



BLOOM INDUSTRIES LIMITED

C-23/2, MIDC TALOJA, DIST RAIGAD, MAHARASHTRA- 410208
CIN: L27200MH1989PLC054774
Website: www.bloom-industries.com E-mail Id: bloom1989@ymail.com
Tel.: 09930776655 / 09320134127

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time (hereinafter referred to as the "Rules") that, the Special Resolution(s) as set out hereinafter in this Postal Ballot Notice are proposed to be transacted by way of Postal Ballot.

An Explanatory Statement pertaining to the said Resolution(s) setting out material facts in respect of the same is annexed hereto. This Postal Ballot Notice together with Postal Ballot Form is being sent to you for your consideration.

The Board of Directors of the Company (the "Board") has appointed Dr. S K Jain Proprietor of S K Jain & Co. Practising Company Secretary (FCS 1473/ COP 3076) for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and the provisions of section 110 of the Companies act, 2013 and Rule 20 of the Companies (Management and administration) Rules, 2014, the Company is pleased to provide Electronic Voting (Remote E- Voting) facility as an alternative to its Members to cast their votes electronically instead of casting the vote using physical Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited ("CDSL"), an Agency authorized by the Ministry of Corporate Affairs ("MCA") for providing e-voting platform. The Procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

Members who wish to cast their votes physically through Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot form and return the form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 1st December, 2016.

The Scrutinizer will submit his Report to the Chairman or any other Director of the Company as authorized by the Board of Directors, after completion of scrutiny of physical Postal Ballot Papers/ e-voting but not later than two days from the date of conclusion of the Postal Ballot process, and the Result of the Postal Ballot will be announced at 5.00 p.m.(IST) on Saturday, 3rd December, 2016 at the Registered Office of the Company at C-23/2 MIDC Taloja, Dist Raigad, Maharashtra – 410208 and shall thereafter be published in the newspapers. The result of postal ballot alongwith the Scrutinizer's Report shall be communicated to the Stock Exchange(s) where the securities of the Company are listed and shall also be displayed at the registered office of the Company and hosted on the Company's Website (www.bloom-industries.com).

SPECIAL BUSINESS:

1) TO SELL AND/OR DISPOSE OFF COMPANY'S LAND, BUILDING AND OTHER ASSETS.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the provisions of Memorandum and Article of Association of the Company and applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and subject to such other approvals, consents and permissions from appropriate authorities as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Director of the Company to sell and/or dispose off Company's Land, Building and Assets including any machinery equipment etc. situated at C-23/2 MIDC Taloja, Dist Raigad, Maharashtra - 410208 on an "as is where is" basis to any suitable buyer who is short listed through negotiated deal or in any other manner in the interest of the Company and for such consideration and on such terms and conditions as the Board may deem fit

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sell and/or dispose off Land, Building and Assets as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT Mr. Ashish Chaudhary Managing Director of the Company be and is hereby authorised 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.

2) TO SHIFT THE REGISTERED OFFICE OF THE COMPANY OUTSIDE THE LOCAL LIMITS OF THE CITY, TOWN OR VILLAGE.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12 and any other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and subject to any consent, approval, permission, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from its present situated at C-23/2 MIDC Taloja, Dist Raigad, Maharashtra– 410208 to 5, Devpark, Opp. Chandan Cinema, J,V.P.D.Scheme, Juhu, Vile-Parle (W), Mumbai– 400049.

RESOLVED FURTHER THAT Mr. Ashish Chaudhary Managing Director of the Company be and is hereby Authorised 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.”

By Order of the Board of Directors
For BLOOM INDUSTRIES LIMITED

sd/-
Managing Director
(Ashish Chaudhary)
DIN: 01823244

sd/-
Whole time Director
(Sharad Kumar Gupta)
DIN: 00844289

Place: Mumbai
Date: 18th October, 2016

Registered Office:
C-23/2, MIDC,
Taloja District,
Raigad
MAHARASHTRA-410208

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in relation to the Resolution(s) as set out in the Postal Ballot Notice is annexed hereto.
2. The Company has appointed Dr. S. K. Jain, proprietor of M/s. S. K. Jain & Co, Practising Company Secretary as the Scrutinizer to conduct Postal Ballot process in a fair and transparent manner and to give his report on remote e-Voting and voting through Postal Ballot Forms. The Postal Ballot Form and self- addressed postage pre-paid envelope are enclosed for use of the Members.
3. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. upto 1st December, 2016.
4. The voting rights with one vote per share shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 21st October, 2016.
5. The Company also offers e-voting option to all the Members. Members have an option to vote either through E-voting or physically through postal Ballot Form. Members opting for e-voting cannot vote through Postal Ballot Form. Similarly, Members opting to vote through Postal Ballot Form should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. through Postal Ballot Form and e-voting, then votes casted through Postal Ballot Form shall only be taken into consideration and votes casted by e-voting shall be treated as invalid. E- Voting shall commence from 2nd November, 2016 at 9.00 a.m and shall end on 1st December, 2016 at 5.00 p.m.
6. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the “**Green Initiative**” under taken by MCA, are being sent postal ballot notice along with postal ballot form on their registered e-mail ids. Members have an option to cast their votes either through e-voting or through postal ballot form. Members who wish to cast their votes physically through postal ballot form, may do so by filling up the details required therein. The postal ballot form for casting vote physically can also be obtained from the Company's Registrar and Share Transfer Agents **Purva Share Registry (India) Pvt. Ltd** at 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp Kasturba Hospital, Lower Parel (E), Mumbai, Maharashtra, 400011. The Postal ballot form duly completed should be sent to the Scrutinizer in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 1st December, 2016 to be eligible for being considered failing which, it will be strictly treated as if no reply has been received from the Members.
7. The attached self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board and the Form after casting of the vote should be put inside the same and the envelope should be duly sealed. Envelope containing the Form will also be accepted if physical copy thereof duly sealed inside the attached postage pre-paid envelope is sent by any other mode at the expense of the Member.
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 on attach notarially attested copy of the POA. Unsigned Form will be rejected.
9. In case of shares held by companies, trusts, societies, etc. the duly completed Form should be accompanied by a certified copy of the Board resolution/ Authority and preferably, with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Form.
10. Members are requested not to send any document (other than the Resolution/ Authority as mentioned above) along with the completed Form inside the enclosed self addressed prepaid envelope, as all such envelopes without opening will be sent to the Scrutinizer. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.

11. There will be only one Form for each Folio/Client Id. Exercise of vote through postal ballot is not permitted through proxy.
12. Incomplete, improperly or incorrectly tick marked Form will be rejected.
13. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of postal ballot will be announced by placing it on the website of the Company (www.bloom-industries.com) on 3rd December, 2016 at 5.00 p.m.

INSTRUCTIONS FOR VOTING

1. You are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed with your assent (for) or dissent (against), in the attached postage pre-paid envelope, so as to reach the Scrutinizer on or before December 1, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 2nd November, 2016 at 9:00 A.M and ends on 1st December, 2016 at 5:00 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 21st October, 2016 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 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 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 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 Corporate.
 - 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.

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. 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 2nd November, 2016 at 9.00 A.M and shall end on 1st December, 2016 at 5.00 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 21st October, 2016 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.com under help section or write an email to helpdesk.evoting@cdslindia.com

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Company has discontinued its operation at Talaja factory. The Board of Directors of the Company at its meeting held on 18th October, 2016 has decided to sell and/or dispose off land, building and other assets which have become surplus.

The consent of the Members of the Company is required by way of Special resolution for selling and/off disposing of Land, Building and other Assets of the Company as the Value of such assets exceeds 20% of the Net Worth of the Company. None of the Directors, KMP and their Relatives are interested in the proposed Resolution.

The Board of Directors recommend the Resolution set out at Item No. 1 of the Notice for consideration and approval of the Members of the Company.

Item No. 2

The Board of Directors of the Company at its meeting held on 18th October, 2016 has decided to shift the Registered Office of the Company presently situated at C-23/2 MIDC Talaja, Dist Raigad, Maharashtra – 410208 to 5, Devpark, Opp. Chandan Cinema, J.V.P.D. Scheme, Juhu, Vile-Parle (W), Mumbai – 400049.

The consent of the Members of the Company is required by way of Special Resolution for shifting of Registered Office of the Company from present location to 5, Devpark, Opp. Chandan Cinema, J.V.P.D. Scheme, Juhu, Vile-Parle (W), Mumbai – 400049. None of the Directors, KMP and their Relatives are interested in the proposed Resolution.

The Board of Directors recommend the Resolution set out at Item No. 2 of the Notice for consideration and approval of the Members of the Company.

For BLOOM INDUSTRIES LIMITED

sd/-
Managing Director
(Ashish Chaudhary)
DIN: 01823244

sd/-
Whole time Director
(Sharad Kumar Gupta)
DIN: 00844289

PLACE: MUMBAI
DATE: 08/10/2016

Registered Office: C-23/2 MIDC,
Taloja District, Raigad, Maharashtra- 410208.