



Bloom Industries Ltd.

**28th
Annual Report
2016 - 2017**

Bloom Industries Ltd.

BOARD OF DIRECTORS

ASHISH CHAUDHARY

SHARAD KUMAR GUPTA

RAJESH KUMAR NAGORI

VINOD KUMAR JAKHORIA

SUDARSHINI CHAUDHARY

CHAIRMAN & MANAGING DIRECTOR

WHOLE-TIME DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

DIRECTOR

REGISTERED OFFICE

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

BANKERS

State Bank of Hyderabad

AUDITORS

M/s. Sarda Soni Associates LLP
13/16, Kapadia Chambers
599, J.S.S. Road Chira Bazar
Mumbai-400002

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

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of BLOOM INDUSTRIES LIMITED will be held on Monday 25th September, 2017 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 Mumbai 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 2017, 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 rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Sarda Soni Associates, Chartered Accountants (Firm Registration No. 117235W) 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 Section 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the appointment of M/s. Sarda Soni Associates, Chartered Accountants (Firm Registration No. 117235W), be and are hereby re-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 be and is hereby ratified and the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the financial year ending 31st March, 2018."

By Order of the Board of Directors

Ashish Chaudhary
Chairman

Place: Mumbai
Date: 09/08/2017

Registered Office:

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

Bloom Industries Ltd.

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 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 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 shall not act as a Proxy for any other person or Shareholder.

2. 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.
3. In terms of Section 152 of the Companies Act, 2013 Mr. Sharad Kumar Gupta (DIN-00844289), 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 him re-appointment. The brief profile of Mr. Sharad Kumar Gupta (DIN-00844289), Director is given below and forms part of this Notice.
4. 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.
5. 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.
6. The Company has notified closure of Register of Members and Share Transfer Books from 19th September, 2017 to 25th September, 2017 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
7. Relevant documents referred to in the accompanying Notice and the Explanatory Statement 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.
8. 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.
9. 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.
10. 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.
11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Registrar of the Company, M/s. Purva Share registry (India) Private Limited at the Company's Registered Office/ Registrar and Transfer Agent's address.

12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
13. 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.
14. 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.
15. 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.
16. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
17. 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.
18. 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.
19. In compliance with provisions of Section 108 and 110 of the Act read with The Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pleased to provide members to exercise the right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting service. The facility of casting the vote by the Members using an electronic voting system from a place other than venue of the Annual General Meeting ("Remote E-voting") will be provided by the Central Depository Services (India) Limited (CDSL).

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 22nd September, 2017 (10.00 am) and ends on 24th September, 2017 (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 18th September, 2017. 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. 18th September, 2017, may obtain the login ID and password by sending a request at evoting@cdslindia.com or (RTAemailid).

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 22nd September, 2017 (10.00 am) and ends on 24th September, 2017 (05.00 pm). During this period Shareholders' of the Company, holding shares either in physical form or in

Bloom Industries Ltd.

dematerialized form, as on the cut-off date i.e. 18th September, 2017, 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 22nd September, 2017 (10.00 am) and ends on 24th September, 2017 (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 of 18th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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

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 22nd September, 2017 (10.00 am) and ends on 24th September, 2017 (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 18th September, 2017, 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.

By Order of the Board of Directors

Ashish Chaudhary
Chairman

Place: Mumbai
Date : 09/08/2017

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

Bloom Industries Ltd.

ANNEXURE TO NOTICE

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

Name of Director	Mr. Sharad Kumar Gupta
Age	50 years
Date of Appointment	19/03/2004
Expertise in specific functional areas	27 years experience in Accountancy & Business
Qualifications	Graduate
Nationality	Indian
List of Companies in which outside Directorship held	NIL
Chairman/Member of the Committees of the Board of the other Companies in which he is a Director	NIL

By Order of the Board of Directors

Ashish Chaudhary
Chairman

Place: Mumbai
Date: 09/08/2017

Registered Office:

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

Bloom Industries Ltd.

DIRECTORS' REPORT

To,
The Members,

Your Directors have great pleasure in presenting the Twenty Eight Annual Report and the Audited Statements of Accounts of the Company for the year ended 31st March, 2017.

FINANCIAL RESULTS:-

PARTICULARS	2016-2017	2015-2016
Income from operation	19,12,253	29,14,948
Other Income	29,07,606	26,78,177
Profit before Depreciation and Exceptional Items	9,58,219	20,43,683
Less: Depreciation	8,21,567	10,95,479
Add/(Less): Exceptional items	2,67,53,412	-
Profit/ (Loss) before Tax	2,68,90,064	9,48,204
Less: Provision for Taxation	55,00,000	1,80,680
Profit/ (Loss) after Tax	2,13,90,064	7,67,524
Less: Earlier Year Adjustment	-	-
Net Profit/(Loss)	2,13,90,064	7,67,524
Add: Balance of Profit brought forward from previous year	(81,53,152)	(89,20,676)
Add: Depreciation for change of estimated life of fixed assets		-
Balance Carried to Balance Sheet	132,36,912	(81,53,152)

REVIEW OF OPERATIONS

During the year under review, the total income was Rs 48,19,859 as against the income of Rs. 55,93,125 of the previous year. The Company incurred net profit of Rs.2,13,90,064 as against net Profit after tax of Rs.767,524 in the previous year 2015-2016.

DIVIDEND

With a view to conserve funds for the operations of the Company. Your Directors have not recommended any Dividend on the Equity Shares for the Financial Year under review.

EXTRACT OF ANNUAL RETURN

The details forming part of the Extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 are included in this report as Annexure A and forms an integral part of this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sharad Kumar Gupta (DIN-00844289) Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

SHARE CAPITAL

The paid up Equity Share capital as on 31st March, 2017 was Rs. 50,263,000/-. During the year under review, the Company has not issued any shares with differential rights as to Dividend, Voting or otherwise or Convertible Debentures.

BOARD EVALUATION

Pursuant to Section 178(2) of the Companies Act, 2013, the Nomination and Remuneration Committee has carried out evaluation of performance of every Director. The Board has carried out an Annual performance evaluation of its own performance, of the Directors individually as well as evaluation of the working of its various Committees. The performance evaluation of Independent Director was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and Non-Independent Director was carried out by the Independent Director at their separate Meeting.

NUMBER OF MEETINGS OF THE BOARD

The details of the number of Meetings of the Board held during the Financial Year 2016-17 is as under:

Name of the director	Number of Board Meetings held	Number of Board Meetings attended	Attended last AGM	Shareholding in th Company as of March 31, 2017 (No. of shares)
Mr. Kamal Kumar Chaudhary	2	2	Yes	27,17,800
Mr. Sharad Kumar Gupta	6	6	Yes	Nil
Mr. Rajesh Kumar Nagori	6	6	Yes	Nil
Mr. Vinod Jakhoria	6	6	Yes	Nil
Mrs. Sudarshini Chaudhary	6	6	Yes	Nil
Mr. Ashish Chaudhary	4	4	Yes	Nil

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Company's policy on Directors Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 is available on Company's website at the link <http://www.bloom-industries.com/investor relation/corporate policies and code>.

INTERNAL FINANCIAL CONTROLS

The Board has laid down Internal Financial Control Policy to be followed by the Company and the policy is available on Company's website at the link <http://www.bloom-industries.com/investor relation/corporate policies & code>. The Company has in place adequate internal financial controls with reference to financial statements. During the year such controls were reviewed and no reportable material weakness in the operation was observed.

FIXED DEPOSITS

The Company has not accepted any Fixed Deposits during the year.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED

The details of Loans and Advances have been given in Notes of the Annual Report. The Company has however has not made/provided any Investments, Guarantee given and Securities provided during the year under report nor there is any Investments, Loans, Guarantees as at 31st March, 2017