



**(Corporate Identification Number: L27200OR1989PLC036629)**  
**Regd. Office: Plot No. P-25, Civil Township, Rourkela-769004 (Odisha)**  
**Contact: +91-9937040828; Email: [bloomindustriesltd@gmail.com](mailto:bloomindustriesltd@gmail.com)**  
**Website: [www.bloom-industries.com](http://www.bloom-industries.com)**

### **NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 35<sup>th</sup> Annual General Meeting (“AGM”) of the members of **BLOOM INDUSTRIES LIMITED** (CIN : L27200OR1989PLC036629) (**‘the Company’**) will be held on Monday 30<sup>th</sup> September, 2024 at 04:30 P.M through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) to transact the following businesses:

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#### **ORDINARY BUSINESS:**

**1. Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon.

**2. Re-appointment of Director**

To appoint a Director in place of Mr. Vikash Gupta (DIN:01326705) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**3. Appointment of Statutory Auditor**

To consider and re-appoint M/s Tibrewal Chand & Co., Chartered Accountants (FRN: 311047E) as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration, and in this regard, to consider and if thought fit, to pass the following Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Tibrewal Chand & Co., Chartered Accountants (FRN: 311047E) be and are hereby re-appointed as the Statutory Auditors of the Company for a further term of 5 (Five) consecutive years to hold office from the conclusion of this 35<sup>th</sup> Annual General Meeting until the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company, at such remuneration (exclusive of applicable taxes and reimbursement of out of pocket expenses) as shall be fixed by the Board of Directors of the Company from time to time in consultation with them.”

**SPECIAL BUSINESS:****4. Appointment of Mr. Srikant Mundhra (DIN: 02223503) as an Independent Director of the Company for a second term of five years.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, and the Board of Directors at its meeting held on 26<sup>th</sup> July 2024 has appointed Mr. Srikant Mundhra (DIN: 02223503) appointed as Non - Executive Independent Director not liable to retire by rotation for a second term of five years commencing from 26<sup>th</sup> July, 2024 up to 25<sup>th</sup> July, 2029. Mr Mundhra has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and is eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Srikant Mundhra (DIN: 02223503) shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board or duly constituted committee be and is hereby authorized to do all acts, deeds and things and take all such steps as may be deemed necessary, and/or expedient in connection therewith and incidental thereto, to give effect to this resolution.”

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

**5. Continuation of Tenure of Mr. Rajendra Prasad Gupta (DIN: 01325989) as Non-Executive Director & Chairman upon attaining the age of 75 years.**

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship and Chairmanship of Mr. Rajendra Prasad Gupta (DIN: 01325989), as a Non-Executive, Non Independent Director of the Company from the day he attains the age of 75 years on the same terms and conditions as already approved by the Members.

**“RESOLVED FURTHER THAT** Mr. Rajendra Prasad Gupta (DIN–01325989) appointed as Non-Executive Director & Chairman upon attaining the age of 75 years and therefore recommends the passing of the special resolution and the consent and approval of the Shareholders is sought for continuation of his tenure.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Place: Rourkela**

**Date: 07/09/2024**

**By the order of the Board  
For BLOOM INDUSTRIES LIMITED**

**Sd/-  
(Akash Gupta)  
Director  
DIN: 01326005**

**Registered Office:**

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

## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts for the proposed resolution in respect of Item No. 3 to 5 and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) forms part of this Notice.
2. The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021 Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2022 dated 5th May, 2022 10/2022 dated 28th December, 2022 and latest being 09/2023 dated 25th September, 2023 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and accordingly in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars therein:
  - a. Notice of the AGM along with Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
  - b. 35<sup>th</sup> AGM of the Members will be held through VC/OAVM.

Members may note that the Notice along with the Annual Report for the Financial Year 2023-24 has been uploaded on the website of the Company at [www.bloom-industries.com](http://www.bloom-industries.com). The Notice and the Annual Report can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-voting facility) i.e., [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com).

1. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
2. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. 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.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the Company's website [www.bloomindustries.com](http://www.bloomindustries.com), website of the Stock Exchanges 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: [bloomindustriesltd@gmail.com](mailto:bloomindustriesltd@gmail.com)

5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a Certified True Copy of the relevant Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [skjaincs1944@gmail.com](mailto:skjaincs1944@gmail.com) with a copy marked to [bloomindustriesltd@gmail.com](mailto:bloomindustriesltd@gmail.com).
6. 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
7. The Company has notified of Register of Members and Share Transfer Books from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
8. Members are requested to immediately notify the Registrars And Share Transfer Agents 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.

9. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.
10. Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their Depository Participants.
11. 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 Sharegistry (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.
12. 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 Sharegistry (India) Private Limited.
13. 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.
14. Non-Resident Indian Members are requested to inform M/s. Purva Sharegistry (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. 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.
16. 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 Sharegistry (India) Private Limited.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Registrar and Share Transfer Agent or the Company for any assistance in this regard.



18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned herein after.
20. 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.
21. The Company has appointed Dr. S. K. Jain, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

The Company has approached CDSL for providing e-voting services through their e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on E-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process can be downloaded from the link [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **22. Voting through Electronic Means**

The e-voting period commences on 27<sup>th</sup> September, 2024 (9:00 A.M.) and ends on 29<sup>th</sup> September, 2024 (5:00 P.M.). 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 23<sup>rd</sup> September, 2024. 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. 23<sup>rd</sup> September, 2024, may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or [www.purvashare.com](http://www.purvashare.com)

## **PROCEDURE FOR REMOTE E-VOTING:**

### **The instructions for shareholders voting electronically are as under:-**

- (i) The voting period begins on 27<sup>th</sup> September, 2024 (9.00 am) and ends on 29<sup>th</sup> September, 2024 (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 23<sup>rd</sup> September, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 08 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.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form 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>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.</li> </ul>
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"> <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 (iv).</li> </ul>

- (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) 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](http://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](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](mailto: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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (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 <https://www.evotingindia.com> under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Members may also note that the Notice of 35<sup>th</sup> Annual General Meeting and the Annual Report for the financial year 2023-24 will also be available on the Company’s website [www.bloom-industries.com](http://www.bloom-industries.com)

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, 30<sup>th</sup> September, 2024 at 04:30 P.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.evoting@cdslindia.com](http://www.evoting@cdslindia.com).

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PASSWORD</b>
240906113		

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>
27 <sup>th</sup> September, 2024 at 09:00 A.M. (IST)	29 <sup>th</sup> September, 2024 at 5:00 P.M. (IST)

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

By Order of the Board  
For BLOOM INDUSTRIES LIMITED  
Sd/-  
(Akash Gupta)  
Director  
DIN: 01326005

Date: 07/09/2024

Place: Rourkela

**Registered Office:**

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

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

The following Statement sets out all material facts relating to Item No(s). 3, 4 and 5 mentioned in the accompanying Notice.

**Item No. 3**

M/s Tibrewal Chand & Co., Chartered Accountants (FRN: 311047E) as the Statutory Auditors of the Company holds office until the conclusion of the 35th AGM of the Company at such remuneration (exclusive of applicable taxes and reimbursement of out-of-pocket expenses) as fixed by the Board of Directors of the Company in consultation with them.

Under the provisions of Section 139(2) of the Act, the Company is permitted to appoint the aforementioned Statutory Auditors for a term of 5 (five) years. The Audit Committee and the Board of Directors at their respective meetings held on 14/08/2024 and 07/09/2024, have recommended the appointment of M/s Tibrewal Chand & Co., Chartered Accountants (FRN: 311047E) for a term of 5 (five) years from the conclusion of this 35th AGM upto the conclusion of 40th AGM of the Company, at such remuneration as may be fixed by the Board of Directors in consultation with them.

M/s Tibrewal Chand & Co., Chartered Accountants (FRN: 311047E) have consented to act as Statutory Auditors and have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed, that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board recommends the Resolution as set out at item no. 3 of the Notice for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the resolution as set out in Item no. 3 of this Notice.

**Item No.4**

Mr. Srikant Mundhra is eligible and not disqualified from being appointed as Independent Director in terms of Section 164 of the Act and have given his consent to act as Independent Director of the Company for a second term.

The Company has received the followings from Mr. Srikant Mundhra:

- (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;

- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any such other Authority.

Further, Mr. Srikant Mundhra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014,

Mr. Srikant Mundhra is a distinguished businessman with more than 21 years of practical experience in the Sales and Trading sector, his expertise extends to various domains, including distribution etc.

While recommending the appointment of Mr. Srikant Mundhra on the Board, the Nomination and Remuneration Committee took into consideration his performance evaluation by the Board which includes—qualification, knowledge and competency, fulfilment of functions, commitment, contribution and integrity along with his rich experience in trading of Iron & Steel industry. Further, the Committee also noted that the skills, expertise and knowledge possessed by Mr. Mundhra were in alignment with the skills, expertise and knowledge identified by the Committee and the Board, for the Directors of the Company.

Further, the Board of Directors of the Company at its meeting held on July 26, 2024 has appointed Mr. Srikant Mundhra as Independent Director for a second term of five years and thereafter now recommends to the members of the Company the appointment of Mr. Srikant Mundhra as an Independent Director for second term of five years.

The resolution seeks the approval of members for the appointment of Mr. Srikant Mundhra as an Independent Director of the Company from 26th July 2024 till 25th July 2029 pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Srikant Mundhra and other relevant information as required under SEBI Listing Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Srikant Mundhra as Independent Director of the Company, as a special resolution as set out above.

Other than Mr. Srikant Mundhra, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in this Notice.

The Board recommends the special resolution set forth in this notice for the approval of Members.

**Item No. 5**

The Board of Directors of the Company had at their Meeting held on August 28, 2021 appointed Mr. Rajendra Prasad Gupta as an Additional Director and the members of the Company at their 32<sup>nd</sup> Annual General Meeting (AGM) held on September 27, 2021, approved the appointment of Mr. R.P. Gupta as a Non-Executive Director. Further the Board of Directors at their meeting held on August 11, 2023 had appointed Mr. R.P. Gupta as the Chairman of the Company. Mr. R.P. Gupta shall be attaining the age of 75 years and for his continuation as Non-Executive Director & Chairman, special resolution is required to be passed.

Mr. R P Gupta is eligible and not disqualified from continuing as Director in terms of Section 164 of the Act and have consented to continue to act as Non -Executive Director cum Chairman of the Company.

The Company has received the followings from Mr. R P Gupta:

- (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such other Authority.

Mr. R.P. Gupta is a distinguished business man with more than 50 years of practical experience in the manufacturing & trading sector, His expertise extends to various domains, including trading etc He has worked in the Cement Sector for over 26 years.

While recommending the re-appointment of Mr. R.P. Gupta on the Board, the Nomination and Remuneration Committee took into consideration his performance evaluation by the Board which includes – qualification, knowledge and competency, fulfilment of functions, commitment, contribution and integrity along with his rich experience in trading of Iron & Steel industry. Further, the Committee also noted that the skills, expertise and knowledge possessed by Mr. R.P. Gupta were in alignment with the skills, expertise and knowledge identified by the Committee and the Board, for the Directors of the Company.

Further, the Board of Directors of the Company at its meeting held on August 14, 2024, on the recommendation of the Nomination and Remuneration Committee, recommended to the members of the Company for continuation of tenure of Mr. R.P. Gupta as Non-Executive Director upon attaining age of 75 years.

The resolution seeks the approval of members for the continuation of Mr. R.P. Gupta as a Non-Executive Director upon attaining the age of 75 years of the Company pursuant to Sections 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall be liable to retire by rotation.

The profile and specific areas of expertise of Mr. R.P. Gupta and other relevant information as required under SEBI Listing Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 152 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. R.P. Gupta as Non-Executive Director & Chairman of the Company, as a special resolution as set out above.

Other than Mr. R.P. Gupta, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in this Notice.

The Board recommends the special resolution set forth in this notice for the approval of Members.

**By Order of the Board**

Sd/-

Akash Gupta

DIN: 01326005

Director

Place: Rourkela

Date: 07/09/2024

**Registered Office:**

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



**(ANNEXURE TO THE NOTICE FOR THE 35<sup>TH</sup> ANNUAL GENERAL MEETING  
OF THE COMPANY TO BE HELD ON 30<sup>TH</sup> SEPTEMBER, 2024)**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Directors proposed to be re-appointed / appointed at the ensuing General Meeting are given below:

**Re-Appointment of Mr. Vikash Gupta (DIN: 01326705) retiring by rotation at the AGM and eligible for re-appointment:**

<b>Name of Director</b>	Vikash Gupta
<b>DIN :</b>	01326705
<b>Age</b>	43 years
<b>Date of Appointment:</b>	08/11/2017
<b>Qualifications:</b>	Bachelors of Business Management
<b>Brief Resume and Expertise in specific functional areas and Experience:</b>	He joined the business league in 2005, by constantly bringing in innovative means to take his group to the much greater horizon, his hands on approach goes a long way in ensuring that the company receives and gives out only the very best at every point in time. He has earned a status of thorough professional among distinguish client and business associates. He is highly revered for his practical approach to every problems and his work. Under his able guidance and leadership the Company anticipates to achieve high growth in near future. Currently he is the Managing Director of an Unlisted Company, having the power of management of the whole or substantially the whole of the affairs of the Company and has been instrumental in giving direction to the entire team of and been responsible for monitoring their performance on regular basis. 20 years of Experience.
<b>Directorship in other Companies</b>	Shivom Minerals Limited
<b>Chairmanship/Membership of Committees in other Companies</b>	Shivom Minerals Limited- Audit Committee (Member) CSR Committee (Chairman)
<b>Listed entities from which resigned in past three years</b>	NA
<b>Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	Son of Mr. Rajendra Prasad Gupta (NED, Chairman & Brother of Mr. Akash Gupta (WTD)  The Company does not have a Manager
<b>Remuneration:</b> <b>(i) Last drawn</b> <b>(ii) proposed to be paid</b>	Nil Nil
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	1047700
<b>Number of Meetings of the Board attended during the year</b>	6 out of 6 meetings held during the F.Y. 2023-24
<b>Terms &amp; Conditions of appointment/ re-appointment</b>	Appointed as a Non-Executive Director, liable to retire by rotation
<b>In case of Independent Director, Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	N.A.

**Appointment of Mr. Srikant Mundhra (DIN: 02223503) as an Independent Director for second term of five years in the Company.**

<b>Name of Director</b>	Srikant Mundhra
<b>DIN :</b>	02223503
<b>Age:</b>	45 Years
<b>Date of First Appointment on the Board:</b>	31/05/2019
<b>Qualifications:</b>	Bachelors of Commerce (Honors)
<b>Brief Resume and Expertise in specific functional areas and Experience:</b>	Mr. Srikant Mundhra is a distinguished businessman with more than 21 years of practical experience in the Sales and Trading sector, his expertise extends to various domains, including distribution etc.
<b>Directorship in other Companies</b>	Balkishandass Bajjnath Distributors Pvt. Ltd.
<b>Chairmanship/Membership of Committees in other listed entities</b>	Nil
<b>Listed entities from which resigned in past three years</b>	Nil
<b>Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	Not related with other Directors, Manager and Key Managerial Personnel of the Company
<b>Details of Last Drawn Remuneration: (FY 2023-24)</b>	Sitting fees: Rs.30,000
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	6 out of 6 meetings held during the F.Y. 2023-24
<b>Terms &amp; Conditions of appointment/re-appointment</b>	Independent Director, not liable to retire by rotation, to be re-appointed for second term of 5 consecutive years, w.e.f. 26th July, 2024 up to 25th July, 2029.
<b>In case of Independent Director, Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Mr. Srikant Mundhra is a distinguished businessman with more than 21 years of experience in the Trading sector, his expertise extends to various domains, including distribution etc.

**Continuation of Tenure of Mr. Rajendra Prasad Gupta as Non-Executive Director & Chairman upon attaining the age of 75 years.**

<b>Name of Director</b>	Rajendra Prasad Gupta
<b>DIN :</b>	01325989
<b>Date of Appointment on the Board:</b>	28/08/2021
<b>Qualifications:</b>	B.Sc (Electrical Engineering)
<b>Brief Resume and Expertise in specific functional areas and Experience:</b>	Mr. R.P.Gupta is a distinguished business man with more than 50 years of practical experience in the manufacturing & trading sector. His expertise extends to various domains, including trading etc He has worked in the Cement Sector for over 26 years. During his early career, he led various firms in a variety of verticals, including turnkey contracts and iron and steel trading. He is a member of number of prestigious business forums and groups. From Vice-Chairman of the OASME ( Orissa Assembly of Small and Medium Enterprise) to Vice President of the All India Mini Cement Plant Association in Hyderabad and Member of the Govt. of Odisha's Industrial Advisory Board. He is also a prolific writer, addressing themes such as the Indian Economy with the goal of raising awareness and demonstrating how to serve the Country. He is also a member of the Lions Club and the Rotary Club, and is a humanitarian at heart.
<b>Directorship in other Companies</b>	Shivom Minerals Limited Unicon Merchants Private Limited
<b>Chairmanship/Membership of Committees in other entities</b>	Nil
<b>Listed entities from which resigned in past three years</b>	Shiva Cement Limited (w.e.f. 21/12/2023)
<b>Disclosure of Relationship with other Directors, Manager &amp; Key Managerial Personnel of the Company</b>	Father of Mr. Akash Gupta (WTD) and Mr. Vikash Gupta (NED)
<b>Details of Last Drawn Remuneration: (FY 2023-24)</b>	Nil
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	1373300
<b>Number of Meetings of the Board attended during the year</b>	6 out of 6 meetings held during the F.Y. 2023-24
<b>Terms &amp; Conditions of appointment/ re-appointment</b>	Appointed as a Non-Executive Director, liable to retire by rotation
<b>In case of Independent Director, Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	NA

**By Order of the Board**

Sd/-

Akash Gupta  
DIN: 01326005  
Director

Place: Rourkela  
Date: 07/09/2024

**Registered Office:**

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