



Bloom Industries Ltd.

31st

Annual Report

2019-2020

BOARD OF DIRECTORS

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

COMPANY SECRETARY

Priya Bhattar

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 CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting (“AGM”) of the Shareholders of **BLOOM INDUSTRIES LIMITED** will be held on Tuesday, 29th September, 2020 at 11.00 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). No physical Meeting of Members will be held, however, the Meeting will be deemed to have been held at the Registered office of the Company 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, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Akash Gupta (DIN-01326005) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Tibrewal Chand & Co Chartered Accountants as Statutory Auditors from the Monday conclusion of this Annual General Meeting upto the conclusion of the Annual General Meeting of the Company to be held in the Financial Year ended March 31, 2025 and to fix their remuneration, in place of Sharda Soni & Associates Chartered Accountants whose two term has expired and ceased to get reappointed and to pass the necessary resolution.

RESOLVED THAT pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Tibrewal Chand & Co, Chartered Accountants (Firm Registration No. 311047E), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting upto the conclusion of the Annual General Meeting to be held in the Financial Year ended March 31, 2025 at a remuneration to be fixed by the Board of Directors, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit.

SPECIAL BUSINESS:

4. **SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER i.e. FROM MAHARASHTRA TO ODISHA.**

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and any other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and subject to the consent, approval, permission, of the Statutory Authority, if any and also subject to approval of the Members of the Company, be and is hereby accorded for shifting the Registered

Office of the Company from its present location from Mumbai in the State of Maharashtra to Rourkela in the State of Odisha.

RESOLVED FURTHER THAT any one of the Directors, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company to sign, certify and to upload such form(s) as may be required to be filed with the Registrar of Companies and to do all acts and deeds to give effect to the resolutions.”

RESOLVED FURTHER THAT Dr. S. K. Jain, Practicing Company Secretary be and is hereby authorized to sign and execute all necessary documents including applications, verification and affidavits with the Regional Director, Western Region, Mumbai in the matter of shifting of Registered Office of the Company from its present location i.e. Mumbai in the State of Maharashtra to Rourkela in the state of Odisha.

5. ALTERATION OF MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Rules framed there under, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of Members of the Company in General Meeting and Regional Director, Western Region, Mumbai for alteration in Clause II of Memorandum of Association of the Company as under:-

Existing Clause II – The Registered Office of the Company will be situated in the State of Maharashtra.

Proposed alteration in Clause II - The Registered Office of the Company will be situated in the State of Odisha.

RESOLVED FURTHER THAT any one of the Directors, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-form with the Registrar of Companies.”

By Order of the Board of Directors

Place: Mumbai
Date: 01/09/2020

Vikash Gupta
Chairman

Registered Office:

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

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

ITEM NO. 4

The Board proposes to shift its Registered Office from Mumbai to Rourkela for better proximity to the operational areas of the projects.

The Registered Office of the Company is presently situated in Mumbai in the State of Maharashtra. With a view to improve the operational efficiency, the Board of Directors decided to shift the Registered Office of the Company from Mumbai in the state of Maharashtra to Rourkela in the State of Odisha to seek approval of the Members of the Company by way of Special Resolution for the said purpose. After getting approval of the Members, the Company will make an application u/s 12, 13 of the Companies Act, 2013 to Regional Director, Western Region, Mumbai seeking his confirmation for shifting of Registered Office as mentioned above.

The proposed change will in no way be detrimental to the interest of any Member, Employees or other Association of the Company in any manner whatsoever.

The Directors recommend the aforesaid Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the said Resolution except in the capacity as Member of the Company.

ITEM NO. 5

The Board proposes to alter its Memorandum of Association as the Registered Office of the Company is being shifted from the State of Maharashtra to the State of Odisha.

In accordance with the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Rules framed there under, consent of the Members is being sought for alteration in Clause II of the Memorandum of Association.

The proposed change will in no way be detrimental to the interest of any Member, Employees or other Association of the Company in any manner whatsoever.

The Directors recommend the aforesaid Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the said Resolution except in the capacity as member of the Company.

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, venue for physical attendance of the Members to the Annual General Meeting ("AGM") is not required as AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Dis Requirements) Regulations, 2015 in respect of the Special Business under Item No. 4 and 5 of the accompanying Notice is annexed hereto.
3. The relevant details, pursuant to Regulations 26 (4) and 36 (3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.
4. Generally, a member entitled to attend and vote at 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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Dis Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.bloom-industries.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.



Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with M/s. Purva Share registry (India) Private Limited., the Registrar and Transfer Agent (“RTA”) of the Company (in case of shares held in physical form) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

For any communication, the Members may also send requests to the Company’s email ID: bloom1989@ymail.com

8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a Certified True Copy of the relevant Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to skjaincs1944@gmail.com with a copy marked to bloom1989@ymail.com
9. Recorded transcript of the meeting shall be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of meeting for the purpose of recording of the minutes of the proceedings of this AGM
10. The Company has notified of Register of Members and Share Transfer Books from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
11. Members are requested to immediately notify the Registrars And Share Transfer Agents or the Depository Participants (in case of shares which have been dematerialised) of any change in their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
12. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
13. Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 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 Depository Participants.
14. 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.

15. 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.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
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. 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. 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.
20. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Registrar and Share Transfer Agent or the Company for any assistance in this regard.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned herein after.
23. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee,



Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

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 can be downloaded from the link helpdesk.evoting@cdslindia.com or www.bloom-industries.com

25. Voting through Electrical Means

The e-voting period commences on 26th September, 2020 (9.00 am) and ends on 28th September, 2020 (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 22nd September, 2020. 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. 22nd September, 2020, may obtain the login ID and password by sending a request at evoting@cdslindia.com or www.purvashare.com.

PROCEDURE FOR REMOTE E-VOTING:

The Remote voting period begins on 26th September, 2020 (9.00 am) and ends on 28th September, 2020 (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. 22nd September, 2020, 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 26th September, 2020 (9.00 am) and ends on 28th September, 2020 (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 22nd September, 2020, 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: 08 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 sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field. |
| Dividend Bank Details or Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (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.