

 Bloom Industries Ltd.

Regd. Office: Plot No. P-25, Civil Township, Rourkela-769 004 (Odisha)  
Contact: 9937040828/9320134127; Email: [bloom1989@ymail.com](mailto:bloom1989@ymail.com); Website: [www.bloom-industries.com](http://www.bloom-industries.com) CIN: L27200MH1989PLC054774

**NOTICE OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting (“AGM”/ “Meeting”) of the shareholders (“Members”) of BLOOM INDUSTRIES LIMITED (“Company”) will be held on **Monday, September 27, 2021 at 11.00 A.M** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). No physical Meeting of the Members will be held, however, the Meeting will be deemed to have been held at the registered office of the Company at Plot No. P-25, Civil Township, Rourkela-769004 to transact the following business:

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**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, 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) designated as Whole time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s S K Patodia & Associates, Chartered Accountants (FRN: 112723W) as Auditors who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

4. **TO APPROVE THE ISSUANCE OF EQUITY SHARES TO THE MEMBERS OF THE PROMOTER GROUP AND NON PROMOTERS / PROMOTER GROUP, ON A PREFERENTIAL BASIS.**

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 sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (“**SEBI LODR Regulations**”), and subject to other applicable rules, regulations and guidelines issued

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by the Ministry of Corporate Affairs (“MCA”), SEBI, BSE Limited (“BSE”) where the shares of the company are listed and traded and / or any other competent authorities and subject to such approvals, permissions, consents and sanctions as agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee constituted by the Board to exercise its power including the powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot upto 19,34,000 (Nineteen Lakhs Thirty Four Thousand) fully paid-up equity shares (“Equity Shares”) of face value of Rs.10 (Rupees Ten Only) each at an issue price of Rs. 12 (Rupees Twelve Only) each (including premium of Rs. 2 per equity share (Rupees Two Only)) aggregating Rs. 2,32,08,000 (Rupees Two Crore Thirty Two Lakhs and Eight Thousand Only), for cash consideration on a preferential basis (“**Preferential Issue**”), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the following persons (collectively referred to as “**Proposed Allottees**”):

1. Upto 2,34,000 (Two Lakhs Thirty Four Thousand) fully paid-up equity shares of face value of Rs.10 (Rupees Ten Only) each at an issue price of Rs. 12 (Rupees Twelve Only) each (including premium of Rs. 2 (Rupees Two Only)) per equity share, aggregating to Rs. 28,08,000 (Rupees Twenty Eight Lakhs and Eight Thousand only) to the following proposed allottees being a part of the promoter group of the Company:

Name of Allottees	Category	No. of Shares	Subscription Amount (in Rs.)
<b>Individual</b>			
Preeti Gupta	Promoter Group	25,000	3,00,000
Shilpi Agrawal	Promoter Group	50,000	6,00,000
<b>Bodies Corporate</b>			
Shivom Minerals Limited	Promoter Group	60,000	7,20,000
Unicon Merchants Pvt. Ltd.	Promoter Group	60,000	7,20,000
Harsh Vanijya Private Limited	Promoter Group	39,000	4,68,000
<b>Total</b>		<b>2,34,000</b>	<b>28,08,000</b>

2. Upto 17,00,000 (Seventeen Lakhs) fully paid-up equity shares of face value of Rs.10 (Rupees Ten Only) each at an issue price of Rs. 12 (Rupees Twelve Only) each (including premium of Rs. 2 per equity share (Rupees Two Only)), aggregating to Rs. 2,04,00,000 (Rupees Two Crore and Four Lakhs only) to the following proposed allottees, who are not promoters nor are they part of the promoter group, and will be part of the public category:

Name of Allottees	Category	No. of Shares	Subscription Amount (in Rs.)
Carron Investments Pvt Ltd.	Public	8,50,000	1,02,00,000
Paramone Concepts Ltd.	Public	8,50,000	1,02,00,000
<b>Total</b>		<b>17,00,000</b>	<b>2,04,00,000</b>

**RESOLVED FURTHER THAT** in terms of regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is Saturday, August 28, 2021, being the date 30 days prior to the AGM scheduled to be held on Monday, September 27, 2021 to consider this Preferential Issue (“**Relevant Date**”).

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of Equity Shares to the Proposed Allottees shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i. The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- ii. The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on BSE subject to receipt of necessary regulatory permissions and approvals.
- iii. The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from competent authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
- iv. The Proposed Allottees shall be required to bring in 100% of the consideration, on or before the date of allotment thereof

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to accept any modification(s) in the terms of the Preferential Issue of Equity Shares, subject to being in compliance with the provisions of the Companies Act and with the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make an offer to each of the Proposed Allottees through a private placement offer letter in Form PAS – 4 together with an application form to be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares, as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment of the said Equity Shares would be made only upon receipt of the in-principle approval from the BSE, receipt of the consideration as aforesaid, receipt of permission from any regulatory or statutory authority and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** the monies received by the Company for application of the Equity Shares pursuant to the issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies (“ROC”) in accordance with Section 42 of the Companies Act, 2013 and rules made thereunder and such consideration shall be deemed to be considered as share application money and the same may be applied towards allotment of securities stated above.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall deem to include any of its duly constituted Committee) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue), including making applications to BSE for obtaining in-principle approval, filing of requisite documents with the ROC, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for this purpose, seeking approvals from lenders

(where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Proposed Allottees and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board of Directors, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard without necessity of any further approval(s) of the Members of the Company and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

**5. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION**

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 13, 61 and 64 of the Companies Act, read with other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of Members be and is hereby accorded to increase Authorized Share Capital of the Company from the existing Rs. 5,50,00,000 (Rupees Five Crores Fifty Lakhs only) consisting of 54,95,000 (Fifty Four Lakhs Ninety Five Thousand) equity shares of face value of Rs. 10 (Rupees Ten only) each and 500 (Five Hundred) 12% Non-cumulative redeemable preference shares of face value of Rs.100 (Rupees One Hundred only) each redeemable at the option of the Company to Rs. 10,00,00,000 (Rupees Ten Crores Only) consisting of 99,95,000 (Ninety Nine Lakhs Ninety Five Thousands) equity shares of face value of Rs.10 (Rupees Ten only) each and 500 (Five Hundred) 12% Non-cumulative preference shares of face value of Rs. 100 (Rupees One Hundred only) each redeemable at the option of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act and the relevant rules framed thereunder the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

The Authorised Share Capital of the Company shall be Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 99,95,000 (Ninety Nine Lakhs Ninety Five Thousands) equity shares of face value of Rs. 10 (Rupees Ten only) each and 500 (Five Hundred) 12% Non-cumulative redeemable preference shares of face value of Rs. 100 (Rupees One Hundred only) each redeemable at the option of the Company by giving not less than one month’s notice in writing at any time after the expiry of one year from the date of allotment thereof each of Rs.100/- (Rupees One Hundred Only) with the rights privileges and conditions attaching

thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide and shares in the capital for the time being into several classes and to attach thereto respectively such preferential deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013, or provided by the Articles of the Company for the time being.

**RESOLVED FURTHER THAT** for the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings, including all forms filing with ROC as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution :-

**TO APPROVE THE APPOINTMENT OF SRI AKASH GUPTA AS A WHOLE TIME DIRECTOR OF THE COMPANY.**

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of appointment of Sri Akash Gupta (DIN: 01326005) as a Whole Time Director of the Company, for a period of five years with effect from October 1, 2021 to September 30, 2026, as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on August 28, 2021, on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be accepted to Sri Akash Gupta, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **APPOINTMENT OF SRI RAJENDRA PRASAD GUPTA AS A NON-EXECUTIVE DIRECTOR**

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 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri Rajendra Prasad Gupta (DIN: 01325989), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non Executive Director of the Company, whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

**Date: August 28, 2021**  
**Place: Rourkela**

**By order of the Board**  
**For BLOOM INDUSTRIES LIMITED**  
**Sd/-**  
**Vikash Gupta**  
**Director**  
**DIN: 01326705**

**Registered Office:**  
Plot No. P-25, Civil Township,  
Rourkela- 769004,  
Sundargarh, Odisha.

**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 General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021 issued by MCA (referred to as the “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (referred to as the “**SEBI Circulars**”) (collectively referred as the “**Applicable Circulars**”) have permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue.
2. Accordingly, in compliance with the provisions of the Companies Act, as amended, SEBI LODR Regulations, as amended and the Applicable Circulars, the AGM of the Company is being held through VC/OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with clarification/ guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, Secretarial Standard-2 on General Meetings and Regulation 36 SEBI LODR Regulations in respect of the Special Business under Item No. 4 to 7 of the accompanying Notice is annexed hereto.
4. The relevant details, pursuant to Regulations 26 and 36(3) of SEBI LODR Regulations and Secretarial Standard on General Meetings issued by ICSI, in respect of Director seeking appointment/re-appointment at this AGM is annexed.
5. Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the Applicable 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, Attendance Slip and Route Map are not annexed to this Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
7. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI LODR Regulations as amended, and MCA the Company is providing facility of remote e-Voting to all its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with 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.

8. In compliance with the aforesaid Applicable Circulars, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website [www.bloom-industries.com](http://www.bloom-industries.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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 Sharegistry (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](mailto:bloom1989@ymail.com)

9. Pursuant to the provisions of Section 113 of the Companies Act, Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of 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](mailto:skjaincs1944@gmail.com) with a copy marked to [bloom1989@ymail.com](mailto:bloom1989@ymail.com)
10. 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
11. The Company has notified of Register of Members and Share Transfer Books from Tuesday, September 21, 2021 to Monday, September 27, 2021 (both days inclusive) for determining the names of Members eligible for dividend on equity shares, if declared at the Meeting.
12. Members are requested to immediately notify the Company/ RTA (in case of shares held in physical form) or the Depository Participants (in case of shares which have been dematerialized) 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.
13. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
14. 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 the RTA. 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.
15. 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 RTA 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.

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 RTA, 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. Members can do this by updating their email addresses as per the instruction given under point 8 of this notice.
19. 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/ RTA.
20. As per SEBI amendment dated May 09, 2018 to regulation 40 of SEBI LODR Regulations, specifies that the transfer of securities of listed entities in physical mode is prohibited and 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 RTA or the Company for any assistance in this regard.
21. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein after.
22. 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.
23. The Company has appointed Dr. S.K.Jain, Practising Company Secretary, (Membership No.: [1473] or Certificate of Practice No.: [3076]) to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

24. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM and, thereafter unblock the votes cast through e-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company.
25. The Scrutinizer shall within a period of 48 hours from the conclusion of AGM submit a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman, who shall countersign the same.
26. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., [www.bloom-industries.com](http://www.bloom-industries.com) and shall be communicated to BSE where the Company's equity shares are listed and be made available on their website viz. [www.bseindia.com](http://www.bseindia.com).
27. The resolutions shall be deemed to have been passed on the date of the AGM subject to the receipt of requisite number of votes.
28. Copies of documents relevant to this Special Resolution including a copy of the amended Memorandum of Association and Articles of Association of the Company shall be made available on the website of the Company to facilitate online inspection.

29. **Voting through Electronic Means**

1. in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

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 & Disclosure 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.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 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.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.bloom-industries.com](http://www.bloom-industries.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on Friday, September 24, 2021 (9.00 am) and ends on Sunday, September 26,2021 (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 Monday, September 20,2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting</li> </ol>

	<p>&amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<u>__ Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with **NSDL**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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 (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bloom1989@ymail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at bloom1989@ymail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at bloom1989@ymail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id** [bloom1989@ymail.com](mailto:bloom1989@ymail.com)/ [support@purvashare.com](mailto:support@purvashare.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By Order of the Board of Directors**

Sd/-

Vikash Gupta

DIN: 01326705

Director

Place: Rourkela  
Date: August 28, 2021

**Registered Office:**

Plot No. P-25, Civil Township,  
Rourkela- 769004,  
Sundargarh, Odisha.

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

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

**ITEM NO. 4**

The Explanatory Statement pursuant to Section 102 of the Companies Act, given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Chapter V of the ICDR Regulations, as amended, as may be applicable, a listed issuer is permitted to make a Preferential Issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company at their meeting held on Saturday, August 28, 2021 had approved the issue of Equity Shares on preferential basis to the Proposed Allottees.

The disclosures prescribed under the Companies Act and Regulation 163 of the SEBI ICDR Regulations, as may be applicable, in respect of the resolutions proposed at Item No. 4 is as follows:

**a. Objects of the preferential issue**

The Company is undertaking the Preferential Issue of Equity Shares, the proceeds of which will be primarily used for the general corporate purposes.

**b. Particulars of the offer including date of passing of Board resolution, kind of securities offered, class of persons, maximum number of securities to be issued and the Issue Price**

The Board of Directors of the Company at their meeting held on Saturday, August 28, 2021 have, subject to the approval of the Members of the Company and such other approvals as may be required, approved the issue of Equity Shares to the Proposed Allottees, on a preferential basis, for cash consideration in the following manner:

1. Upto 2,34,000 (Two Lakhs Thirty Four Thousand) fully paid-up equity shares of face value of Rs.10 (Rupees Ten Only) each at an issue price of Rs. 12 (Rupees Twelve Only) each (including premium of Rs. 2 (Rupees Two Only)) per equity share, aggregating to Rs. 28,08,000 (Rupees Twenty Eight Lakhs and Eight Thousand only) to the following proposed allottees being a part of the promoter group of the Company:

Name of Allottees	Category	No. of Shares	Subscription Amount (in Rs.)
<b>Individual</b>			
Preeti Gupta	promoter group	25,000	3,00,000
Shilpi Agrawal	promoter group	50,000	6,00,000
<b>Bodies Corporate</b>			
Shivom Minerals Limited	promoter group	60,000	7,20,000
Unicon Merchants Pvt. Ltd.	promoter group	60,000	7,20,000
Harsh Vanijya Private Limited	promoter group	39,000	4,68,000
<b>Total</b>		<b>2,34,000</b>	<b>28,08,000</b>

2. Upto 17,00,000 (Seventeen Lakhs) fully paid-up equity shares of face value of Rs.10 (Rupees Ten Only) each at an issue price of Rs. 12 (Rupees Twelve Only) each (including premium of Rs. 2 per equity share (Rupees Two Only)), aggregating to Rs. 2,04,00,000 (Rupees Two Crore and Four Lakhs only) to the following proposed allottees, who are non-promoters/ promoter group, being part of public category:

Name of Allottees	Category	No. of Shares	Subscription Amount (in Rs.)
Carron Investments Pvt Ltd.	Public	8,50,000	1,02,00,000
Paramone Concepts Ltd.	Public	8,50,000	1,02,00,000
<b>Total</b>		<b>17,00,000</b>	<b>2,04,00,000</b>

**c. Relevant Date**

In terms of the provisions of Chapter V of SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Issue of the Equity Shares is Saturday, August 28, 2021, being the date 30 days prior to the date of this AGM.

**d. Basis on which the minimum issue price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of the Company are listed on BSE Limited (BSE) and the equity shares of the Company are infrequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations. The shares of the Company are listed and traded on BSE, however the shares of the Company are also listed on Jaipur Stock Exchange Ltd., The Calcutta Stock Exchange Ltd. and Ahmedabad Stock Exchange Ltd. since these stock exchanges are derecognized by SEBI, the shares of the Company are not traded on such stock exchanges. Hence in accordance with Regulation 165 of the SEBI ICDR Regulations a valuation report dated [27<sup>th</sup> August 2021] has been obtained from an independent registered valuer. The valuation in compliance with the applicable regulations is based on valuation parameters such as book value, comparable trading multiples, and such other parameters as are customary for valuation.

**e. Name and address of valuer who performed valuation**

CMA. - Asutosh Debata, FCMA, DISA, IP  
Registered Valuer (Securities or Financial Assets-IBBI)  
Registration No. IBBI/RV/05/2019/10544  
Plot No.- N4/232, IRC Village, Behind Reliance Fresh,  
Nayapalli, BHUBANESWAR-751015 (Odisha)

**f. Amount which the company intends to raise by way of such securities**

The Company proposes to offer, issue and allot, by way of a Preferential Issue, upto 19,34,000 (Nineteen Lakhs Thirty Four Thousand) fully paid-up equity shares of face value of Rs.10 (Rupees Ten Only) each at an issue price of Rs. 12 (Rupees Twelve Only) each (including premium of Rs. 2 per equity share (Rupees Two Only)) aggregating to Rs. 2,32,08,000 (Rupees Two Crore Thirty Two Lakhs and Eight Thousand Only).

**g. Principle terms of assets charged as securities**

NIL

**h. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer**

Certain Proposed Allottees are forming part of the promoter group of the Company and intend to subscribe to the Preferential Issue to the extent of 2,34,000 Equity Shares of face value of Rs. 10 each at an issue price of Rs. 12 each (including the premium of Rs. 2 per Equity Shares).

**i. Shareholding pattern of the issuer before and after the Preferential Issue**

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares on preferential basis to the Proposed Allottees:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
<b>A.</b>	<b>PROMOTER AND PROMOTER GROUP HOLDING</b>				
	Indian				
	Individual	3446000	73.23	3521000	53.03
	Bodies Corporate	--	--	159000	2.39
	<b>Sub-total</b>	<b>3446000</b>	<b>73.23</b>	<b>3680000</b>	<b>55.42</b>
	Foreign Promoters	--	--	--	--
	<b>Sub-total (A)</b>	<b>3446000</b>	<b>73.23</b>	<b>3680000</b>	<b>55.42</b>
<b>B.</b>	<b>PUBLIC HOLDING</b>				
	Institutional Investors	--	--	--	--
	Non-Institution	--	--	--	--
	Bodies Corporate	249900	5.31	1949900	29.37
	HUF	23300	0.50	23300	0.35
	Indian public	981000	20.84	981000	14.77
	Clearing Members	5800	0.12	5800	0.09
	Others (including NRIs)	--	--	--	--
	<b>Sub-total (B)</b>	<b>1260000</b>	<b>26.77</b>	<b>2960000</b>	<b>44.58</b>
	<b>GRAND TOTAL (A) + (B)</b>	<b>4706000</b>	<b>100.00</b>	<b>6640000</b>	<b>100.00</b>

**j. Time frame within which the preferential issue shall be completed**

As required under the SEBI ICDR Regulations, Equity Shares pursuant to Preferential Issue shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this special resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

- k. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name of the Proposed Allottee	Details of Ultimate Beneficial Owners	Percentage of shareholding of Post preferential issue capital	Change in control, if any
Preeti Gupta	--	0.38%	No
Shilpi Agrawal	--	0.75%	No
Shivom Minerals Limited	Vikash Gupta, Akash Gupta, Rajendra Prasad Gupta & other family members	0.90%	No
Unicon Merchants Private Limited	Akash Gupta, Rajendra Prasad Gupta & other family members	0.90%	No
Harsh Vanijya Private Limited	Director(s) : a)Ravi Shankar Susarla b)Kali Charan Patnaik,  Preeti Gupta and body corporates whose ultimate beneficial ownership belongs to the Gupta Family.	0.59%	No
Carron Investments Private Limited	a)Mohd Latif Khan Ummed Ali, and  b) Anil Anant Mahadik	12.80%	No
Paramone Concepts Limited	The equity shares of this company are listed on BSE Limited.  Managing Director- Govind Patodia Ram  100% shareholding is held by public.	12.80%	No

**l. Lock-in**

The Equity Shares to be allotted pursuant to Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the Investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

Further, the entire pre-preferential allotment shareholding, if any, of the Investor(s) shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 167(6) of the SEBI ICDR Regulations.

**m. Auditor's Certificate**

A certificate issued by S K Patodia & Associates, Chartered Accountants (Firm Regn. No.[112723W] certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members on the day of the AGM on the website of the Company viz. www.bloom-industries.com.

**n. Undertaking**

The Company hereby undertakes that:

- i. It is eligible to make the Preferential Allotment to its Promoter under Chapter V of the ICDR Regulations.
- ii. As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- iii. It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, if it is so required to do;
- iv. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees;
- v. Neither the Company nor any of its Promoters or Directors is a wilful defaulter;
- vi. Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- vii. All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- viii. No person belonging to the promoters / promoter group have sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.

**ITEM NO. 5**

The Current Authorized Capital of the Company is Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) consisting of 54,95,000 Equity Shares of Rs. 10/- (Rupees Ten Only) and 500, 12% Non cumulative preference shares of Rs.100/- each and the paid up share capital of the Company is Rs. 5,02,63,000/- (Rupees Five Crore Two Lakh Sixty Three Thousands) consisting of 4706000 (Forty Seven Lakh Six Thousands) Equity Shares of Rs.10/- (Rupees Ten Only) each and 6,44,000 Equity Shares of Rs.10/- each has been forfeited on which Rs.32,03,000/- has been received. The Company proposes to increase its authorized share capital to Rs.10,00,00,000/- (Rupees Ten Crores only) to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of Special Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members. No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

**ITEM NO. 6**

Details of the Directors seeking appointment as Whole time Director in the forthcoming Annual General Meeting:

Name of Director	Sri Akash Gupta
Age	47 Years
Date of Appointment	09 <sup>th</sup> November, 2017
Expertise in specific functional areas	Management & Administration
Qualifications	Commerce Graduate (Gold Medalist)
Nationality	Indian
List of Companies in which outside Directorship held	Shivom Minerals Limited Unicon Merchants Pvt Ltd.
Chairman/Member of the Committees of the Board of the other Companies in which he is a Director	Member of Audit Committee, Nomination & Remuneration Committee of Shivom Minerals Limited

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the Directors except Sri Akash Gupta is deemed to be concerned or interested in the passing of this resolution except to the extent of Sri Vikash Gupta and Sri R P Gupta as persons of the promoter group.

**ITEM NO. 7**

Details of the Directors seeking appointment as Non-Executive Director in the forthcoming Annual General Meeting:

Name of Director	Sri Rajendra Prasad Gupta
DIN	01325989
Age	73 Years
Date of Appointment	August 28, 2021
Expertise in specific functional areas	Management & Administration. Experience of over 4 decades in managing Mid- corporates.
Qualifications	BSc. Engg (Electrical)
Nationality	Indian
Directorships held in other Public companies (excluding foreign companies)	Unicon Merchants Pvt Ltd. Shiva Cement Limited ( Listed Company)



Chairman/Member of the Committees of the Board of the other Companies in which he is a Director	Member of Stakeholder Relationship Committee of Shiva Cement Limited
Number of shares held in the Company	13,73,300 equity shares
No. of Board meetings attended during the year	NIL
Relationships between Directors inter-se	Sri Rajendra Prasad Gupta is the father of Sri Vikash Gupta and Sri Akash Gupta
Remuneration details (Including Sitting Fees & Commission)	NIL

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

Sri Rajendra Prasad Gupta is deemed to be concerned or interested in the passing of this resolution to the extent of his shareholding in the Company and that Sri Vikash Gupta and Sri Akash Gupta, being the promoters of the Company are Sri Rajendra Prasad Gupta's sons.

**By order of the Board**  
**For BLOOM INDUSTRIES LIMITED**  
Sd/-  
**Vikash Gupta**  
**Director**  
**DIN: 01326705**

**Date: August 28, 2021**  
**Place: Rourkela**

**Registered Office:**  
Plot No. P-25, Civil Township,  
Rourkela- 769004,  
Sundargarh, Odisha.

**BLOOM INDUSTRIES LIMITED**

Registered Office: Plot No. P-25, Civil Township, Rourkela-769 004 (Odisha)  
Website: [www.bloom-industries.com](http://www.bloom-industries.com) Email: bloom1989@ymail.com  
Tel : 9937040828/9320134127  
CIN: L27200OR1989PLC036629

**(ANNEXURE TO THE NOTICE FOR THE 32<sup>ND</sup> ANNUAL GENERAL MEETING  
OF THE COMPANY TO BE HELD ON 27<sup>TH</sup> SEPTEMBER, 2021)**

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, 27<sup>th</sup> September, 2021 at 11:00 A.M. at the Registered Office of the Company at Plot No. P-25, Civil Township, Rourkela- 769 004 (Odisha) and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PASSWORD</b>
<b>210901101</b>		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
24 <sup>th</sup> September, 2021 at 09:00 A.M. (IST)	26 <sup>th</sup> September, 2021 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

Date :28/08/2021  
Place : Rourkela

By Order of the Board  
For BLOOM INDUSTRIES LIMITED  
Sd/-  
(Vikash Gupta)  
Director  
DIN : 01326705