

# BLOOM DEKOR LIMITED

CIN: L20210GJ1992PLC017341

**Regd. Office:** Block No. 267, Village: Oran, Tal: Prantij, N.H. 8, Dist. Sabarkantha, North Gujarat – 383 205

**Corporate Office:** 2/F, Sumel, Sarkhej – Gandhinagar Highway Road,

Opp. GNFC Info Tower, Thaltej, Ahmedabad - 380 059

**Telephone:** + 91 79 – 2684 1916 / 17; **Website:** www.bloomdekor.com; **Email:** redressal@bloomdekor.com



## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“the rules”) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, Notice is hereby given that the resolution appended to this notice is proposed to be passed by the members as Special Resolutions through remote electronic voting (remote e-voting).

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (the “MCA Circulars”) and in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through remote e-voting system.

The Board of Directors of the Company proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolutions appended below. Proposed resolutions, along with explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only.

The remote e-voting facility is available at the link: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from Friday, January 28, 2022 (09:00 A.M.) and will end on Saturday, February 26, 2022 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out. Only members entitled to vote (Refer to Point 3 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility provided the Company through NSDL.

The board of directors of the company has appointed CS Anand Lavingia, Company Secretary in Practice (ACS 26458 and CP No. 11410) as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by means of remote e-voting will be announced on or before Monday, February 28, 2022 at the Registered Office of the Company and also by placing the same on the company’s website - [www.bloomdekor.com](http://www.bloomdekor.com) and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

### Registered Office:

Block No. 267, Village: Oran,  
Tal: Prantij, N.H. 8, Dist. Sabarkantha,  
North Gujarat – 383 205

**By order of the Board of Directors,  
Bloom Dekor Limited**

Sd/-

**Dr. Sunil Gupta  
Managing Director  
DIN: 00012572**

**Place :** Ahmedabad  
**Date :** January 24, 2022

**Address:** 9, Sector-3, Kalhaar Bunglow, Behind Shilaj  
Village, Bopal, Ahmedabad – 380 058

## SPECIAL BUSINESS

### Item No. 1:

#### To sell / transfer / dispose off the Fixed Assets of the Company either in full or part:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**;

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the BSE Limited where the shares of the Company are listed, and subject to such other approvals, consents and permissions required from the appropriate authorities or any of other person(s) including bodies corporate / Banks / Institutions to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off the Fixed Assets located at its Plot No. 267, N.H. 8, Village Oran, Tal. Prantij, North Gujarat, Sabarkantha, Gujarat, 383205 (“Undertaking”), together with all specified tangible assets, including land, Buildings, plant and machinery and other assets lying thereon in relation to the Undertaking, the concerned licenses, permits, consents, approvals, on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to any interested buyer including Public / Private Company / Person / Partnership Firm /Asset Reconstruction Company / Bodies Corporate ( “prospective buyer(s)”) on such terms and conditions as may be deemed fit by the Board;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sell / transfer / dispose off the Undertaking as they may in their absolute discretion deem fit;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

#### Registered Office:

Block No. 267, Village: Oran,  
Tal: Prantij, N.H. 8, Dist. Sabarkantha,  
North Gujarat – 383 205

**By order of the Board of Directors,  
Bloom Dekor Limited**

Sd/-

**Dr. Sunil Gupta  
Managing Director  
DIN: 00012572**

**Place :** Ahmedabad  
**Date :** January 24, 2022

**Address:** 9, Sector-3, Kalhaar Bunglow, Behind Shilaj  
Village, Bopal, Ahmedabad – 380 058

# BLOOM DEKOR LIMITED

CIN: L20210GJ1992PLC017341

**Regd. Office:** Block No. 267, Village: Oran, Tal: Prantij, N.H. 8, Dist. Sabarkantha, North Gujarat – 383 205

**Corporate Office:** 2/F, Sumel, Sarkhej – Gandhinagar Highway Road,

Opp. GNFC Info Tower, Thaltej, Ahmedabad - 380 059

**Telephone:** + 91 79 – 2684 1916 / 17; **Website:** www.bloomdekor.com; **Email:** redressal@bloomdekor.com



## Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolutions are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, January 21, 2022 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, January 21, 2022.
4. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, 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) to redressal@bloomdekor.com.
  - (c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - (d) 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 Shareregistry (India) Private Limited, having its office at Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lowe Parel (E), Mumbai, Maharashtra - 400 011 (Tel: +91 22 – 2301 2517 / 8261), by following the due procedure.
  - (e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company’s Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Mr. Tushar Donda, Company Secretary with respect to the voting by remote electronic means at: Email id: redressal@bloomdekor.com or to NSDL at evoting@nsdl.co.in.
6. The members have to vote through remote e-voting platform only.
7. The Portal for remote E-voting will remain open for the Members for exercising their remote e-voting during Friday, January 28, 2022 (09:00 A.M.) to Saturday, February 26, 2022 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, January, 2022 (‘cut-off date’), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.

9. The Scrutinizer's decision on the validity of the voting shall be final.
10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.bloomdekor.com and e-voting website viz. www.evoting.nsdl.com and at the corporate announcement sections of the websites of the BSE Limited on which the equity shares of the Company are listed.
11. The Board of Directors have appointed CS Anand Lavingia, Company Secretary in Practice (COP No. 11410) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
12. The Resolutions will be taken as passed effectively on Saturday, February 26, 2022, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolutions, had received assenting to the Resolution. The result of the voting will be declared on or before Monday, February 28, 2022 at the Registered Office / Corporate Office of the Company. The result of the voting will also be posted on the Company's website www.bloomdekor.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
13. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
14. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members.

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agent of the Company.

## INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

### Step 1: Access to NSDL e-voting system:

#### A) Login method for e-Voting 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
Individual Shareholders holding securities in demat mode with NSDL.	A. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.



- B. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS” Portal or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- C. 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. 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 sixteendigitdemat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

---

**Individual Shareholders holding securities in demat mode with CDSL**

- A. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- B. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- C. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- D. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

---

**Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

---

**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 toll free no.: 1800 1020 990 and 1800 22 44 30
<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> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method 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?**

- 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.
- 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, 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.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****
c) 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***

# BLOOM DEKOR LIMITED

CIN: L20210GJ1992PLC017341

**Regd. Office:** Block No. 267, Village: Oran, Tal: Prantij, N.H. 8, Dist. Sabarkantha, North Gujarat – 383 205

**Corporate Office:** 2/F, Sumel, Sarkhej – Gandhinagar Highway Road,

Opp. GNFC Info Tower, Thaltej, Ahmedabad - 380 059

**Telephone:** + 91 79 – 2684 1916 / 17; **Website:** www.bloomdekor.com; **Email:** redressal@bloomdekor.com



E. 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'?
  - 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'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

F. 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.

G. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

H. Now, you will have to click on "Login" button.

I. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system:

### How to cast your vote electronically 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.
- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 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**

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 with a copy marked to evoting@nsdl.co.in.

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 to reset the password.

In case of any query relating to remote e-voting you may refer the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800224430 or send a request at evoting@nsdl.co.in.



# BLOOM DEKOR LIMITED

CIN: L20210GJ1992PLC017341

**Regd. Office:** Block No. 267, Village: Oran, Tal: Prantij, N.H. 8, Dist. Sabarkantha, North Gujarat – 383 205

**Corporate Office:** 2/F, Sumel, Sarkhej – Gandhinagar Highway Road,

Opp. GNFC Info Tower, Thaltej, Ahmedabad - 380 059

**Telephone:** + 91 79 – 2684 1916 / 17; **Website:** www.bloomdekor.com; **Email:** redressal@bloomdekor.com



## EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

### Item No. 1:

#### **To sell / transfer / dispose off the Fixed Assets of the Company either in full or part: SPECIAL RESOLUTIONS**

During the last few years, in light of the changing economic scenario and due to increasing competitive environment particularly from the unorganized sector, the Company faced huge reduction in the demand for Products of the Company. Several initiatives such as launching of new products, substantial improvements in quality and service, cost reduction etc. were taken in the past. However, the performance of the Company did not improve.

Because of reduction in the demand for the Products of the Company, the capacity utilization of the Company was reduced substantially which resulted into high fixed overheads. On the other hand, the interest burden on credit facilities utilized by the Company was increasing. Moreover, lock down announced by the Government of India in the 2020-21 and subsequent Waves of the Covid 19 Pandemic have badly impacted the financial health of the Company. Over the years, high cost of productions and administration and reductions in the demand of the Products have resulted into huge losses. The Debt Burden has also been mounting and the account of the Company with its Banker Punjab National Bank has become Non-performing.

Accordingly, after considering various options, the Board has decided to sell / transfer / dispose off the Undertaking in the overall best interest of all the stakeholders and repay entire borrowing of Punjab National Bank as well as other Institutional Borrowings so as to make the Company Debt Free. However, the Company will continue its Business in the form of trading activities under its Own Brands and also getting the products manufactured on outsourcing basis.

The Board of Directors of the Company, at its meeting held on 24<sup>th</sup> day of January, 2022 has approved selling / transferring / disposing off the Fixed Assets located at its Plot No. 267, N.H. 8, Village Oran, Tal. Prantij, North Gujarat, Sabarkantha, Gujarat, 383205 ("Undertaking"), together with all specified tangible assets, including land, Buildings, plant and machinery and other assets lying thereon in relation to the Undertaking, the concerned licenses, permits, consents, approvals on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to any interested buyer including Public / Private Company / Person / Partnership Firm / Asset Reconstruction Company / Bodies Corporate ( "prospective buyer(s)") on such terms and conditions as may be deemed fit by the Board. The net proceeds from the sale of the Undertaking will be utilized to repay the existing loans / credit facilities availed from the Punjab National Bank and also institutional debt so as to make the Company Debt Free.

The Company has initiated the process of identifying Potential Buyers and the Closing of the Transaction is conditional inter alia upon passing of this Special Resolution by the shareholders of the Company and receipt of all the required approvals from appropriate authorities or any of other person(s) including bodies corporate / Punjab National Bank to the extent applicable and necessary. The Company will be keeping the Members informed about the progress on the Proposed Transaction as soon as the Arrangement with any potential Investor is firmed up.

The Member of the Company are requested to take note that since, Punjab National Bank has charge, by way of Mortgage and Hypothecation, over the assets lying at Plot No. 267, N.H. 8, Village Oran, Tal. Prantij, North Gujarat, Sabarkantha, Gujarat, 383205, the above mentioned transactions will be effected only after the Company receives the approval for the sell / transfer / dispose off the Undertaking from the Punjab National Bank.

The Board of Directors of the Company has approved the proposal to sell / transfer / dispose off the Undertaking as above, to any interested Buyer including any Public / Private Company / Person / Partnership Firm / Asset Reconstruction Company / Bodies Corporate (“prospective buyer(s)”) on such terms and conditions as may be deemed fit by the Board.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolutions as set out in the accompanying Notice is now being placed before the members for their approval.

Your Directors recommend the passing of the resolution as Special Resolutions.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolutions.

**Registered Office:**

Block No. 267, Village: Oran,  
Tal: Prantij, N.H. 8, Dist. Sabarkantha,  
North Gujarat – 383 205

**By order of the Board of Directors,  
Bloom Dekor Limited**

Sd/-

**Dr. Sunil Gupta  
Managing Director  
DIN: 00012572**

**Place :** Ahmedabad  
**Date :** January 24, 2022

**Address:** 9, Sector-3, Kalhaar Bungalow, Behind  
Shilaj Village, Bopal, Ahmedabad – 380 058