

NOTICE

NOTICE is hereby given that the Twenty seventh Annual General Meeting of BLOOM INDUSTRIES LIMITED will be held on Monday 19th September, 2016 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:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March 2016, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sudarshini Chaudhary (DIN-07084648) who retires by rotation and being eligible, offers herself 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, 2017.”

4. To change the designation of Mr. Ashish Chaudhary (DIN: 01823244) from Additional Director to Director
“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 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) Mr. Ashish Chaudhary (holding DIN: 01823244) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 07th August, 2016 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 161 of Companies Act, 2013 (“the Act”), but who is eligible for the appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director (Executive) of the Company whose office shall be liable to retire by rotation be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any one of Director of the Company, be and is hereby authorized to file Form No.DIR-12 with the Registrar of Companies and to do all other acts, deeds and things as may be necessary in this regards.”

5. 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 provisions of Section 196, 197 to 203 read with Schedule V and any other provisions of the Companies Act, 2013 and the Companies Appointment and Remunerations of Managerial Personnel) Rules 2014 (including and statutory modification(s) or re-enactment thereof for the time being in force) approval of the Members of the Company be and hereby accorded to the Appointment of Shri Ashish Chaudhry (DIN: 01823244) as a Managing Director of the Company for a period of 5 years with effect from 07-8-2016 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 vary 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 .

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RESOLVED FURTHER THAT the Board be and is hereby 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

Kamal Kumar Chaudhary
Chairman

Place: Mumbai
Date: 06-08-2016

Registered Office:

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

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 Mrs. Sudarshini Chaudhary (DIN-07084648), Director of the Company, retires by rotation at the Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment. The brief profile of Sudarshini Chaudhary (DIN-07084648), 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 13th September, 2016 to 19th September, 2016 (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, Fridays, 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.

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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 16th September, 2016 (10.00 am) and ends on 18th September, 2016 (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 12th September, 2016. 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. 12th September, 2016, may obtain the login ID and password by sending a request at evoting@cdslindia.com or (**RTA email id**).

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

PROCEDURE FOR REMOTE E-VOTING:

The Remote voting period begins on 16th September, 2016 (10.00 am) and ends on 18th September, 2016 (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. 12th September, 2016, 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 <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and

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 number id / folio number in the Dividend Bank details field as mentioned in insurucion (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 16th September, 2016 (10.00 am) and ends on 18th September, 2016 (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 12th September, 2016, 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
Kamal Kumar Chaudhary
Chairman

Place : Mumbai
Date : 06/08/2016

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

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ANNEXURE TO NOTICE

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

Name of Director	Mrs. Sudarshini Chaudhary (DIN: 07084648)
Age	34 years
Date of Appointment	13-1-2015
Expertise in specific functional areas	6 years experience in Business
Qualifications	Graduate
Nationality	Indian
List of Companies in which outside Directorship held	NIL
Chairman/Member of the Committees of the Boards of the other Companies in which she is a Director	NIL

Name of Director	Mr. Ashish Chaudhary (DIN : 01823244)
Age	35 Years
Expertise in specific functional areas	14 years experience in Business & Finance
Qualifications	Graduate
Nationality	Indian
List of Companies in which outside Directorship held as on 7-8-2016	NIL
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director	NIL

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

The Board of Directors at their meeting held on 6th August, 2016 appointed Mr. Ashish Chaudhary as an Additional Director of the Company with immediate effect. Under Section 161(1) of the Companies Act, 2013, Mr. Ashish Chaudhary holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Mr. Ashish Chaudhary as a candidate for the office of Director of the Company. Brief resume of Mr. Ashish Chaudhary, nature of his expertise in specific functional areas and names of companies in which he holds directorships and shareholding in the Company is provided in the annexure to this notice.

The Board considers that the appointment of Mr. Ashish Chaudhary as a Director (Executive) of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mr. Ashish Chaudhary, being an appointee, and Mr. Kamal Kumar Chaudhary, father of Mr. Ashish Chaudhary, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in Item No. 4.

Item No. 5

The “Board of Directors” of the Company in their Meeting held on 6th August 2016 has, subject to the approval of the members, appointed Shri Ashish Chaudhary as Managing Director of the Company for a period 5 years (five) currently at nil remuneration as approved by the Board. The Board of Directors may decide upon the remuneration of Mr Ashish Chaudhary during his tenure of five years pursuant to Section 197 read with Schedule 5 and other provisions of the Companies Act 2013. The Board proposes to seek the approval of the Members for appointment of and remuneration payable to Shri Ashish Chaudhary as Managing Director in terms of the applicable provision of the Companies Act 2013

- I The Board particulars of appointment of and remuneration payable to Shri Ashish Chaudhary are as under
 - A Salary Nil per month (The Board may fix the remuneration within the limits provided in the Schedule V of the Companies Act, 2013)
 - B Period of appointment – 5 years with effect from 07/08/2016
 - C Managing Director will perform his duties with regard to all the work of the Company and attend to such business and carry out the directions given by the Board from time to time in all respect and conform to comply with all such directions and Regulations as may be from time to time be given and made by the Board.
- II The Managing Director shall act in accordance with the Articles of Association of Companies and shall abide by the Provisions contained in Section 166 of the Companies Act, 2013 with regard to duty of the Directors.
- III The Managing Director shall adhere to the Companies code of conduct for Directors and Management Personnel.

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- IV The office of the Managing Director may be terminated by the Company, by Managing Director by giving 3 (three months') prior notice in writing. Mr. Ashish Chaudhary satisfied all the conditions set out in part – I of Schedule V to the Act and also the conditions set out under sub- Section (3) of Section 196 of the Companies Act 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies 2013.

The above may be treated as a return memorandum setting out the terms of reappointment of Shri Ashish Chaudhary under Section 190 of the Companies Act 2013

Shri Ashish Chaudhary and Shri Kamal Kumar Chaudhary is interested in the Resolution set out as item no 5 of the notice.

The relative of Ashish Chaudhary may be deemed to be interested in the Resolution set out as item no 5 to the extent of the shareholding in the Company if any, save and except the above none of the other Director/ Key Managerial Personnel of the Company / their relative are in any way, interested financially or otherwise in the proposed Resolution.

The Board commence the Ordinary Resolution as set out as item no. 5 of the notice for approval by the Shareholder.

By Order of the Board of Directors

Kamal Kumar Chaudhary
Chairman

Place: Mumbai
Date: 06/08/2016

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