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## NOTICE OF 32<sup>ND</sup> ANNUAL GENERAL MEETING

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Notice is hereby given that the 32<sup>nd</sup> (Thirty Second) Annual General Meeting (AGM) of Bloom Dekor Limited (“the Company”) will be held on Monday, July 17, 2023 at 11.00 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) 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, 2023, together with the Reports of Board of Directors and the Auditor thereon.

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as

#### Ordinary Resolution:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended on March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Mrs. Rupal Sunil Gupta (DIN: 00012611), Non-executive Director who retires by rotation and being eligible, seeks re-appointment.

**Explanation:** Based on the terms of appointment, executive and non-executive directors are subject to retirement by rotation. Mrs. Rupal Sunil Gupta (DIN: 00012611), Non-executive Director who was appointed as Non-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 Mrs. Rupal Sunil Gupta (DIN: 00012611), Non-executive Director is required to retire by rotation, she would need to be reappointed as such. Therefore, shareholders are requested 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 other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mrs. Rupal Sunil Gupta (DIN: 00012611), Non-executive Director as such, to the extent that she is required to retire by rotation.”

### Special Business:

3. **Re-appointment of Dr. Sunil Sitaram Gupta (DIN 00012572) as Managing Director of the Company.**

To consider and if thought fit, to pass, with or without modifications, following resolutions as **SEPCIAL RESOLUTIONS:**

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Sunil Sitaram Gupta (DIN 00012572) as Managing Director for further period of five (5) years w.e.f. August 10, 2023, 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 Sitaram Gupta;

**RESOLVED FURTHER THAT,** subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Dr. Sunil Sitaram Gupta (DIN 00012572) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution and 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 Sitaram Gupta as Managing Director;

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

**Registered office:**

Survey No. 275, At & Post: Dhanap N.  
H. No. 8, Opp. Ambemata Temple  
Gandhinagar 382355

For and on behalf of Board of Directors

**Bloom Dekor Limited**  
CIN: L20210GJ1992PLC017341

**Date:** June 22, 2023

**Place:** Ahmedabad

**Tushar Donda**  
**Company Secretary**

**NOTES TO SHAREHOLDERS FOR AGM:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022 and Circular No. 10/2022 dated December 12, 2022 and ("MCA Circular") and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting "AGM" venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

The detailed procedure for participation in the meeting through VC/OAVM is as per note given at the end of Notice and available at the Company's website [www.bloomdekor.com](http://www.bloomdekor.com). The deemed venue for the AGM shall be the Registered Office of the Company.

- The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Annual General Meeting ("AGM") are annexed to this Notice.
- Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting 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 their registered email address to [csanandlavingia@gmail.com](mailto:csanandlavingia@gmail.com) with copies marked to the Company at [redressal@bloomdekor.com](mailto:redressal@bloomdekor.com) and to National Securities Depository Limited (NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice of AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at [www.bloomdekor.com](http://www.bloomdekor.com) and the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice can also be accessed from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

- (a) In case shares are held in physical mode, please provide 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 redressal@bloomdekor.com.
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to redressal@bloomdekor.com.
  - (c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
  - (d) In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
  - (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited ("PSIPL"), having its office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011, by following the due procedure.
8. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
  9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at redressal@bloomdekor.com on or before July 7, 2023 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
  11. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
  12. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, July 11, 2023 to Monday, July 17, 2023 (both days inclusive) for the purpose of Thirty Second AGM and same will be re-opened from Tuesday, July 18, 2023 onwards.
  13. 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.
  14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies 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 Company or Company's Registrars and Transfer Agents, PSIPL for assistance in this regard.
  15. Members are requested to intimate changes, if any, pertaining to their name, 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., to their DPs in case the shares are held in electronic form and to PSIPL in case the shares are held in physical form.
  16. 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. Members can contact their DP in case the shares are held in electronic form and to PSIPL in case the shares are held in physical form.
  17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or 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.

18. 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.
19. Members are requested to note that, dividends which is not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, have been transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also transferred to the demat account of the IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

The Details of Shareholders whose Dividend were unpaid or unclaimed are uploaded on the Website of the Company at www.bloomdekor.com.

**20. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE 32<sup>ND</sup> ANNUAL GENERAL MEETING THROUGH VC/OAVM:**

- i. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
- ii. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, July 11, 2023 to Monday, July 17, 2023 (both days inclusive) for the purpose of Thirty Second AGM and same will be re-opened from Tuesday, July 18, 2023 onwards. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, July 10, 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, July 10, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on 9:00 A.M. on Friday, July 14, 2023 and will end on 5:00 P.M. on Sunday, July 16, 2023. During this period, the members of the Company holding shares as on the Cut-off date i.e. Monday, July 10, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Monday, July 10, 2023.
- vii. The Company has appointed CS Anand S Lavingia, Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

**INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

**The remote e-voting period begins on 9:00 A.M. on Friday, July 14, 2023 and will end on 5:00 P.M. on Sunday, July 16, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1. Access to NSDL e-Voting system.**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are 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></li> <li>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="624 1101 1001 1319" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL</li> </ol>

Type of shareholders	Login Method
	<p>website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with 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> contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

**For Members who hold shares in demat account with NSDL.**

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

**For Members who hold shares in demat account with CDSL.**

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

**For Members holding shares in Physical Form.**

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2. Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csanandlavingia@gmail.com](mailto:csanandlavingia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [redressal@bloomdekor.com](mailto:redressal@bloomdekor.com). The same will be replied by the company suitably.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



**CONTACT DETAILS**

<b>Company</b>	<b>BLOOM DEKOR LIMITED</b> Survey No. 275, At & Post: Dhanap N. H. No. 8, Opp. Ambemata Temple Gandhinagar 382355 <b>Tel :</b> +91 - 79 - 2684 1916/17; <b>Fax:</b> +91 - 79 - 2684 1914 <b>Email:</b> redressal@bloomdekor.com; <b>Web:</b> www.bloomdekor.com
<b>Registrar and Transfer Agent</b>	<b>PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED</b> 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai - 400 011, Maharashtra <b>Tel:</b> +91 - 22 - 23012517 / 8261; <b>Email:</b> support@purvashare.com; <b>Web:</b> www.purvashare.com
<b>E-Voting Agency &amp; VC / OAVM</b>	<b>Email:</b> evoting@nsdl.co.in <b>NSDL help desk:</b> +91 - 22 - 4886 7000 and +91 - 22 - 2499 7000
<b>Scrutinizer</b>	Mr. Anand S Lavingia <b>Email:</b> csanandlavingia@gmail.com; <b>Tel No.:</b> +91 79 - 4005 1702

**Re-appointment of Dr. Sunil Sitaram Gupta (DIN 00012572) as Managing Director of the Company: SPECIAL RESOLUTION**

The Board of Directors of the Company, in their Meeting held on August 10, 2018, had appointed Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company for a period of 5 years w.e.f. August 10, 2018. The terms and conditions of appointment and remuneration of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company was also approved by the Members of the Company in their Annual General Meetings held on September 22, 2018 and September 02, 2022 respectively.

The present term of Dr. Sunil Gupta is expiring on August 9, 2023. The Board of Directors, in their Board Meeting held on June 22, 2023, has re-appointed Dr. Sunil Gupta as Managing Director of the Company w.e.f. August 10, 2023 for a period of five years. The Nomination and Remuneration Committee has also recommended his appointment. The Nomination and Remuneration Committee and Board of Directors has noted that the Company has not made any default in repayment of dues to the Bank.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Dr. Sunil Gupta (DIN 00012572), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act 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) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the re-appointment of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolutions.

**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 had started 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:**

(₹ in Lakh)

Particulars	F.Y. 2022-23	F.Y. 2021-22
Revenue from operations	1,097.22	2,141.30
Other Income	10.98	4.07
<b>Total Income</b>	<b>1,108.20</b>	<b>2,145.38</b>
Operating expenditure before Finance cost, depreciation and amortization	1,519.13	4,140.41
<b>Earnings before Finance cost, depreciation and amortization (EBITDA)</b>	<b>(410.93)</b>	<b>(1,995.03)</b>
Less: Finance costs	18.53	481.96
Less: Depreciation and amortization expense	68.78	142.55
<b>Profit / (Loss) before tax</b>	<b>(498.24)</b>	<b>(2,619.54)</b>
Less: Tax expense	(748.71)	(599.23)
<b>Profit / (Loss) after tax</b>	<b>2,146.70</b>	<b>(2,020.31)</b>

**Foreign investments or collaborations, if any:** No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2023, total holding of NRI Shareholders was 940842 Equity Shares.

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**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 resigned w.e.f. closing business hours of August 9, 2018. Since then, he is acting as Managing Director of the Company.

**Past Remuneration:** In the financial year 2022-23, Dr. Sunil Gupta (DIN 00012572) was paid total remuneration and perquisite of ₹ 36.99 Lakh for serving the Company as Managing Director.

**Recognition or awards:** The Company has been adjudged as the Second Highest 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 (DIN 00012572) 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, 2023.

**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 ₹ 5,00,000/- 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, 2024.

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 Mrs. Rupal Gupta (being Spouse) and to the extent of i) the payment of rent by the Company to him for the usage of corporate office of the Company and ii) Receipt of unsecured loan and payment of interest thereon.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment specified above are now being submitted to the Members for their approval.

The Board of Directors recommends the Special Resolutions at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Dr. Sunil Gupta (DIN 00012572) himself and Mrs. Rupal Gupta and their 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.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

**Registered office:**

Survey No. 275, At & Post: Dhanap N.  
H. No. 8, Opp. Ambemata Temple  
Gandhinagar 382355

For and on behalf of Board of Directors  
**Bloom Dekor Limited**  
CIN: L20210GJ1992PLC017341

**Date:** June 22, 2023

**Place:** Ahmedabad

**Tushar Donda**  
Company Secretary

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE 32<sup>ND</sup> ANNUAL GENERAL MEETING**

*(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015 and Secretarial Standard II)*

<b>Name</b>	<b>Mrs. Rupal Sunil Gupta</b>	<b>Dr. Sunil Gupta</b>
<b>Date of Birth</b>	October 15, 1961	December 6, 1958
<b>Qualification</b>	B.Com	M.B.B.S. Doctor
<b>Experience - Expertise in specific functional areas - Job profile and suitability</b>	She has around 20 years of experience of general administration.	He is M.B.B.S. Doctor. He was the Managing Director of the Company and has shouldered the responsibilities of managing the affairs of the Company. Dr. Sunil Gupta is responsible for managing the Company subject to the superintendence, control and direction of the Board of Directors.
<b>No. of Shares held</b>	5,42,959 Equity Shares	21,89,480 Equity Shares
<b>Terms &amp; Conditions</b>	Appointment shall be subject to liable for retire by rotation.	As per Explanatory Statement for Item No. 3
<b>Remuneration paid in FY 2022-23</b>	Not Applicable	₹ 36.99 Lakh (including perquisite)
<b>Remuneration sought to be paid</b>	Not Applicable	As per Explanatory Statement for Item No. 3
<b>Number of Board Meetings attended during the FY 2022-23</b>	2 out of 5	5 out of 5
<b>Date of Original Appointment</b>	June 30, 2020	March 23, 1992 (Refer Note hereunder)
<b>Date of Appointment in current terms</b>	September 25, 2020	August 10, 2018
<b>Directorships held in other public companies*</b>	Nil	Nil
<b>Memberships / Chairpersonships of committees of public companies**</b>	Nil	Membership - 2 Committees
<b>Inter-se Relationship with other Directors.</b>	Mrs. Rupal Gupta is spouse of Dr. Sunil Gupta, Managing Director of the Company.	Dr. Sunil Gupta is spouse of Mrs. Rupal Gupta, Non-Executive Director of the Company

\* Excluding foreign companies, Section 8 companies and Struck off Companies

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

**Note:**

Dr. Sunil Gupta is acting as a Director since incorporation of the Company. He ceased to be Managing Director w.e.f. September 13, 2017. Later on he was appointed as Chief Executive Officer of the Company w.e.f. September 29, 2017 and tendered resignation from the post w.e.f. August 9, 2018. Presently he is acting Managing Director since August 10, 2018.