAR JAKHORIA	Director

REGISTERED OFFICE

C-23/2, M.I.D.C.,
TALOJA - 410 208.
DIST - RAIGAD,
MAHARASHTRA

BANKERS

STATE BANK OF HYDERABAD

KOTAK MAHINDRA BANK LTD.

AUDITORS

M/S. Sarda Soni Associates
13/16, Kapadia Chambers,
599, J.S.S. Road, Chira Bazar,
Mumbai 400 002.

REGISTRAR & TRANSFER AGENT

M/s. Purva Sharegistry (India) Private Limited
9, Shiv Shakti Industrial Estate,
Ground Floor, Sitaram Mill Compound,
J. R. Boricha Marg, Lower Parel,
Mumbai - 400 011.

Bloom Industries Ltd.

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of BLOOM INDUSTRIES LIMITED will be held on Monday 25th August, 2014 at 10:30 A.M. at the Registered Office C-23/2, M.I.D.C., Taloja, Dist. Raigad, Maharashtra – 410208 to transact the following business:

ORDINARY BUSINESS:

To consider and adopt:

1. The Audited Financial Statement of the Company for the Financial Year ended 31st March 2014, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sharad Kumar Gupta (DIN - 00844289) who retires by at this Annual General Meeting and being eligible, has offered himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. Sarda Soni Associates, Chartered Accountants (Registration No. 117235), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To appoint Shri Rajesh Kumar Nagori (DIN: 01823273) as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Rajesh Kumar Nagori (DIN: 01823273), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013 from a Member proposing his candidature for the Office of Director be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 25th, 2014 upto August 24th, 2019

5. To appoint Shri Rohit G. Lohia (DIN: 03216254) as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Rohit G. Lohia (DIN: 03216254), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013 from a Member proposing his candidature for the Office of Director be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 25th, 2014 upto August 24th, 2019.

6. To appoint Shri Vinod Kumar Jakhoria (DIN: 03250015) as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Vinod Kumar Jakhoria (DIN: 03250015), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013 from a Member proposing his candidature for the Office of Director be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 25th, 2014 upto August 24th, 2019.

7. To appoint Shri Ashish Chaudhary (DIN: 01823244) as Managing Director in this regard consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

“Resolved that in Accordance with the provision of Section 196, 197 to 203 read with schedule V and all other provision of the Companies Act, 2013 and the Companies Appointment and Remunerations of Managerial Personnel) Rule 2014 (including and statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and hereby accorded to the Appointment of Shri Ashish Chaudhary (DIN: 01823244) as a Managing Director of the Company for a period of 5 years with effect from 01.06.2014 on the terms and conditions including remunerations as set out in the statement annex to the notice convening his Meeting with liberty to Board of Director to alter and very the terms and condition of the said Appointment and / or Remunerations as it may deem fit as may be acceptable to Shri Ashish Chaudhary subject to the same not exceeding the limits the specified under Schedule to V to the Companies Act, 2013 or any Statutory Modification (s) or re-enactment thereof .

RESOLVED FURTHER THAT the Board be and is herby authorized to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution.”

By Order of the Board of Directors

Place: Mumbai
Date: 28/5/2014

Kamal Kumar Chaudhary
Chairman

Registered Office:
C-23/2, M.I.D.C.,
Taloja – 410208
Dist. Raigad,
Maharashtra

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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding 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. 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 Sharegistry (India) Private Limited.
3. The Register of Members & Share Transfer Book of the Company will remain closed from 13th August, 2014 to 25 August, 2014 (Both days inclusive).
4. Members desiring to submit mandates, to lodge transfer deed(s) for registration of transfer of shares are requested to forward the same so as to reach the Company's Registrars M/s Purva Sharegistry (India) Private Limited., 9, Shiv Shakti Industrial Estate, Ground Floor, Sitaram Mill Compound, J. R. Boricha Marg, Lower Parel Mumbai-400011 on or before 13th August, 2014. The Company will not be in a position to act upon any document, which is incomplete or received after 13th August, 2014.
5. 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 Sharegistry (India) Private Limited.
6. 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 Sharegistry (India) Private Limited., for consolidation into a single folio.
7. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they 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 in the Corporate Governance Report forming part of the Annual Report.
8. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
9. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
10. Corporate Members intending to send their authorised 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.
11. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is attached with this Annual Report.
12. Members can avail of the Nomination facility by filing Form 2B with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their DP.
13. Members are informed that 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..

14. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least seven days before the date of the Meeting.
15. 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.
16. Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.

17. E-Voting:

The Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 25th Annual General Meeting of the Company dated on 28th May, 2014 (the AGM Notice). The Company has appointed Dr. S. K. Jain, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "**BLOOM INDUSTRIES LIMITED**" 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 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> 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. 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.
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.-</p> <ul style="list-style-type: none"> 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 the number of shares held by you as on the cut off date in the Dividend Bank details field.

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(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 <**BLOOM INDUSTRIES LIMITED**> 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 <https://www.evotingindia.co.in> 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.
- 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 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.
- Dr. Subh Karan Jain, Company Secretary in whole time practice, has been appointed as Scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 18th August, 2014 at 9.00 A.M. and ends on 19th August, 2014 at 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 (record date) of Wednesday 13th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to Notice

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

Name of Director	Mr. Sharad Kumar Gupta (DIN : 00844289)
Age	47
Expertise in specific functional areas	25 years experience in Accountancy & Business
Qualifications	Graduate
List of Companies in which outside Directorship held as on 31.03.2014	NIL
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	NIL

Name of Director	Mr. Rajesh Kumar Nagori (DIN : 01823273)
Age	49
Expertise in specific functional areas	24 years experience in Accountancy & Business
Qualifications	Graduate
List of Companies in which outside Directorship held as on 31.03.2014	NIL
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	NIL

Name of Director	Mr. Rohit G. Lohia (DIN : 03216254)
Age	25
Expertise in specific functional areas	5 years experience in Accountancy
Qualifications	Graduate
List of Companies in which outside Directorship held as on 31.03.2014	NIL
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	NIL

Name of Director	Mr. Vinod Kumar Jakhoria (DIN : 03250015)
Age	58
Expertise in specific functional areas	34 years experience in Business
Qualifications	Secondary
List of Companies in which outside Directorship held as on 31.03.2014	NIL
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	NIL

Name of Director	Mr. Ashish Chaudhary (DIN : 01823244)
Age	33
Expertise in specific functional areas	12 years experience in Business & Finance
Qualifications	Graduate
List of Companies in which outside Directorship held as on 31.03.2014	NIL
Chairman/Member of the Committees of the Boards of the other Companies on which he is a Director	NIL

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.4

Shri Rajesh Kumar Nagori (DIN: 01823273) is an Independent Director of the Company whose term of office expires at the ensuing Annual General Meeting and is eligible for being appointed for a term of 5 years at a time

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter-alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri Rajesh Kumar Nagori (DIN: 01823273) as an Independent Director under Section 149 of the Companies Act 2013 and Clause 49 of the Listing Agreement to hold office 5 (five) consecutive years with effect from August 25th, 2014 upto August 24th, 2019

Shri Rajesh Kumar Nagori (DIN: 01823273) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

The Company has also received Declaration from Shri Rajesh Kumar Nagori (DIN: 01823273) 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, Shri Rajesh Kumar Nagori (DIN: 01823273) fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Shri Rajesh Kumar Nagori (DIN: 01823273) is independent of the management.

Brief resume of Shri Rajesh Kumar Nagori (DIN: 01823273), nature of their expertise in specific functional areas and names of companies in which they 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 in the Corporate Governance Report forming part of the Annual Report.

Shri Rajesh Kumar Nagori (DIN: 01823273) is interested in the Resolution set out respectively at Item No. 4 of the Notice with regard to his appointment.

The relatives of Shri Rajesh Kumar Nagori (DIN: 01823273) may be deemed to be interested in the Resolution set out respectively 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 any way, concerned or interested, financially or otherwise, in these Resolution as set out in Item No. 4 of the Notice

The Board commends the Ordinary Resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

Item No.5

Shri Rohit G. Lohia (DIN: 03216254) is an Independent Director of the Company whose term of office expires at the ensuing Annual General Meeting and is eligible for being appointed for a period of 5 (five) consecutive years from the date of Annual General Meeting.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter-alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri Rohit G. Lohia (DIN: 03216254) as an Independent Director under Section 149 of the Companies Act 2013 and Clause 49 of the Listing Agreement to hold office 5 (five) consecutive years with effect from August 25th, 2014 upto August 24th, 2019

Shri Rohit G. Lohia (DIN: 03216254) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

The Company has also received Declaration from Shri Rohit G. Lohia (DIN: 03216254) 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, Shri Rohit G. Lohia (DIN: 03216254) fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Shri Rohit G. Lohia (DIN: 03216254) is independent of the management.

Brief resume of Shri Rohit G. Lohia (DIN: 03216254), nature of their expertise in specific functional areas and names of companies in which they 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 in the Corporate Governance Report forming part of the Annual Report.

Shri Rohit G. Lohia (DIN: 03216254) is interested in the resolution set out respectively at Item No. 5 of the Notice with regard to his appointment.

The relatives of Shri Rohit G. Lohia (DIN: 03216254) may be deemed to be interested in the resolution set out respectively 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 any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

Item No.6

Shri Vinod Kumar Jakhoria (DIN: 03250015) is an Independent Director of the Company whose term of office expires at the ensuing Annual General Meeting and is eligible for being appointed for a period of 5 (five) consecutive years from the date of Annual General Meeting.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri Vinod Kumar Jakhoria (DIN: 03250015) as an Independent Directors under Section 149 of the Companies Act 2013 and Clause 49 of the Listing Agreement to hold office 5 (five) consecutive years with effect from August 25th, 2014 upto August 24th, 2019

Shri Vinod Kumar Jakhoria (DIN: 03250015) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director.

The Company has also received declaration from Shri Vinod Kumar Jakhoria (DIN: 03250015) 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, Shri Vinod Kumar Jakhoria (DIN: 03250015) fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Shri Vinod Kumar Jakhoria (DIN: 03250015) is independent of the management.

Brief resume of Shri Vinod Kumar Jakhoria (DIN: 03250015), nature of their expertise in specific functional areas and names of companies in which they 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 in the Corporate Governance Report forming part of the Annual Report.