

NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the twenty-seventh Annual General Meeting (AGM) of Bloom Dekor Limited ("the Company") will be held on Saturday, September 22, 2018 at 11.00 a.m. at the registered office of the Company situated at Block No. 267, Village: Oran, Tal: Prantij, N.H.8, Dist. Sabarkantha, Gujarat – 383 205, to transact the following businesses;

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018, together with the Reports of Board of Directors and the Auditors thereon.
2. **To appoint a Director in place of Mr. Karan Gupta (DIN 03435462), who retires by rotation and being eligible, seeks re-appointment.**

Explanation: Based on the terms of appointment, executive directors are subject to retirement by rotation. Mr. Karan Gupta (DIN 03435462), who was appointed as Executive Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Karan Gupta (DIN 03435462) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Karan Gupta (DIN 03435462) as such, to the extent that he is required to retire by rotation.

Special Business:

3. **Appointment of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company and approval of the payment of remuneration:**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded to the appointment of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company, liable for retire by rotations, for a period of 5 (Five) years with effect from August 10, 2018 as well as the payment of salary and perquisites (hereinafter referred to as "remuneration") and on the terms and conditions as set out in the explanatory statement attached hereto, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Dr. Sunil Gupta, subject to the same not exceeding the limits specified under Paragraph I (A) of Part II of Section II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Dr. Sunil Gupta as a Managing Director will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Dr. Sunil Gupta.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolutions."

Registered office:

Block No 267 Village Oran, Tal Prantij,
N.H. 8, Sabarkantha, Gujarat - 383205

For and on behalf of Board of Directors

Bloom Dekor Limited

CIN: L20210GJ1992PLC017341

Karan Gupta

Executive Director

DIN 03435462

Date : August 10, 2018

Place : Ahmedabad

Notes to Shareholders for AGM:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item No. 3 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment/appointment as Director under Item Nos. 2 and 3 of the Notice are also annexed.

2. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before September 20, 2018, 11:00 a.m.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the AGM. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members, intending to send their authorized representatives to attend the AGM, are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, September 16, 2018 to Saturday, September 22, 2018 (both days inclusive) for the purpose of twenty seventh AGM and same will be re-opened from Sunday, September 23, 2018 onwards.
7. The route map showing directions to reach the venue of the twenty-seventh AGM is provided at the end of this Notice.

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.bloomdekor.com.
10. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
12. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
13. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
14. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM.
15. The remote e-voting period commences on Wednesday, September 19, 2018 (09:00 a.m.) and ends on Friday, September 21, 2018 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Saturday, September 15, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. 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 Saturday, September 15, 2018.
17. The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Saturday, September 15, 2018 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
18. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. The Board of Directors has appointed Mr. Anand Lavingia, Practicing Company Secretary (Membership No. ACS 26458 COP 11410) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

21. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bloomdekor.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

23. The instructions for e-voting are as under:

- A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

Step 1. Open email and open PDF file viz; "e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Step 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

Step 3. Click on Shareholder – Login.

Step 4. Put user ID and password as initial password/PIN noted in step 1 above. Click Login.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

Note: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password" option available on www.evoting.nsdl.com.

Step 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

Step 7. Select "REVEN" of Bloom Dekor Limited.

Step 8. Now you are ready for remote e-voting as Cast Vote page opens.

Step 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.

Note that once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to krishivadvisory@gmail.com and redressal@bloomdekor.com with a copy marked to evoting@nsdl.co.in.

- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

Step 1. Initial password is provided separately:

Step 2. Please follow all steps from Step 2 to Step 9 above, to cast vote.

Further, NSDL is pleased to inform you that NSDL has now integrated its e-Services website (<https://eservices.nsdl.com/>) with the aforesaid e-Voting system of NSDL, which enables you as a registered

User of IDeAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz.; User ID and password of IDeAS facility. Thus, you would not be required to log-in to e-Voting system separately for casting votes in respect of the resolutions of companies.

Other information:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot User Details/Password?" or "Physical User Reset Password?" Option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case you need a physical copy of the Annual Report, please feel free to write to us at redressal@bloomdekor.com to enable us to dispatch the same to your registered address.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("Act") and Secretarial Standard - 2, the following explanatory statements set out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice:

Item No.: 3

Appointment of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company and approval of the payment of remuneration:

The Board of Directors of the Company, in their Meeting held on August 10, 2018, have appointed Dr. Sunil Gupta as Managing Director of the Company.

Dr. Sunil Gupta is responsible for managing the Company subject to the superintendence, control and direction of the Board of Directors. His experience and knowledge has helped the Company to a great extent. It is in the best interest of the Company to appoint him for a further period of 5 (Five) years w.e.f. August 10, 2018, on the terms & conditions of appointment and remuneration as given here in after.

Moreover, the Nomination and Remuneration Committee, in their meeting held on August 10, 2018, has considered the matter and recommended the appointment of Dr. Sunil Gupta under Paragraph I (A) of Part II of Section II of Schedule V and approved the terms and condition of appointment and remuneration of Dr. Sunil Gupta w.e.f August 10, 2018 subject to the approval of the Shareholders at this Annual General Meeting. The Committee has noted that the Company has generally not made any default in repayment of its due to Bank and Financial Institutions.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in the Laminate and doors manufacturing activities.

Date or expected date of commencement of commercial production: The Company has stated its manufacturing activities way back in the year 1992 i.e. soon after its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

Financial Performance is as follows;

(Amount in ₹ Lakhs)

| Particulars | F.Y. 2017-18 | F.Y. 2016-17 |
|--|-----------------|-----------------|
| Revenue from operations | 6,631.76 | 7,702.88 |
| Other Income | 108.34 | 75.35 |
| Total Income | 6,740.10 | 7,778.23 |
| Operating expenditure before Finance cost, depreciation and amortization | 6,393.87 | 7,393.05 |
| Earnings before Finance cost, depreciation and amortization (EBITDA) | 346.23 | 385.18 |
| Less: Finance costs | 490.70 | 472.92 |
| Depreciation and amortization expense | 225.49 | 234.85 |
| Profit before tax | (369.95) | (322.59) |
| Less: Tax expense | (219.03) | (44.95) |
| Profit for the year (PAT) | (150.93) | (277.63) |

Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2018, total holding of Foreign Shareholders was 951008 Equity Shares.

Information about the appointee:

Background Details: Dr. Sunil Gupta is M.B.B.S. Doctor. He was the Managing Director of the Company from September 1, 1992 till September 12, 2017 and has shouldered the responsibilities of managing the affairs of the Company. He was designated as Chief Executive Officer of the Company w.e.f. September 29, 2017 and has tendered his resignation w.e.f. closing business hours of August 9, 2018.

Past Remuneration: In the financial year 2017-18, Dr. Sunil Gupta was paid total remuneration and perquisite of ₹ 12.37 Lakh as Managing Director and total remuneration and perquisite of ₹ 17.42 Lakh as Chief Executive Officer.

Recognition or awards: The Company has been adjudged as the II Exporter of Decorative Laminates for the financial year 2003-2004 by PLEXICON (under the aegis of Ministry of Commerce & Industry, Government of India) for the fifth consecutive time to receive the prestige's Award.

Job Profile and his suitability: Dr. Sunil Gupta is responsible for managing the Company subject to superintendence, control and direction of the Board of Directors. His experience and knowledge has helped the Company to great extent.

Terms and conditions of Appointment and Remuneration:-

Term of appointment: 5 (Five) years with effect from August 10, 2018.

Conditions:

- a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by Dr. Sunil Gupta ("Managing Director") as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- b) The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- c) This appointment may be terminated by giving one months' notice on either side or the Company paying one months' remuneration in lieu of such notice.
- d) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice;
 - a) if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company for which he is required to render services; or
 - b) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
 - c) in the event the Board expresses its loss of confidence in the Managing Director.
 - d) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e) Up on the termination by whatever means of the Managing Director's employment;
 - a) the Managing Director shall immediately tender his resignation from offices held by him without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company;
 - b) the Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.
- f) The Managing Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.

Remuneration Proposed:

1. Basic Salary up to ₹ 3,10,000/- per month excluding perquisite mentioned hereunder for a period of 5 years from the date of appointment with an increment of 10% every year;

Provided that Increment shall be applicable w.e.f. April 1 of every year and the first increment shall be applicable w.e.f. April 1, 2019.
2. Following perquisites will be paid over and above Basic Salary.

Provided however that the perquisite in any year shall be calculated on Basic Salary the then to be paid;

A. Medical Reimbursement:

Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family, subject to ceiling of twenty percent of Basic Salary every year during the currency of appointment.

B. Leave travel concession

Leave travel concession for the Managing Director and his family once in a year incurred in accordance with the policy of the Company.

C. Club Fees:

Fees of clubs, subject to a maximum of two clubs.

D. Premium on Personal accident/Term insurance: ₹ 1,00,000/- per annum**E. Provident Fund/Pension:**

Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961.

Contribution to Pension Fund will be paid on basic salary.

F. Gratuity:

Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

G. Use of Car with Driver:

The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.

H. Electricity at residence:

Electricity bill for residence of the Managing Director shall be paid by the Company.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Dr. Sunil Gupta, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Dr. Sunil Gupta has pecuniary relationship to the extent he is Promoter – Shareholders of the Company, relative of Mr. Karan Gupta (being Father) and relative of Mrs. Brinda Gupta (being Father in Law) and to the extent of the payment of rent by the Company to him for the usage of Corporate office of the Company.

Other information:

Reasons of loss or inadequate profits: The Company is facing huge competition in the Market and the raw material cost and other fixed overhead is leading Company for the huge expenses and hence the Company is facing problem to generate adequate profit.

Steps taken or proposed to be taken for improvement: The Company is finding the reason and steps are being taken to reduce the fixed as well as unnecessary variable overheads.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for payment for a period of 3 years from the date of appointment.

The Board of Directors is of the view that the appointment of Dr. Sunil Gupta as Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Dr. Sunil Gupta himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Registered office:

Block No 267 Village Oran, Tal Prantij,
N.H. 8, Sabarkantha, Gujarat - 383205

For and on behalf of Board of Directors

Bloom Dekor Limited

CIN: L20210GJ1992PLC017341

Date : August 10, 2018

Place : Ahmedabad

Karan Gupta

Executive Director

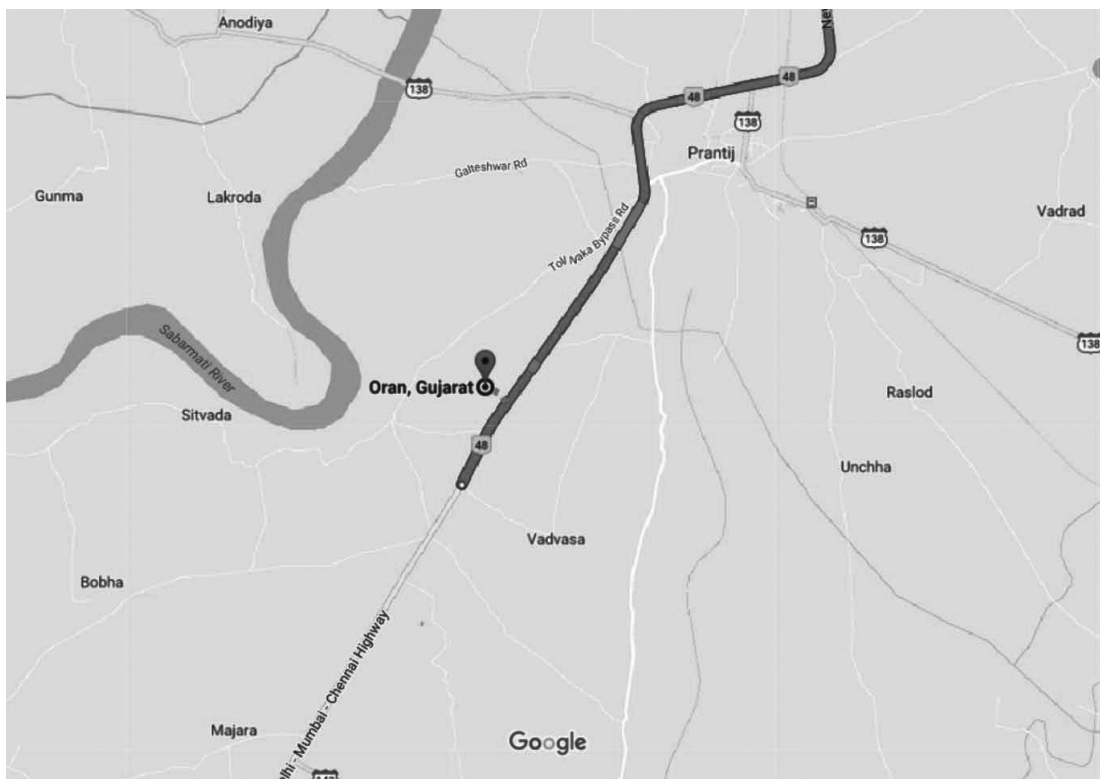
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DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE ANNUAL GENERAL MEETING*(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)*

| Particulars | Mr. Karan Gupta | Dr. Sunil Gupta |
|--|--|--|
| Date of Birth | January 9, 1989 | December 6, 1958 |
| Date of Original Appointment (Latest) | April 1, 2011 | August 10, 2018 |
| Educational Qualifications | Karan has completed his BSc. [hons] in Computer Science from Kingston University, U.K. After working for a few years and gaining exposure, Mr. Karan Gupta has pursued his MBA in FMB (Family Managed Business) from S.P. Jain Institute of Management and Research, Mumbai | He is M.B.B.S. Doctor. He was the Managing Director of the Company from September 1, 1992 till September 12, 2017 and has shouldered the responsibilities of managing the affairs of the Company. He was designated as Chief Executive Officer of the Company w.e.f. September 29, 2017 and has tendered his resignation w.e.f. closing business hours of August 9, 2018. The Company has been adjudged as the Second Highest Exporter of Decorative Laminates for financial year 2003-2004 by PLEXICON (under the aegis of Ministry of Commerce & Industry, Government of India) for the fifth consecutive time to receive the prestigious Award. |
| Expertise in specific functional areas - Job profile and suitability | Mr. Karan, from his academic excellence has worked as a data analyst and has hands on experience in advanced database systems and computing technology. He is currently managing the doors vertical of the company where by building systems and processes, he is managing a team of sales, back end operations and factory production unit. | Dr. Sunil Gupta is responsible for managing the Company subject to the superintendence, control and direction of the Board of Directors. His experience and knowledge has helped the Company to a great extent. It is under his guidance that the Company has made a turnaround and hopes to continue its existing performance. |
| Directorships held in public companies | 1. Karan Interiors Limited | Nil |
| Memberships / Chairmanships of committees of other public companies** | Members – 2 Committees | Nil |
| Inter-se Relationship with other Directors. | Mr. Karan Gupta is son of Dr. Sunil Gupta and husband of Mrs. Brinda Gupta. | Dr. Sunil Gupta is father of Mr. Karan Gupta and father in law of Mrs. Brinda Gupta. |

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

Route map to the venue of Annual General Meeting



BLOOM DEKOR LIMITED**CIN:** L20210GJ1992PLC017341**Regd. Off:** Block No 267 Village Oran, Tal: Prantij, Sabarkantha, North Gujarat – 383 205**Corp. Off:** 2/F, Sumel, Sarkhej-Gandhinagar Highway Road, Opp. GNFC Info Tower, Thaltej, Ahmedabad-380 059;**Web:** www.bloomdekor.com **E-mail:** redressal@bloomdekor.com; **Tel:** +91-79-2684 1916; **Fax:** + 91-79-2684 1914;**ATTENDANCE SLIP**

| | |
|--|--|
| Regd. Folio No./DP Id No.*/Client Id No.* | |
| No. of Shares held | |
| Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.) | |
| Name of the Joint holder (if any) | |

I/we hereby record my/our presence at the twenty-seventh Annual General Meeting of Bloom Dekor Limited held on Saturday, September 22, 2018 at 11.00 a.m. at the registered office of the Company situated at Block No. 267, Village: Oran, Tal: Prantij, N.H.8, Dist. Sabarkantha, Gujarat – 383 205.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made there under)

| | |
|-----------------------|--|
| Name of the member(s) | |
| Registered Address | |
| E-mail Id | |
| Folio No/Client Id | |

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

- Name : _____

Address : _____

E-mail Id : _____ Signature : _____ or failing him
- Name : _____

Address : _____

E-mail Id : _____ Signature : _____ or failing him
- Name : _____

Address : _____

E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the twenty-seventh Annual General Meeting of Bloom Dekor Limited to be held on Saturday, September 22, 2018 at 11.00 a.m. at the registered office of the Company situated at Block No. 267, Village: Oran, Tal: Prantij, N.H.8, Dist. Sabarkantha, Gujarat – 383 205 and/or any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution | Vote (Optional see Note 2) (Please mention no. of shares) | | |
|---------------------|--|--|---------|---------|
| Ordinary businesses | | For | Against | Abstain |
| 1. | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon. | | | |
| 2. | To appoint a Director in place of Mr. Karan Gupta (DIN 03435462), who retires by rotation and being eligible, seeks re-appointment. | | | |
| Special Businesses | | | | |
| 3. | Appointment of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company and approval of the payment of remuneration | | | |

Signed this _____ day of _____ 2018

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp of
not less
than ₹ 1

Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 20, 2018 at 11:00 a.m.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

PURVA SHAREGISTRY (I) PVT. LTD.

(SEBI Regn. INR000001112 Category 1 Registrars to IPO & Share Transfer Agents)

CIN: U67120MH1993PTC074079

9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011

Email: purvakyc18@gmail.com; **Website:** www.purvashare.com; **Tel. No.:** 23016761 / 8261**Date:**

To,

Dear Shareholder(s),

Ref: Bloom Dekor Limited (CIN: L20210GJ1992PLC017341) (ISIN: INE253C01013)

The Securities and Exchange Board of India vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated submission of Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form. Further, SEBI has given a notification on June 8th, 2018 stating that physical transfer of shares will be allowed until December 4th, 2018 vide Circular No. SEBI/LAD/NRO/GN/2018/24. Hence, kindly send your shares for transfer before December 4th, 2018 or demat your shares with your Depository Participant at any time after updating your KYC information with us. Kindly submit the following details and documents to the address mentioned below within **21 days of receipt of this communication. As per our records, your folio needs to be updated with the PAN / Complete Bank details so that the investments held by you are in compliance with the aforementioned circular.**

| | | | | | | | | | | | | | | | | |
|--|---------------------------------|--|--|--|---------|--|--|--|-------------|--|-----------|--|--------|--|--|--|
| Registered Folio No.: | | | | | | | | | | | | | | | | |
| Mobile No. | | | | | | | | | | | | | | | | |
| Email Id | | | | | | | | | | | | | | | | |
| Name of the first/sole shareholder Address: | | | | | | | | | | | | | | | | |
| Bank Name of First Holder | | | | | | | | | | | | | | | | |
| Branch Address & Branch | | | | | | | | | | | | | | | | |
| Bank Account Number | | | | | | | | | | | | | | | | |
| Account Type (Please tick the option) (√) | Saving | | | | Current | | | | Cash Credit | | | | Others | | | |
| MICR No. | | | | | | | | | | | | | | | | |
| IFSC Code | | | | | | | | | | | | | | | | |
| Name | Permanent Identification Number | | | | | | | | | | Signature | | | | | |
| 1. | | | | | | | | | | | | | | | | |
| 2. | | | | | | | | | | | | | | | | |
| 3. | | | | | | | | | | | | | | | | |

I/We hereby, declare that the particulars given above are correct and complete. I/We, further undertake to inform the Company of any subsequent change(s) in the above particulars.

Note:

- Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY.**
- Original Copy of this letter, duly filled, shall be sent to Purva Sharegistry (India) Pvt. Ltd. (Unit – BLOOM DEKOR LIMITED - INE253C01013) at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai – 400 011.**
- Kindly enclose:-**
 - Copy of Self attested Pan Cards of all the shareholder(s) i.e. all joint shareholders**
 - Copy of address proof of First Holder (Preferably Aadhar Card)**
 - Copy of cancelled cheque of First Holder**

SPECIFIC ATTENTION OF THE MEMBERS IS DRAWN TO THE FOLLOWINGS:

1. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In terms of the said IEPF Rules, the Company has uploaded the information in respect of the unclaimed and unclaimed Dividends on the website of the Company viz. www.bloomdekor.com. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.

Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2012-13 & 2014-15 are requested to lodge their claims with PSIPL. It may be noted that the unclaimed and unpaid final dividend for the financial year 2012-13 declared by the Company on September 28, 2013 can be claimed by the Members by September 27, 2020 and unclaimed and unpaid final dividend for the financial year 2014-15 declared by the Company on August 11, 2015 can be claimed by the Members by August 10, 2022.

Attention of the members is drawn to the provisions of Section 124(5) of the Act which provides that any money transferred to Unpaid Dividend Account which remains unclaimed / unpaid dividend for a period of seven years from the date of such transfer shall be transferred by the Company along with Interest accrued, if any, thereon to the fund established by the Central Government.

2. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited (PSIPL). Members are further requested to update their current signature in PSIPL system.
3. In accordance with BSE Circular No. LIST/COMP/15/2018-19 dated July 5, 2018, all shareholders are hereby informed that with effect from December 5, 2018, the shares lodged for transfer shall must be in dematerialized form only and no physical shares can be lodged for transfer. Hence, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact PSIPL for assistance in this regard.
4. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to PSIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
6. 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 the PAN to their depository participants with whom they are maintaining their demat accounts.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the PSIPL. Members holding shares in physical form may submit the same to PSIPL. Members holding shares in electronic form may submit the same to their respective depository participant.
8. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and PSIPL to enable us to send you the communications via email.