



# **Bloom Industries Limited.**

**36<sup>th</sup>**



## **Annual Report**

### **2024-2025**

**BOARD OF DIRECTORS**

MR. RAJENDRA PRASAD GUPTA	NON EXECUTIVE DIRECTOR, CHAIRMAN
MR. AKASH GUPTA	WHOLE TIME DIRECTOR
MR. VIKASH GUPTA	NON EXECUTIVE DIRECTOR
MR. SRIKANT MUNDHRA	INDEPENDENT DIRECTOR
MR. AJAY KUMAR SINHA	INDEPENDENT DIRECTOR
MRS. PARUL JOHARI	INDEPENDENT DIRECTOR

**COMPANY SECRETARY**

Ms. Priya Bhatler

**CHIEF FINANCIAL OFFICER**

Mrs. Purna Niganiya

**REGISTERED OFFICE**

Plot No. P-25, Civil Township,  
Rourkela, Sundergarh,  
Odisha – 769004  
CIN: L27200OR1989PLC036629.  
Web: [www.bloom-industries.com](http://www.bloom-industries.com)  
Email: [bloomindustriesltd@gmail.com](mailto:bloomindustriesltd@gmail.com)

**BANKERS**

State Bank of India

**AUDITORS**

**Tibrewal Chand & Co.,**  
Chartered Accountants, Rourkela

**REGISTRAR & SHARE TRANSFER AGENT**

**Purva Sharegistry (India) Pvt. Ltd.**  
Unit No.9, Shiv Shakti Industrial Estate  
J.R. Boricha Marg, Lower Parel (E),  
Mumbai-400 011  
Tel: 022-4961-4132, 3522-0056  
Email: [support@purvashare.com](mailto:support@purvashare.com)



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

### **NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 36<sup>th</sup> Annual General Meeting (“AGM”) of the members of **BLOOM INDUSTRIES LIMITED** (CIN : L27200OR1989PLC036629) (**‘the Company’**) will be held on Tuesday 23<sup>rd</sup> September, 2025 at 12:30 P.M through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) to transact the following businesses:

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#### **ORDINARY BUSINESS:**

**1. Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.

**2. Re-appointment of Director**

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



#### **SPECIAL BUSINESS:**

**3. Appointment of M/s. Gopinath Nayak & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, **M/s Gopinath Nayak & Associates, Practicing Company Secretaries (UIN: P2004OR047900 )** be and are hereby appointed as Secretarial Auditor of the Company, to hold office for a term of five consecutive years (FYs 2025-26 to 2029-30) from the conclusion of 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2030, at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditor of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit.”

**4. Continuation of Tenure of Mr. Ajay Kumar Sinha (DIN: 10246699) as Non-Executive Independent Director upon attaining the age of 75 years.**

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Ajay Kumar Sinha (DIN: 10246699), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years on the same terms and conditions as already approved by the Members.

**“RESOLVED FURTHER THAT** Mr. Ajay Kumar Sinha (DIN-10246699) appointed as Non-Executive Independent Director, upon attaining the age of 75 years therefore recommends the passing of the special resolution and the consent and approval of the Shareholders is sought for continuation of his tenure.

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

**5. Approval for Material Related Party Transaction(s) under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) 2015:**

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 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis the approval and based on the recommendation of Audit Committee and the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board for entering into and / or carrying out Material Related Transaction(s)/ contracts / arrangements or modification(s), alteration or amendments of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with following, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2025-2026 and shall be valid up to the date of next AGM on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis;

Sr. No.	Name of the Related Party	Relationship	Nature of transaction	Transaction Amount in INR
1.	Shivom Minerals Limited	Promoter Group Company	Material/Services Purchases & Sales	15 Cr.

**“RESOLVED FURTHER THAT** the Board of Directors (Including any committee thereof) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**“RESOLVED FURTHER THAT,** a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary of the Company.”

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

Sd/-

**(Akash Gupta)**

**Whole Time Director**

**DIN: 01326005**

**Place: Rourkela**

**Date: 26/08/2025**


**Registered Office:**

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



**Notes:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include

- large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
  6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.bloom-industries.com](http://www.bloom-industries.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
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8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 20/09/2025 at 09:00 AM and ends on 22/09/2025 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16/09/2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to the above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to 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.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

	<p>4) Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div> <p>5) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>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

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID:-
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant [BLOOM INDUSTRIES LIMITED](#) on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [bloomindustriesltd@gmail.com](mailto:bloomindustriesltd@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

- respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Two days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at bloomindustriesltd@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Two days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at bloomindustriesltd@gmail.com. These queries will be replied to by the company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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

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

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

<b>Name of Director</b>	Vikash Gupta
<b>DIN :</b>	01326705
<b>Date of Birth</b>	30-Nov-1980 (Age:44 years)
<b>Date of Appointment:</b>	08/11/2017
<b>Qualifications:</b>	Bachelors of Business Management
<b>Brief Resume and Expertise in specific functional areas and Experience:</b>	He joined the business league in 2005, by constantly bringing in innovative means to take his group to the much greater horizon, his hands on approach goes a long way in ensuring that the company receives and gives out only the very best at every point in time. He has earned a status of thorough professional among distinguish client and business associates. He is highly revered for his practical approach to every problem and his work. Under his able guidance and leadership, the Company anticipates to achieve high growth in near future. Currently he is the Managing Director of an Unlisted Company, having the power of management of the whole or substantially the whole of the affairs of the Company and has been instrumental in giving direction to the entire team of and been responsible for monitoring their performance on regular basis. More than 20 years of Experience.
<b>Directorship in other Companies</b>	Shivom Minerals Limited
<b>Chairmanship/Membership of Committees in other Companies</b>	Shivom Minerals Limited- CSR Committee (Chairman) Stakeholder Relationship Committee (Member)
<b>Listed entities from which resigned in past three years</b>	NA
<b>Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	Son of Mr. Rajendra Prasad Gupta (NED, Chairman, Promoter) & Brother of Mr. Akash Gupta (WTD, Promoter)  The Company does not have a Manager
<b>Remuneration:</b> <b>(i) Last drawn</b> <b>(ii) proposed to be paid</b>	Nil Nil
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	10,47,700
<b>Number of Meetings of the Board attended during the year</b>	6 out of 6 meetings held during the F.Y. 2024-25 (he was entitled to attend all the 6 Board Meetings held during the year under review)
<b>Terms &amp; Conditions of appointment/re-appointment</b>	Appointed as a Non-Executive Director, liable to retire by rotation
<b>In case of Independent Director, Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	N.A.

None of the other Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rajendra Prasad Gupta, NED Chairman, who is also father of Mr. Vikash Gupta and Mr. Akash Gupta, Whole Time Director, Brother of Mr. Vikash Gupta are concerned or interested, financially or otherwise, in the Agenda Item No.2 of the accompanying Notice of 36th Annual General Meeting. Accordingly, the Board recommended his re-appointment.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.3**

Securities and Exchange Board of India (“SEBI”) vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024, has amended Regulation 24A of Listing Regulations. As per the said amendment to Regulation 24A of the Listing Regulations, which came into effect from 01 April 2025, the appointment of Secretarial Auditor shall be approved by the Members at the AGM of the Company and the tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice, should be for a maximum of one (1) term of five (5) consecutive years or in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31 March 2025 shall not be considered for the purpose of calculating the tenure under Regulation 24A of the SEBI Listing Regulations. Pursuant to the above requirement and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 6, 2025, considering the expertise has proposed to the Members of the Company the appointment of “M/s Gopinath Nayak & Associates”, Company Secretaries (UIN:P2004OR047900) a peer reviewed firm, as Secretarial Auditor of the Company for a period of five consecutive financial years (2025-26 to 2029-30), i.e. from the conclusion of 36<sup>th</sup> Annual General Meeting until the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the year 2030 in terms of Regulation 24A of the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 (“SEBI Circular”) read with provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Company has received written consent from M/s Gopinath Nayak & Associates and a certificate that they satisfy the qualification criteria provided under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 (“SEBI Circular”) and that the appointment, if made, shall be in accordance with the applicable provisions of the Act, Rules framed thereunder, SEBI Listing Regulations, SEBI Circular and other applicable circulars, if any, in this regard. The firm has agreed to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditor of the Company and have not incurred any of the disqualifications as specified vide the said SEBI Circular.

### **Brief Profile & Credentials:**

“M/s. Gopinath Nayak & Associates” is a firm of Practicing Company Secretaries lead by CS Gopinath Nayak, Practicing Company Secretary and a Senior Partner of the firm. Mr. Nayak is a member of the Institute of Company Secretaries of India since 2004 and is having more than 20 years of extensive experience in company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs.

The Firm comprises of competent team members and associates having expertise in legal, secretarial, financial and other allied subjects. The Firm leverages a modern infrastructure, competent staff and a network of associates across India to meet the dynamic evolving needs of the corporate world. The firm is having the Peer Review Certificate from the Institute of Company Secretaries of India.

**Terms of Appointment:**

Appointment is proposed for a period of five consecutive financial years (2025-26 to 2029-30), i.e., from the conclusion of 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2030, with the approval of the shareholders of the Company in the 36th Annual General Meeting of the Company, as Secretarial Auditor of the Company at a remuneration of Rs.10,000/- (Rupees Ten Thousands) plus out of pocket expenses at actuals, for each financial year subject to revision as mutually agreed between the Board and the Auditors in due course during the tenure of appointment. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.

Considering the expertise and profile of the firm, the resolution for appointment of the firm is proposed for approval of the members of the Company.

None of the Directors or Key Managerial Personnel and/or their relatives in any way, financially or otherwise, is interested or deemed to be interested in the proposed resolution.

The Board recommends passing of the Resolution as set out under Item No. 3 of the Notice for approval by the Members of the Company as an Ordinary Resolution.

**Item No. 4**

The Board of Directors of the Company had at their Meeting held on August 11, 2023 appointed Mr. Ajay Kumar Sinha as an Additional Director (Independent) and the members of the Company at their 34<sup>th</sup> Annual General Meeting (AGM) held on September 7, 2023, approved the appointment of Mr. Ajay Kumar Sinha as a Non-Executive Independent Director. Mr. Ajay Kumar Sinha shall be attaining the age of 75 years and for his continuation as Non-Executive Independent Director special resolution is required to be passed.

Mr. Ajay Kumar Sinha is eligible and not disqualified from continuing as Independent Director in terms of Section 164 of the Act and have consented to continue to act as Non -Executive Independent Director of the Company.

The Company has received the followings from Mr. Ajay Kumar Sinha:

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

Mr. Ajay Kumar Sinha has more than 50 years of practical experience in the sales & marketing sector. He has worked in the Cement Sector for over 40 years. During his early career, he led various Cement Industries like Kalyanpur Cements Ltd, Cement Corporation of India, ACC Ltd, Shiva Cement Limited.

While recommending the continuation of appointment of Mr. Ajay Kumar Sinha as Independent Director on the Board, the Nomination and Remuneration Committee took into consideration his performance evaluation by the Board which includes – qualification, knowledge and competency,

fulfilment of functions, commitment, contribution and integrity along with his rich experience in Cement Sector. Further, the Committee also noted that the skills, expertise and knowledge possessed by Mr. Ajay Kumar Sinha were in alignment with the skills, expertise and knowledge identified by the Committee and the Board, for the Directors of the Company.

Further, the Board of Directors of the Company at its meeting held on August 26, 2025, on the recommendation of the Nomination and Remuneration Committee, recommended to the members of the Company for continuation of tenure of Mr. Ajay Kumar Sinha as Non-Executive Independent Director upon attaining the age of 75 years.

The resolution seeks the approval of members for the continuation of Mr. Ajay Kumar Sinha as a Non-Executive Independent Director upon attaining the age of 75 years of the Company pursuant to Sections 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

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

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

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

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

**Continuation of Tenure of Mr. Ajay Kumar Sinha as an Independent Director upon attaining the age of 75 years.**

<b>Name of Director</b>	Ajay Kumar Sinha
<b>DIN :</b>	10246699
<b>Date of Birth:</b>	30-Jan-1951 (Age: 74 Years)
<b>Date of Appointment on the Board:</b>	11/08/2023
<b>Qualifications:</b>	B.A.(Political Science) M.A. (Political Science) M.B.A
<b>Brief Resume and Expertise in specific functional areas and Experience:</b>	Mr. Ajay Kumar Sinha has more than 50 years of practical experience in the sales & marketing sector. He has worked in the Cement Sector for over 40 years. During his early career, he led various Cement Industries like Kalyanpur Cements Ltd, Cement Corporation of India, ACC Ltd, Shiva Cement Limited.
<b>Directorship in other Companies</b>	Nil

<b>Chairmanship/Membership of Committees in other entities</b>	Nil
<b>Listed entities from which resigned in past three years</b>	Nil
<b>Disclosure of Relationship with other Directors, Manager &amp; Key Managerial Personnel of the Company</b>	N.A.
<b>Details of Last Drawn Remuneration: (FY 2024-25)</b>	Nil (Only entitled to sitting fees as determined by the Board from time to time).
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	6 out of 6 meetings held during the F.Y.2024-25 (he was entitled to attend all the 6 Board Meetings held during the year under review)
<b>Terms &amp; Conditions of appointment/ re-appointment</b>	Continuation as Independent, Non- Executive Directorship beyond the age of 75 years.
<b>In case of Independent Director, Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Sales & Marketing

#### Item No.5

#### **Approval for Material Related Party Transaction(s) under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) 2015:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore(Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution.

Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of

the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis. The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on Thursday, May 22, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Moreover, the estimated value of the transaction(s) with following parties relating to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company for an amount during the financial year 2025-26 are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76), 2(77) of The Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2 (zd) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Shareholders' approval sought for the Material Related Party Transactions to be entered for the FY 2025-26 as given in Item No. 5 shall be valid up to the date of next AGM.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 5.

None of the Directors or Key Managerial Personnel / Promoter of the Company are deemed to be concerned or interested in resolution no. 5 of this Notice except to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

**Information required to be disclosed in the Explanatory Statement for Item Nos. 5 pursuant to the SEBI Master Circular No. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

Sr. No	DESCRIPTION	PARTICULARS
1	Name of the related party	<b>Shivom Minerals Limited</b>
2	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter Group Company;
3	Type of the proposed transaction	Purchase & Sales
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	One Year
5	Particulars of the proposed transaction	Material/Services Purchases & Sales
6	Value of the proposed transaction (INR)	15 Cr.
7	Name of Director(s) or Key Managerial Personnel who is related, if any.	None
8	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	63.67%
<b>Following additional disclosures to be made in case of loans, inter - corporate deposits, advances or investments made or given</b>		
9	(i) details of the source of funds in connection with the proposed transaction,	-
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness. • cost of funds; and • tenure.	-
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security and	-
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	-
10	Justification as to why the RPT is in the interest of the listed entity.	-
11	A copy of the valuation or other external party report, if any such report has been relied upon.	-
12	Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	-
13	Any other information that may be relevant.	-

Place: Rourkela  
Date: 26/08/2025

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

**By Order of the Board**  
Sd/-  
Akash Gupta  
DIN: 01326005  
Whole Time Director

Name & Registered Address  
of Sole/First named Member:  
Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

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

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday, 23<sup>rd</sup> September, 2025 at 12:30 P.M. at the Registered Office of the Company at Plot No. P-25, Civil Township, Rourkela- 769 004 (Odisha) and at any adjournment thereof.

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

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b> <input type="text"/>	<b>PASSWORD</b>
250826042		

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

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
20 <sup>th</sup> September, 2025 at 09:00 A.M. (IST)	22 <sup>nd</sup> September, 2025 at 5:00 P.M. (IST)

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

Date: 26/08/2025  
Place: Rourkela

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

**Registered Office:**

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

**CERTIFICATION BY CFO OF THE COMPANY**

A. We have reviewed Financial Statements and the Cash Flow statement for the year ended 31-Mar-2025 and that to the best of our knowledge and belief;

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements; and
  - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
- E. We further declare that all Board members and Senior Management personnel have affirmed compliance with the Code of Conduct of the Company during the year under review

Place: Rourkela  
Date: 26/08/2025

Sd/-  
Akash Gupta  
Whole Time Director  
DIN: 01326005

Sd/-  
Prerna Niganiya  
Chief Financial Officer

**Note:** The Company is not having a Chief Executive Officer or Managing Director.

**DIRECTORS' REPORT**

Dear Members,

We are pleased to present the 36<sup>th</sup> Annual Report and the Audited Statements of Accounts of the Company for the year ended 31<sup>st</sup> March, 2025.

**FINANCIAL PERFORMANCE**

<b>PARTICULARS</b>	<b>Rs. In Lakhs</b>	
	<b>2024-2025</b>	<b>2023-2024</b>
Income from operation	2356.26	3007.73
Other Income	17.65	49.98
Profit before Depreciation and Exceptional Items	60.88	63.22
Less: Depreciation	0.70	-
Add/(Less): Exceptional items	-	-
Profit/ (Loss) before Tax	60.18	63.22
Less: Provision for Taxation	10.77	6.69
Profit/ (Loss) after Tax	49.41	56.53

**OPERATIONAL REVIEW**

During the financial year under review, the total income was Rs. 2373.91 Lakhs as against the income of Rs.3057.71 Lakhs in the previous financial year. The Company has earned Net Profit of Rs.49.41 Lakhs as against net Profit of Rs.56.53 in the previous financial year.

**MATERIAL CHANGES AND COMMITMENT**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year of the Company to which the Financial Statement relate and the date of this report.

**INDIAN ACCOUNTING STANDARDS**

Pursuant to the notification dated February 16, 2015 issued by the Ministry of Corporate Affairs, the Company has adopted the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standard) Rules, 2015. Accordingly, the Financial Statements have been prepared in compliance with Ind AS.

**DIVIDEND**

With a view to conserve funds for the operations of the Company your Directors have not recommended any Dividend on the Equity Shares for the Financial Year under review.

**TRANSFER TO RESERVES**

There has been no transfer to reserves in the current Financial Year under review.

**EMPLOYEE STOCK OPTION SCHEME**

No shares have been issued or allotted under any Employee Stock Option Scheme during the FY 2024-25.

## **SHARE CAPITAL**

The paid-up Equity Share capital as on 31<sup>st</sup> March, 2025 stood at Rs.696.03 Lakhs including Rs.32.03 Lakhs towards forfeited shares. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity.

## **ANNUAL RETURN**

Pursuant to Section 92(3) read with section 134(3) (a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at the website of the Company at [https://bloom-industries.com/Uploads/20250128185314262Form\\_MGT\\_7\\_2024BLOOM\\_FINAL\\_SIGNEDAL.pdf](https://bloom-industries.com/Uploads/20250128185314262Form_MGT_7_2024BLOOM_FINAL_SIGNEDAL.pdf)

## **PUBLIC DEPOSITS**

During the year under review, the Company has not accepted or renewed any deposits falling within the purview of provisions of Section 73 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirements for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.

## **LISTING WITH STOCK EXCHANGE**

The Company continue to remain listed at Bombay Stock Exchange Limited (BSE) Mumbai. The Annual listing fees for the year 2024-25 have been paid to the Stock Exchange where the Company's shares are listed.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of requirements of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), a Management Discussion and Analysis Report is attached as “**Annexure – I**” forming part of this Report.

## **NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR – NIL**

## **REPORT ON CORPORATE GOVERNANCE**

In terms of Regulation 15(2)(a) of SEBI(LODR), Regulations 2015, the compliance with the Corporate Governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and Clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V are **not applicable** to the Company as the paid up share capital of the Company is less than Rs.10 crores and its Net Worth does not exceed 25 crores as on 31<sup>st</sup> March, 2025.

## **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Particulars with respect to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of The Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2025 are as under :

**(A) POWER AND FUEL CONSUMPTION**

<b>Electricity at factory</b>	<b>2024-25</b>	<b>2023-24</b>
Purchase Unit (KWH) :	0 units	0 units
Total Amount :	Rs.0/-	Rs.0/-
Rate/ Unit :	Rs.0/-	Rs.0/-

**(B) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

No Research and Development work has been carried out by the Company and therefore, there is no expenditure on this head, or any benefit accrued from it.

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Foreign Exchange Earning during the year is Rs. NIL and Outgo Rs. NIL.

**PARTICULARS OF EMPLOYEES**

The Company does not have any employee receiving remuneration exceeding the limits specified in Section 197(12) of the Companies Act, 2013. Hence the requirements as specified in Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

Disclosure pertaining to Remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are kept at the Registered Office for inspection 21 days before the date of Annual General Meeting of the Company Pursuant to Section 136 of the Companies Act, 2013 and members, if any interested in obtaining the details thereof shall make specific request to the Compliance Officer of the Company in this regard.

The ratio of the remuneration of each Director to the median employee's remuneration and other particulars or details of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached to this Report as "**Annexure III**".

**DIRECTORS RESPONSIBILITY STATEMENT**

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in preparation of the Annual Accounts for the year under review and state that with respect to the Director's Responsibility Statement, it is hereby confirmed:

- a. That in preparation of Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2025, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- b. That the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the Company at the end of the Financial Year and of the Profit & Loss of the Company for that period.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- d. That the Directors have prepared the Annual Accounts on a going concern basis.
- e. The Directors had laid down Internal Financial Controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024-25.

## **DIRECTORS**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vikash Gupta (DIN-01326705), Director, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The Board of Directors on recommendation of the Nomination and Remuneration Committee has recommended his re-appointment.

Further pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company at its meeting held on 6<sup>th</sup> August, 2025 recommend continuation of Mr. Ajay Kumar Sinha as Non-Executive, Independent Director of the Company, after attaining the age of 75 years, subject to the approval of shareholders by way of special resolution at the ensuing Annual General Meeting.

The Independent Directors of the Company are highly competent, educated and qualified with relevant experience and expertise. They contribute in various ways in the growth and development of the Company.

None of the Independent Directors had any pecuniary relationship or transactions with the Company during Financial Year 2024-25. None of the Directors or Key Managerial Personnel (KMP) of the Company is related inter-se.

As per the information available with the Company, none of the Directors of the Company are disqualified for being appointed as a Directors as specified in Section 164(2) of the Companies Act, 2013.

## **Key Managerial Personnel (KMP)**

The Company is having the following Key Managerial Personnel during the year:-

<b>Name</b>	<b>Designation</b>
Mr. Akash Gupta	Whole Time Director
Ms. Priya Bhatler	Company Secretary
Mrs. Prerna Niganiya	Chief Financial Officer

There was no changes in Key Managerial Personnel during the year under review.

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

The Company's policy on Directors Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 is available on Company's website at the link <https://bloom-industries.com/Uploads/20210610174556034NominationandRemunerationCompensationPolicy.pdf>

**Remuneration of Whole-time Director:**

The remuneration of the Whole time Director is recommended by the Nomination and Remuneration Committee to the Board of Directors and after approval by the Board the same is approved by the shareholders. Whole time Director does not receive any sitting fee for attending the Board and Committee meetings. He has not been issued any stock option during the Financial Year 2024-25.

The details of remuneration paid/payable to Mr. Akash Gupta, Whole time Director for the year ended March 31, 2025 are as under:

<b>Mr. Akash Gupta, Whole Time Director ( Financial Year 2024-25)</b>	<b>(In Rs.)</b>
Salary	12,00,000
Bonus	-
House Rent Allowance	-
Other Allowances	-
Employer's Contribution to PF	-
Leave Encashment	-
<b>Total</b>	<b>12,000,00</b>

**Remuneration of Directors:**

Details of remuneration paid to Directors during the financial year 2024-25

<b>Name of Directors</b>	<b>Meeting Fees (Rs.)</b>	<b>Salary &amp; Perks (Rs.)</b>	<b>Total (Rs.)</b>	<b>No. of shares held as on 31-Mar-2025</b>
Mr. Rajendra Prasad Gupta, Chairman	-	-	-	13,73,300
Mr. Akash Gupta, Whole Time Director	-	12,00,000	12,00,000	10,25,000
Mr. Vikash Gupta Non-Executive Director	-	-	-	10,47,700
Mr. Srikant Mundhra, Independent Director	30,000	-	30,000	Nil
Mr. Ajay Kumar Sinha, Independent Director	30,000	-	30,000	Nil
Mrs. Parul Johari, Independent Director	25,000	-	25,000	Nil

**BOARD EVALUATION**

Pursuant to Section 178(2) of the Companies Act, 2013, and Listing Regulations, the Nomination and Remuneration Committee (NRC) specified the methodology for effective evaluation of performance of Board and Committees and individual Directors and also finalized the evaluation criteria (containing required particulars as per Guidance Note issued by the SEBI) and authorized

the Board to undertake the evaluation process. The Evaluation Statement was reviewed by the Independent Directors.

The performance of individual directors was evaluated on parameters, such as, number of meetings attended, contribution made in the discussions, contribution towards formulation of the growth strategy of the Company, independence of judgement, safeguarding the interest of the Company and minority shareholders etc.

The Board has carried out an Annual performance evaluation of its own performance, of the Directors individually as well as evaluation of the working of its various Committees in the prescribed manner.

The performance evaluation of Independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and Non-Independent Director was carried out by the Independent Directors at their separate Meeting.

### **DECLARATION BY INDEPENDENT DIRECTORS:**

Necessary declarations have been obtained from all the Independent Directors that they meet the criteria of independence under sub-section (6) of Section 149 of the Companies Act, 2013 and as per Regulation 25 read with Regulation 16 of SEBI LODR Regulations. In the opinion of the Board there has been no change in the circumstances which may affect in the status of independent directors of the Company and the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Companies Act, 2013 and applicable rules thereunder of all Independent Directors on the Board. In terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the databank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

### **MEETINGS OF THE BOARD**

The Board of Directors met 6 (six) times during the Financial Year 2024-25. The required quorum was present at all the Meetings. During the year under review, the Board Meetings were held on May 29, 2024; July 26, 2024; August 14, 2024; September 07, 2024; November 11, 2024 and February 14, 2025, respectively.

All the aforesaid Company's Board Meetings for the financial year 2024-25 took place physically at the Company's registered office with an option to attend the same virtually via video conference.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

<b>Name of the Director</b>	<b>Number of Board meetings held</b>	<b>Number of Board Meetings attended</b>	<b>Attendance at the last AGM held on 30.09.2024</b>	<b>Shareholding in the Company as of March 31, 2025 (No. of Shares)</b>
Mr. Rajendra Prasad Gupta, (DIN:01325989) Promoter & Non-Executive Director, Chairman	6	5	Yes	13,73,300
Mr. Akash Gupta, (DIN:01326005) Promoter & Whole-Time Director	6	5	Yes	10,25,000
Mr. Vikash Gupta, (DIN:01326705) Promoter & Non-Executive Director	6	6	Yes	10,47,700

Mr. Srikant Mundhra (DIN:02223503) Independent Non-Executive Director	6	6	Yes	NIL
Mrs. Parul Johari (DIN:09580405) Independent Non-Executive Director	6	5	No	NIL
Mr. Ajay Kumar Sinha (DIN:10246699) Independent Non-Executive Director	6	6	Yes	NIL

### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

During the Financial Year 2024-25, a separate meeting of the Independent Directors of the Company was held on 11<sup>th</sup> February 2025, without the presence of the non-executive directors, executive directors and the management team of the Company. All the Independent Directors of the Company attended the meeting. The matters considered and discussed thereat, inter alia, included those prescribed under Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, among others.

### **COMMITTEES OF THE BOARD**

The details relating to all the Committees constituted by the Company are as follows:

#### **AUDIT COMMITTEE**

##### **(a) COMPOSITION, MEETINGS & ATTENDANCE:**

The constitution and terms of reference of the Audit Committee meet the requirements of Regulation 18 of the Listing Regulations read with the relevant provisions of Section 177 of the Companies Act, 2013. The Committee is headed by an Independent Director and consists of the members as stated below. All the Members of the Audit Committee possess financial/accounting expertise/exposure.

The Audit committee met Five (5) times during the Financial Year 2024-25. on 29<sup>th</sup> May, 2024, 14<sup>th</sup> August 2024, 07<sup>th</sup> September, 2024, 11<sup>th</sup> November 2024 and 14<sup>th</sup> February 2025. The Necessary quorum was present for all the meetings.

The table below provided the composition and attendance of the Audit Committee Members:-

Sr No.	Name of the Director	Position	Category	Meetings Attended
1.	Mr. Vikash Gupta	Member	Non- Independent Non-Executive Director	5
2.	Mrs. Parul Johari	Member	Independent Non-Executive Director	4
3.	Mr. Srikant Mundhra	Chairman	Independent Non-Executive Director	5

The Company Secretary acts as the Secretary to the Committee. The Meetings of the Audit Committee are also attended by the chief financial officer, internal auditors and the statutory auditors as invitees. The Audit Committee had reviewed the information stipulated in part C of the Schedule II of the Listing Regulations during above Meetings.

**(b) TERMS OF REFERENCE:**

The terms of reference of the Audit Committee inter alia include the following:

- i. The recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- ii. Review and monitor the Auditors Independence and performance, and effectiveness of Audit process.
- iii. Examination of the financial statement and Auditors Report thereon.
- iv. Approval or any subsequent modification of transaction of the Company with related parties.

Provided that the Audit Committee may make Omnibus Approval for related party transactions proposed to be entered into by the Company subject to such consultations as may be prescribed.

- v. Scrutiny of Corporate Loans and Investments.
- vi. Valuation of undertakings or assets of the Company wherever it is necessary.
- vii. Evaluation of internal financial controls and risk management system.
- viii. Monitoring the end use of funds raised through public offers and related matters.
- ix. Calling for the Comments of the Auditors about internal control system, the scope of Audit, including the observations of the Auditors and review of Financial Statements before their submission to the Board and may also discuss any related issues with the Internal and Statutory Auditors and Management of the Company.
- x. Authority to investigate into any matter in relation to the item specified from (i) to (ix) above or referred to it by the Board.

**(c) FUNCTION:**

Audit Committee of the Board of Directors is entrusted with the responsibility to supervise the Company's internal financial controls and financial reporting process. The Audit Committee, while reviewing the Annual Financial Statement also review the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standard as applicable to the Company has been ensured in the preparation of the Financial Statement for the year ended 31<sup>st</sup> March, 2025.

Besides the above Chairman, Whole-Time Director, Chief Financial Officer, Business heads of the Company divisions and the representatives of the Statutory Auditors are permanent invitees of the Audit Committee Meetings.

The Audit Committee also oversees and reviews the functioning of Vigil Mechanism (implemented in the Company as a Risk Management Policy and Whistle Blower Policy) and review the finding of investigation in the cases of material nature and the action taken in respect thereof.

**NOMINATION AND REMUNERATION COMMITTEE (NRC)****(a) COMPOSITION, MEETINGS & ATTENDANCE:**

The Board of Directors has framed policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The constitution and term of reference of the NRC meet the requirements of Regulation 19 of the Listing Regulations and Section 178 (1) & (2) of the Companies Act, 2013. The Constitution of the Nomination and Remuneration Committee comprises of 3 Members and the Committee is headed by an Independent Director:

The Nomination & Remuneration Committee met One (1) time during the Financial Year 2024-25. The Committee met on 29<sup>th</sup> May, 2024. The necessary quorum was present for all Meetings. The table below provided the composition and attendance of the Nomination & Remuneration Committee (NRC) Members:-

Sr No.	Name of the Director	Position	Category	Meetings Attended
1.	Mr. Vikash Gupta	Member	Non- Independent Non-Executive Director	1
2.	Mrs. Parul Johari	Member	Independent Non-Executive Director	1
3.	Mr. Srikant Mundhra	Chairman	Non- Independent Non-Executive Director	1

**(b) TERMS OF REFERENCE:**

The Committees composition meets with requirements of Section 178 of the Companies Act, 2013. The terms of reference of the Committee inter alia, includes the following:

1. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria let down and to recommend to the Board their appointment and removal and shall carry out evaluation of every Directors performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Directors and recommend to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.
3. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
4. To ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmark.
5. To ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves balance between fixed and incentive pay reflecting short term and long term performance objectives appropriate to the working of the Company and its goals.

6. The Company has updated its Nomination and Remuneration Policy for determining remuneration of its Directors, Key Managerial Personnel and Senior Management and other matters provided under Section 178(3) of the Companies Act, 2013 and Listing Regulations, adopted by the Board. The details of this policy have been posted on the website of the Company at : [www.bloom-industries.com](http://www.bloom-industries.com)

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

**(a) COMPOSITION, MEETINGS AND ATTENDANCE:**

The constitution and term of reference of the Stakeholders Relationship Committee meet the requirements of Regulation 20 of the Listing Regulations and Section 178(5), (6) & (7) of the Companies Act, 2013. The Stakeholders Relationship Committee (the "SRC") is headed by an Independent Director and consists of the following members.

The Stakeholders Relationship Committee met Four (4) times during the Financial Year 2024- 25 on 29th May, 2024, 14th August 2024, 11<sup>th</sup> November 2024 and 14th February 2025. The necessary quorum was present for all Meetings.

Sr No.	Name of the Director	Position	Category	Meetings Attended
1.	Mr. Vikash Gupta	Member	Non- Independent Non-Executive Director	4
2.	Mr. Srikant Mundhra	Chairman	Independent Non-Executive Director	4
3.	Mrs. Parul Johari	Member	Non- Independent Non-Executive Director	3

The Chairman of the Committee was present in the last Annual General Meeting to address the queries, if any, of the shareholders.

Ms. Priya Bhattar, Company Secretary is the Compliance Officer of the Company.

**(b) TERMS OF REFERENCE:**

The Company with the assistance of the Registrar and Share Transfer Agent M/s. Purva Sharegistry (India) Private Limited attend to all grievances of the Shareholders received directly through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders Relationship Committee

Meetings are circulated to the Board and noted by the Board of Directors at the Board Meeting.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the Investors. Shareholders are requested to furnish their Telephone Numbers and e-mail address to facilitate prompt action.

**DETAILS OF INVESTORS COMPLAINTS RECEIVED, SOLVED AND PENDING SHARE TRANSFERS COMPLAINTS:**

The Company received the following service requests (not amounting to complaint) from various shareholders / investors directly and/or through the Registrar & Share Transfer Agent (RTA) during the Financial Year 2024-25. The Company has addressed all the requests during the year:-

Sr. No.	Nature of the complaint	Received	Replied	Pending
1	Non-receipt of shares certificates lodged for transfer	0	0	0
2	Non-receipt of dividend warrants	0	0	0
3	Non-receipt of dividend warrants after revalidation	0	0	0
4	Non-receipt of share certificates lodged for split/ Bonus shares	0	0	0
5	Non Receipt of duplicate shares certificates	0	0	0
6	Letters from SEBI / stock Exchange	0	0	0
7	Letters from Department of Company Affairs / Other Statutory Bodies	0	0	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

During the year, NIL complaints regarding non-receipt of shares sent for transfer, Demat queries were received from the shareholders, all of which have been resolved. The company had no transfers pending at the close of 31.03.2025.

Details of investor complaints received and resolved during the Financial Year 2024-25 are as follows:-

Pending at the beginning of the year	Received during the year	Redressed/ Replied during the year	Pending at the year end
Nil	Nil	Nil	Nil

#### **Status of requests received from shareholders during Financial Year 2024-25 –**

Sr. No.	Nature of the Requests	Received	Replied	Pending
1	Receipt of dividend warrants for revalidation	0	0	0
2	Request for mandate correction on Dividend warrants	0	0	0
3	Request for duplicate Dividend warrant	0	0	0
4	Request for copy of Annual Report	0	0	0
5	Request for TDS Certificate	0	0	0
6	Request for exchange of split Share certificate	0	0	0
	Total	0	0	0

#### **RISK MANAGEMENT**

The Company has laid down the procedures to inform to the Board about Risk assessment and minimization procedures and the Board has formulated Risk Management policy to ensure that the Board, its Audit Committee should collectively identify risk impacting the Company's business and document, their process of risk identification and risk minimization as a part of Risk Management Policy/Strategy. The Risk Management Policy of the Company is available on Company's website under the URL <https://bloom-industries.com/Uploads/RISK%20MANAGEMENT%20POLICY.pdf>

A detailed note on risk management is given in Management Discussion & Analysis section forming part of this Annual Report.

## **ADEQUACY OF INTERNAL CONTROL SYSTEMS**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

Based on the report of Internal Auditors, corrective action is undertaken in the respective areas and thereby strengthens the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In accordance with the provisions of Section 135 read with Schedule VII of the Companies Act, 2013 the Company is not required to adopt a CSR Policy outlining various CSR activities to be undertaken by the Company.

## **BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT**

The Company is not required to comply with the requirements associated with Regulation 34(2)(f) of the Listing Regulations, 2015.

## **AUDITORS**

### **a. STATUTORY AUDITOR**

**M/s. Tibrewal Chand & Co., Chartered Accountants (Firm Regn No.: 311047E)** who is holding office till the conclusion of 40<sup>th</sup> AGM.

The Report given by the Statutory Auditor for the Financial Statements for the year ended 31<sup>st</sup> March, 2025 read with Explanatory Notes thereon do not call for any explanation or comments from the Board under Section 134 of the Companies Act, 2013.

### **b. SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s Gopinath Nayak & Associates, Practicing Company Secretaries, to conduct Secretarial Audit for the Financial Year 2024-25. The Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2025 is annexed herewith marked as “**Annexure- II**” to this Report. The observations made by the Secretarial Auditor in his report are self – explanatory and does not contain any qualification.

In terms of Regulation 24A of the SEBI Listing Regulations, Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 6, 2025 has recommended to the Members of the Company to consider at their ensuing Annual General Meeting, the appointment of **M/s Gopinath Nayak & Associates, Practicing Company Secretaries (UIN: P2004OR047900)** a peer reviewed firm, as Secretarial Auditor of the Company for a period of five consecutive financial years (2025-26 to 2029-30), i.e. from the conclusion of 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2030.

**c. INTERNAL AUDITOR**

M/s Pawan Shyam Associates, Chartered Accountants,(FRN:009369C) has been appointed as Internal Auditors for the financial year 2024-25. The Company has adequate system of internal checks and controls and the functions of Internal Auditor is being looked after by the Directors.

M/s Pawan Shyam Associates, Chartered Accountants,(FRN:009369C) was re-appointed as Internal Auditor of the Company on 22<sup>nd</sup> May, 2025 by the Board on recommendation of the Audit Committee of the Company for the financial year 2025-26.

**d. COST AUDITOR**

The Company is not required to maintain Cost Audit Records as its turnover is less than prescribed limit, Company is not engaged in production of goods or providing services in respect of which any order has been passed by the Central Government under Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014.

**AUDITOR'S REPORT:**

The Auditors' Report to the Shareholders does not contain any reservation, qualification, or adverse remark. During the year under review, neither the statutory auditors nor secretarial auditors have reported to the Audit Committee of the Board under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers and employees, the details of which need to be mentioned in this Report.

**BOARD'S RESPONSE ON AUDITORS' QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE**

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report or by the Practicing Company Secretary in their Secretarial Audit for FY 2024-25. During the year, there has been no instances of frauds reported by Auditors under Section 143(12) of the Companies Act, 2013.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has a Prevention of Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the period under review, no complaint was received by the Internal Complaint Committee.

**VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Vigil Mechanism of the Company is incorporated under Whistle Blower Policy. Protected Disclosure can be made by a Whistle Blower through an e-mail or to the Chairman of the Audit Committee. The Policy on Vigil Mechanism and Whistle Blower Policy can be accessed on the Company's website at <https://bloom-industries.com/Uploads/WHISTLE%20BLOWER%20POLICY%20AND%20VIGIL%20MECHANISM.pdf>

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013**

During the Financial Year 2024-25, your Company has entered into transactions with Related Parties as defined under Section 2(76) of the Companies Act, 2013 read with The Companies (Specifications of Definitions details) Rules, 2014. The details of such transaction are given in Notes of the Financial Statements forming part of this Annual Report.

The Company has formulated policy on materiality of related party transactions and also on dealing with related party transactions.

The policy is available on the Company's website link:<https://bloom-industries.com/Uploads/Policy%20on%20Materiality%20of%20Related%20Party%20Transactions.pdf> The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

The Board of Directors of the Company has approved the criteria for making the omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and proposed to be entered in the ordinary course of business and at arm's length basis during the financial year. All Related Party Transactions are placed before the Audit Committee (for approval) as well as the Board of Directors, on a quarterly basis.

### **LOANS OR GUARANTEES GIVEN, SECURITIES PROVIDED OR INVESTMENTS MADE, UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The details of Loans and Advances have been given in Notes of the Annual Report. The Company has made/provided Investments during the year under report. However, the Company has not given any Guarantee nor provided any Securities during the year under report.

### **ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Board has laid down Internal Financial Control Policy to be followed by the Company and the policy is available on Company's website at the link <https://bloom-industries.com/Uploads/INTERNAL%20FINANCIAL%20CONTROL%20POLICY.pdf> The Company has in place adequate internal financial controls with reference to financial statements. During the year such controls were reviewed and no reportable material weakness in the operation was observed.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

### **HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS**

The Company is maintaining cordial and healthy relations with its employees. Employees at all levels are extending their full support. The Company has strong faith in potential of human resources. It believes in the creative abilities of the people; those work for the Company. It believes in the participatory management. The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of Business.

The Company is committed to nurturing, enhancing and retaining top talent through superior Learning and Organizational Development. This is a part of Corporate HR function and is a critical pillar to support the Organization's growth and its sustainability in the long run.

### **KEY FINANCIAL RATIO**

Key Financial Ratios for the financial year ended March 31, 2025, are provided in the Management Discussion and Analysis Report.

**SECRETARIAL STANDARDS**

The company hereby affirms that during the year under review company has complied with all the applicable secretarial standards (including any modifications or amendments thereto) issued by the Institute of Company Secretaries of India.

**REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

**GREEN INITIATIVE**

Electronic copy of the Annual Report for FY 2024-25 and the Notice of ensuing AGM is being sent to all shareholders whose email addresses are available in the demat account and registered with Company's Registrar and Share Transfer Agent. Shareholders holding shares in demat form are requested to update their email addresses with their Depository Participant(s) and for shareholders holding shares in physical form, should get their email registered/ updated with Company's Registrar and Share Transfer Agent. Pursuant to SEBI Circular dated 12<sup>th</sup> December, 2024 with respect to amendment in Regulation 36 of SEBI LODR, a letter providing the web-link, including the exact path, where complete details of the Annual Report 2024-25 is available will be sent to those shareholder(s) who have not so registered their email address .

**E-VOTING PLATFORM**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, your Company is registered with CDSL for E-Voting Services to set up an electronic platform to facilitate shareholders to cast vote in electronic form to exercise their right of voting at General Meetings/ business to be transacted by means of voting through e-voting or ballot paper as provided under the Companies Act, 2013.

**DIGITAL TRACKING OF INSIDER TRADING**

The Securities Exchange Board of India ('SEBI') has through amendment of SEBI (Prohibition of Insider Trading) Regulations, 2015 has directed the Companies to identify designated persons and maintain a structured digital database of all such designated persons for prevention of Insider trading. Accordingly, the Company has established an Insider Trading tracking and ensures proper compliance, monitoring and regulate trading by insiders and process of sharing UPSI from time to time.

**OTHER DISCLOSURES**

1. The Company has not entered into any one-time settlement proposal with any Bank or financial institution during the year under report.
2. As per available information, no application has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 nor any proceedings thereunder is pending as on 31/03/2025.

**CAUTIONARY STATEMENT**

Statements in the Director's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include

global and domestic demand and supply, input costs, availability, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

### **ACKNOWLEDGEMENTS**

The Directors have pleasure to place on record their sincere appreciation to the government authorities, Bankers, Financial Institutions, Consultants, Associates, Investors, shareholders, employees, suppliers & contractors of the Company for the valuable co-operation and assistance extended to the Company.

Your Directors are also pleased to record their appreciation for the dedication and contribution made by employees at all levels who, through their competence and hard work, have established Company to achieve better performance and look forward to their support in future as well.

**By Order of the Board of Directors**

**Place: Rourkela**

**Date: 26/08/2025**

Sd/

**Akash Gupta**  
**Whole time Director**  
(DIN:01326005)

Sd/-

**Vikash Gupta**  
**Director**  
(DIN: 01326705)

**Registered Office:**

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



**ANNEXURE-I****MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In compliance with Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 a detailed Management Discussion and Analysis Report form part of the Annual Report.

**1. BACKGROUND**

The Management Discussion and Analysis Report sets out the developments in the business, the Company's performance since last Report and the future outlook. This Report is a part of the Directors' Report and the Audited Financial Statements, forming part of the Annual Report. However, certain statements made in this Report relating to the projections, outlook, expectations, estimates etc., may constitute 'forward looking statements' within the meaning of applicable laws and regulations and may differ from actual. Several factors could make a significant difference to the Company's operations, including climatic conditions, economic conditions affecting demand and supply, government regulations, revision in government policies, taxation and natural calamities, over which the Company does not have any control.

**2. INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Company is engaged in Trading of Iron & Steel and other items. No Research and development Work has been carried out by the Company and therefore, there is no expenditure on this head, nor has any benefit accrued from it to the Company.

**3. OPPORTUNITIES**

Since the Company earns income mainly from trading in Iron & Steels and other items. There are ample opportunities in the business of the Company.

**4. THREATS**

Like any other Business, this business also has a limited exposure to risks and uncertainties including risk inherent in the Company's growth strategy, future plans, and dependence on certain businesses, government policies, dependence on availability of qualified and trained manpower and other factors.

**RISKS AND CONCERNS**

The company is subject to following broad risks:

**Operational Risk-**

The Company's business is largely dependent upon people and processes. Any shortcomings in internal processes and system shall result into material adverse impacts on the operation and financial position of the Company.

**Market Risk-**

The Company is exposed to potential changes in value of financial instruments. Any decline in the price of investment in quoted securities may affect the financial performance and position. Market Risks may pertain to interest bearing securities (interest rate risk). Equities (equity price risk) and foreign exchange ratio risk (currency risk).

The Company continually monitors its portfolio and securities and the usage of derivatives to minimize such risks.

**Liquidity Risk-**

Severe liquidity crunch in the market and associated market disruptions shall withhold the clients from honoring their commitment towards the Company which would indirectly lead to the Company's inability to perform its financial obligations.

**Regulatory and Compliance Risk-**

New laws or regulations or changes in the enforcement of existing laws and regulations could invite inadvertent non compliances with the regulations leading to strictures/penalties and even punitive action from the Regulators.

**Reputation Risk-**

Company's reputation is a vital ingredient to business success, whether in regards to customer trust or employee loyalty. Reputation Risk is a very high risk factor and cause long term or irreparable loss to the business or profitability.

**Outlook**

Almost all major central banks have pledged to continue an accommodative monetary stance to reinforce the economic green shoots. Economic growth is expected to bounce back strongly in FY 2024-25 on the global as well as the domestic front. However, a lot would hinge on how the pandemic plays out.

**5. INTERNAL CONTROL SYSTEM & ADEQUACY**

Bloom Industries Limited has an adequate system of internal controls to ensure that the assets are safeguarded, and protected against loss from unauthorized use of disposition, and that transactions are authorized, recorded and reported correctly. The Company engages a detailed process of internal audits, reviews by management, and documented policies, guidelines and procedures to ensure that the financial records are relevant and reliable.

The Company's internal audit systems independently oversee the operations of the organization regularly. The Company management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2025. The Company's internal audit systems independently oversee the operations of the organization regularly. M/s. Tibrewal Chand & Co., the statutory auditors of the Company has audited the financial statements included in this annual report and has issued a report on our internal control over financial reporting (as defined in section 143 of Companies Act 2013).

**6. FINANCIAL PERFORMANCE**

PARTICULARS	(Rs. In Lakhs)	
	2024-2025	2023-2024
Income from Operating	2356.26	3007.73
Other Income	17.65	49.98
Profit before Depreciation and Exceptional Items	60.88	63.22
Less: Depreciation	0.70	--
Add/(Less): Exceptional items	--	--
Profit/ (Loss) before Tax	60.18	63.22
Less: Provision for Taxation	10.77	6.69
Profit/ (Loss) after Tax	<b>49.41</b>	<b>56.53</b>

**7. HUMAN RESOURCES MANAGEMENT**

HR at Bloom Industries Limited is focused towards building & reinforcing a foundation for long term sustainability and taking engagement with its employees to a superior level of trust and enduring partnership.

Bloom Industries Limited's HR policies & practices are in sync with its organizational strategy to drive company values and culture. The policies and practices are continuously monitored, evaluated & fine-tuned to keep them abreast and aligned with changing business dynamics, statutory requirements and in relevance to the jurisdiction. Special efforts and initiatives are undertaken to attract, recruit & select best of the talents to reinforce the skilled resource pool for the Company.

Material Development in Human Resources/ Industrial relation front has been dealt with in the Directors Report, under the head 'Human Resources', which should be treated as forming part of this management and discussion analysis as at 31<sup>st</sup> March 2025.

## 8. KEY FINANCIAL RATIOS:

### DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFORE:

RATIO ANALYSIS	2025	2024	REMARKS
Debtor Turnover	0.11	0.12	Decrease by 0.08(*)
Inventory Turnover	NA	NA	-
Operating Profit Ratio %	1.81%	0.44%	Increase by 411.36% (**)
Net Profit Ratio%	2.10%	1.88%	Increase by 11.70% (***)
Debts Equity Ratio%	0.53	0.77	Decrease by 0.31 (****)
Debt Service Coverage Ratio	0.19	0.92	Decrease by 0.79 (*****)
Interest Coverage Ratio%	1.75	1.78	Decrease by 0.02 (*****)
Current Ratio	0.70	2.95	Decrease by 0.76 (*****)
Return on Net-worth %	9.55%	8.85%	Increase by 7.91% (*****)

#### NOTE:

(\*) Majorly due to decrease in turnover in FY 2024-25.

(\*\*) Majorly due to Business conditions in the market in FY 2024-25.

(\*\*\*) Majorly due to Favorable Business condition during FY 2024-25.

(\*\*\*\*) Due to repayment of Long term Loans & Fresh loans obtained in FY 2024-25.

(\*\*\*\*\*) Due to repayment of Term loans & New Loans obtained during FY 2024-25.

(\*\*\*\*\*) Due to Increase in Interest paid & Profits during FY 2024-25.

(\*\*\*\*\*) Majorly due to increase in Current Liabilities & decrease in Current Assets in FY 2024-25.

#### **(\*\*\*\*\*) Details of change in return on Net Worth as compared to the immediately previous financial year along with a detailed explanation there of :**

There has been positive return on Net-worth in the Current year due to profits earned as compared with increase in Net Worth due to lower profits in previous year.

## 9. CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates.

**By Order of the Board of Directors**

**Place: Rourkela**

**Date: 26/08/2025**

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

Sd/-  
**Vikash Gupta**  
Director  
(DIN: 01326705)

**ANNEXURE-II****Form No. MR-3****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31st March, 2025**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**To,  
The Members,  
BLOOM INDUSTRIES LIMITED,  
Plot No. P-25, Civil Township,  
Rourkela- 769004**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by M/s **BLOOM INDUSTRIES LIMITED, CIN: L27200OR1989PLC036629**, having its registered office at Plot No.P-25, Civil Township, Rourkela, Odisha-769004 (hereinafter called “**the Company**”) (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s Books, Papers, Minute Books, Forms and Returns filed by the Company and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, we hereby report that; in my opinion, the Company, during the Audit Period **1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025** (“**the Reporting Period**”) has complied with the statutory provisions listed hereunder and also that; the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

**Auditors’ Responsibility**

Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on existence of adequate Board process and compliance management system, commensurate to the size of the Company, based on these secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers’ and the agents of the Company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of our understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

We have not verified the correctness, appropriateness and basis of financial records, books of accounts and decisions taken by the Board and by various committees of the Company during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the Board of the members of the Company and of other authorities as per the provisions of various statutes as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of compliance procedures on test basis.

Our report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the Company.

We report that, we have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s BLOOM INDUSTRIES LIMITED, for the financial year ended on 31st March, 2025, according to the provisions of (as amended):-

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and Regulations and the Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) **(Not Applicable to the company during the audit period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were **not applicable** to the Company under the financial year under report:-
  - (a) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;**(Not Applicable to the Company during the audit period)**
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Securities) Regulations, 2018; **(Not Applicable to the company during the audit period);**
  - (c) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not Applicable to the company during the audit period);**
  - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the company during the audit period);**
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the company during the audit period);**

**(vii) Other laws as applicable to the Company:-**

The management has identified and confirmed the following laws as specifically applicable to the Company:

- a) Shops and Establishment Act, 1953;
- b) The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Rules made thereunder;
- c) The Payment of Bonus Act, 1965;
- d) The Payment of Gratuity Act, 1972;
- e) The Child Labour (Prohibition Regulations) Act, 1986;
- f) Odisha State Profession Tax Act 1975 & Rules made there under;
- g) GST Act and Rules made there under;
- h) Any other laws as may be applicable

As reported to us, the company being involved in trading of Iron & Steel materials has complied with all the applicable laws during the period under review including Sexual Harassment of Women at Workplace (Prevention and Prohibition and Redressal) Act, 2013;

(viii) In case of Direct and Indirect Tax Laws like Income Tax Act, Goods and Service Tax Act, We have relied on the Reports given by the Statutory Auditors of the Company.

**We have also examined Compliance with the applicable clauses of the following:**

1. Secretarial Standards (i.e., Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India
2. The listing agreements entered into by the Company with Bombay Stock Exchange Limited read with the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Accordingly, we report that during the period under review there were adequate systems and processes in place to monitor and ensure compliance with various applicable laws and that the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

**We further report that:**

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.
- (iii) All decision at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the Meeting of the Board of Directors or Committee of the Board, as the case may be, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- (iv) There are adequate systems and processes in the Company to commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We report that** during the period under review; the Board meetings were conducted where option was given to the Board Members to participate either physically or through video conferencing and adequate facilities are used to facilitate the Directors at other locations to participate in the meeting.

**We further report that** during the audit period, the Company has not undertaken any event/action which might have a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

This report is to be read with the letter of even date issued by the Secretarial Auditor(s) and forms an integral part of this report which is annexed as "**Annexure – A**".

**For-Gopinath Nayak & Associates  
Company Secretaries**

**Sd/-**

**(CS Bharat Chandra Das)**

**Partner**

**ACS: 2584/CPNO.9834**

**UIN: P2004OR047900**

**PRCN: 1142/2021**

**UDIN: A025843G001088731**

**Place: Bhubaneswar**

**Date: 25/08/2025**



**ANNEXURE -A**

To,  
The Members,  
**BLOOM INDUSTRIES LIMITED**  
Plot No. P-25, Civil Township, Rourkela-769004

Our report of even date is to be read along with this letter:

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
- 2) We have followed the Guidance Notes on ICSI Auditing Standard, audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
- 3) We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For-Gopinath Nayak & Associates**  
**Company Secretaries**  
**Sd/-**  
**(CS Bharat Chandra Das)**  
**Partner**  
**ACS: 2584/CPNO.9834**  
**UIN: P2004OR047900**  
**PRCN: 1142/2021**  
**UDIN: A025843G001088731**

**Place:** Bhubaneswar  
**Date:** 25/08/2025

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**The Members of****Bloom Industries Limited**

Plot No. P-25, Civil Township,

Rourkela, Odisha-769004

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Bloom Industries Limited** having CIN: L27200OR1989PLC036629 and having registered office at Plot No. P-25, Civil Township, Rourkela, Odisha-769004 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

<b>Sr. no.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of Appointment in the Company</b>
1.	Vikash Gupta	01326705	08-11-2017
2.	Akash Gupta	01326005	09-11-2017
3.	Srikant Mundhra	02223503	30-05-2019
4.	Rajendra Prasad Gupta	01325989	28-08-2021
5.	Parul Johari	09580405	29-05-2023
6.	Ajay Kumar Sinha	10246699	11-08-2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate has been issued relying on the documents and information as mentioned herein above and as were made available to us or as came to our knowledge for verification without taking any cognizance of any legal dispute(s) or sub-judice matters which may have effect otherwise, if ordered so, by any concerned authority(ies). This certificate is also neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For-Gopinath Nayak & Associates**

**Company Secretaries**

**Sd/-**

**(CS Bharat Chandra Das)**

**Partner**

**CP NO.9834**

**UIN: P2004OR047900**

**PRCN: 1142/2021**

**UDIN: A025843G001089609**

**Place: Bhubaneswar**

**Date: 25/08/2025**

**ANNEXURE-III****RATIO OF REMUNERATIONS:**

**(As required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) for the year ended 31 March 2025)**

- (1) The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary is nil during the financial year 2024-25 and ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2024-25 are as under :

<b>Sr.No</b>	<b>Name of Director/KMP and designation</b>	<b>Remuneration of Director/ KMP for the FY 2024-25</b>	<b>Ratio of remuneration of each director to median remuneration of employees</b>
1	Akash Gupta- WTD	12,00,000/-	0.26
2	Priya Bhatte- CS	2,18,500/-	1.41
3	Purna Niganiya-CFO	1,50,000/-	0.49

- (2) The median remuneration of employee of the Company during the financial year was Rs.3,08,506/-.
- (3) There were 2 (Two) employee on the rolls of Company as on March 31, 2025;
- (4) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employee.

## **INDEPENDENT AUDITOR'S REPORT**

### **The Members of Bloom Industries Limited**

### **Report on the Ind AS Financial Statements**

#### **Opinion**

We have audited the Ind AS financial statements of **Bloom Industries Limited (“the Company”)** which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, Statement of Changes in Equity, and statement of cash flow for the year ended, including notes to the financial statements, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

#### **Information Other Than the Financial Statements and Auditor’s Report thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise

appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has

adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure A**” a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c. The Balance Sheet, Statement of Profit and Loss and statement of change in equity and the statement of cash flow dealt with by this Report are in agreement with the books of account maintained.
- d. In our opinion, the aforesaid financial statements comply with Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial statements.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of any pending litigations which would impact its financial position – Refer Note 27.
  - (ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
    - a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - b. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

- c. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (a) and (b) contain any material misstatement.
- (iv) No dividend has been declared or paid during the year by the company.
- (v) Based on our examination which included test checks, the company has used accounting software for maintaining books of account which has a feature of recording audit trail (edit logs) facility and the same has operated throughout the year for all the relevant transaction recorded in the software. Further, during the course of our Audit we did not come across any instance of audit trail feature being tampered with.

**For Tibrewal Chand & Co**  
Chartered Accountants

**Firm Regn.No.: 311047E**

Sd/-

**Krishna Agarwal**

Partner

**Membership Number: 313562**

**UDIN: 25313562BMJNJM1538**

**Place: Rourkela**

**Date: 22.05.2025**



**ANNEXURE -A TO THE INDEPENDENT AUDITORS' REPORT**

**(Referred to in paragraph 1 under the heading “Report on other Legal and Regulatory Requirements” of our report of even date to the members of Bloom Industries Limited.)**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not hold any Intangible Assets. Therefore, the provisions of Clause 3(i)(a)(B) is not applicable.
- (b) The Company has a program of physical verification of Property, Plant and Equipment; which are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- (c) Based on our examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising of all immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- (d) The company has not revalued any of its Property, Plant and Equipment and intangible assets during the year. Accordingly, the requirements under Clause 3(i)(d) of the order are not applicable to the company.
- (e) As per the records examined by us and explanation given to us, the company does not have any proceedings which have been initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder. Accordingly, the provisions of Clause 3(i)(e) of the Order are not applicable to the Company.
- As per the records examined by us and explanation given to us, the company does not have any proceedings which have been initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder. Accordingly, the provisions of Clause 3(i)(e) of the Order are not applicable to the Company.
- (ii) (a) The Company does not hold any inventory. Therefore, the provisions of Clause 3(ii)(a) of the said Order are not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits in excess of Rs 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties;
- (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

- (b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
  - (c) The company has not granted any loans and therefore the schedule of repayment of principal and payment of interest is not required, Accordingly, reporting under clause 3(iii)(c) is not applicable.
  - (d) As the company has not granted any loans during the year, there is no overdue amount remaining outstanding as at the balance sheet date.
  - (e) The company has not granted any loan during the year, accordingly reporting under clause 3(iii)(e) is not applicable.
  - (f) The Company has granted loans or advances of Rs 76.13 lakhs in the nature of loans either repayable on demand or without specifying any terms or period of repayment and which constitutes 100% of the total loans granted to other parties.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no disputes relating to Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Goods and Services tax and Cess which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix)(a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not made any defaults in repayment of loans or other borrowings or in the payment of interest thereon to any lender at the balance sheet date.

- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
  - (c) The Company has not taken term loan during the year; however, there is an outstanding term loans at the beginning of the year and the same were applied for the purpose for which the loans were obtained.
  - (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
  - (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
  - (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on Clause 3(ix)(f) of the Order is not applicable.
- (x) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi)(a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - (c) According to the information and explanations given to us, the Company has not received any whistle blower complaint during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- (xiv)(a) In our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.

- (b) We have considered the internal audit reports for the year under audit, issued to company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)(a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted any Non- Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934 Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current year and in immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3 (xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) The second proviso to sub-section (5) of Section 135 of the Companies Act, 2013 is not applicable to the company and Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For Tibrewal Chand & Co**  
Chartered Accountants  
**Firm Regn No.: 311047E**

Sd/-  
**Krishna Agrawal**  
Partner

**Place: Rourkela**  
**Date : 22-05-2025**

**Membership Number: 313562**  
**UDIN:25313562BMJNJM1538**

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2(f) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of Bloom Industries Limited)**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Bloom Industries Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls:**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls which were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor’s Responsibility:**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI) and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included operating and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exist, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting with Reference to Financial Statements**

A company's internal financial controls over financial reporting with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Generally Accepted Accounting Principles. A company's internal financial controls over financial reporting with reference to financial statements include those policies and procedures that:

- i. pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transaction and dispositions of the assets of the company;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or dispositions of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to financial statements to future period are subject to the risk that the internal financial controls over financial reporting with reference to financial statements may become inadequate because of the changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the company, in all material respect, an adequate internal financial control system over financial reporting with reference to financial statements and such internal financial controls over financial reporting with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Tibrewal Chand & Co**  
Chartered Accountants  
**Firm Regn. No.: 311047E**  
Sd/-

**Krishna Agrawal**  
Partner

**Place: Rourkela**  
**Date: 22-05-2025**

**Membership Number: 313562**  
**UDIN: 25313562BMJNJM1538**

**Balance Sheet as at 31st March, 2025**

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
		Rs. in Lakhs	Rs. in Lakhs
<b>A ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed Assets	2	22.97	-
(b) Non-Trade Investments	3	1,228.85	1,046.02
(c) Non-Current Assets	4	0.70	0.70
		1,252.52	1,046.72
<b>2 Current assets</b>			
(a) Trade Receivables	5	259.59	372.62
(b) Cash and cash equivalents	6	0.77	11.14
(c) Short-term loans and advances	7	351.88	357.42
		612.25	741.17
<b>TOTAL</b>		<b>1,864.77</b>	<b>1,787.90</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	8	696.03	696.03
(b) Reserves and surplus	9	275.38	225.97
		971.41	922.00
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	10	17.62	614.67
(b) Deferred Tax Liabilities	26	0.27	-
		17.89	614.67
<b>3 Current liabilities &amp; Prov.</b>			
(a) Short-Term Borrowings	11	495.39	95.81
(b) Trade payables	12	8.63	8.63
(c) Other current liabilities & Prov.	13	371.44	146.78
		875.47	251.23
<b>TOTAL</b>		<b>1,864.77</b>	<b>1,787.90</b>
<b>See accompanying notes forming part of the financial statements</b>		-	-
Significant Accounting Policies and Notes on Financial Statements	1 to 27		
As per our report of even date <b>For Tibrewal Chand &amp; Co</b> Chartered Accountants Firm Regn. No. 311047E		For and on behalf of the Board of Directors	
Sd/- <b>CA Krishna Agrawal</b> Partner Membership No. 313562 Rourkela Date: 22nd day of May, 2025		Sd/- <b>Vikash Gupta</b> Director DIN: 01326705	Sd/- <b>Akash Gupta</b> Director DIN: 01326005
		Sd/- <b>Priya Bhatner</b> C.S.	Sd/- <b>Prerna Niganiya</b> C.F.O.

## Statement of Profit and Loss for the year ended on 31st March, 2025

Particulars	Note No.	For the year ended 31st March, 2025	For the year ended 31 March, 2024
		Rs. in Lakhs	Rs. in Lakhs
<b>A INCOME</b>			
1 Revenue	14	2,356.26	3,007.73
2 Other Income	15	17.65	49.98
3 <b>Total revenue (1+2)</b>		<b>2,373.91</b>	<b>3,057.71</b>
<b>B Expenses</b>			
(a) Purchases	16	2,143.88	2,801.95
(b) Employee benefits expenses	17	19.67	11.93
(c) Finance Cost	18	81.65	81.33
(d) Depreciation		0.70	
(e) Other expenses	19	67.82	99.27
4 <b>Total expenses</b>		<b>2,313.72</b>	<b>2,994.49</b>
5 <b>Profit before exceptional &amp; extraordinary</b>		<b>60.18</b>	<b>63.22</b>
6 <b>Exceptional Items</b>		-	-
7 <b>Profit before extraordinary items and Tax</b>		<b>60.18</b>	<b>63.22</b>
8 <b>Extraordinary items</b>		-	-
9 <b>Profit before tax (7+8)</b>		<b>60.18</b>	<b>63.22</b>
10 <b>Tax expense:</b>			
(a) Current tax		10.45	6.66
(b) Income Tax Earlier Year		0.05	0.03
(c) Deferred Tax		0.27	-
		<b>10.77</b>	<b>6.69</b>
11 <b>Profit for the year (9-10)</b>		<b>49.41</b>	<b>56.53</b>
12 <b>Earnings per equity share of face value of Rs 10/- each</b>			
(a) Basic (Amount in Rs.)	22	0.74	0.85
(b) Diluted (Amount in Rs.)	22	0.74	0.85
Significant Accounting Policies & Notes on Financial Statements	1 to 27		
As per our report of even date <b>For Tibrewal Chand &amp; Co</b> Chartered Accountants <b>Firm Regn. No. 311047E</b>		<b>For and on behalf of the Board of Directors</b>	
Sd/- <b>CA Krishna Agrawal</b> Partner Membership No. 313562 Rourkela Date: 22nd day of May, 2025		Sd/- <b>Vikash Gupta</b> Director DIN: 01326705	Sd/- <b>Akash Gupta</b> Director DIN: 01326005
		Sd/- <b>Priya Bhatler</b> C.S.	Sd/- <b>Prerna Niganiya</b> C.F.O.

**Statement of Cash Flow for the year ended on 31st March, 2025**

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
	Rs. in Lakhs	Rs. in Lakhs
<b>A. Cash flow from operating activities:</b>		
<b>Net Profit before extraordinary items and tax</b>	<b>60.18</b>	63.22
<i>Adjustments for:</i>		
Depreciation	0.70	-
Interest Income	0.07	-
Interest Expenses	81.65	81.33
<b>Operating profit before changes in operating assets &amp; liabilities</b>	<b>142.61</b>	144.55
<i>Adjustments for:</i>		
Short Term borrowings	399.58	
Trade & Other Receivables	118.56	(222.30)
Trade & Other Payables	224.66	189.15
<b>Cash generated from operations</b>	<b>885.41</b>	111.41
Tax on Income	10.50	14.79
Cash flow before Extra Ordinary Items	874.91	96.62
Extra Ordinary Items	-	-
<b>Net cash flow from operating activities (A)</b>	<b>874.91</b>	96.62
<b>B. Cash flow from investing activities:</b>		
Purchase of Investments	(182.83)	(304.88)
Purchase of Fixed Assets	(23.67)	
Interest received	(0.07)	-
<b>Net cash flow used in investing activities (B)</b>	<b>(206.57)</b>	(304.88)
<b>C. Cash flow from financing activities:</b>		
Proceeds from issue of equity shares (incl. premium)	-	-
Net Increase / (Decrease) in Long Term Liabilities	(597.05)	299.40
Interest Paid	(81.65)	(81.33)
<b>Net cash flow from financing activities (C)</b>	<b>(678.70)</b>	218.07
<b>Net increase/(decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(10.36)</b>	9.81
Cash and cash equivalents at the beginning of the year	11.14	1.32
<b>Cash and cash equivalents at the end of the year</b>	<b>0.77</b>	11.14
<b>Cash and cash equivalents at the end of the year *</b>	<b>0.77</b>	11.14
* Comprises:		
(a) Cash on hand	0.63	0.73
(b) Balances with banks		
(i) In current accounts	0.15	10.41
(ii) In earmarked accounts (Refer Note (ii) below)		
As per our report of even date		
<b>For Tibrewal Chand &amp; Co</b>	<b>For and on behalf of the Board of Directors</b>	
Chartered Accountants		
<b>Firm Regn. No. 311047E</b>		
	<b>Sd/-</b>	<b>Sd/-</b>
	<b>Vikash Gupta</b>	<b>Akash Gupta</b>
	Director	Director
	DIN: 01326705	DIN: 01326005
<b>Sd/-</b>		
<b>CA Krishna Agrawal</b>	<b>Sd/-</b>	<b>Sd/-</b>
Partner	<b>Priya Bhatler</b>	<b>Perna Niganiya</b>
Membership No. 313562	C.S.	C.F.O.
Rourkela		
Date: 22nd day of May, 2025		

**Notes forming part of the financial statements for the year ended 31st March, 2025**

**1 BACKGROUND**

Bloom Industries Limited ("The Company") is a public limited company incorporated in India under the provisions of Companies Act, 1956 and validly existing under Companies Act, 2013 ("the Act"). Equity shares of the Company are listed with the BSE Limited. The company is engaged in trading of Iron & Steel.

**2 Significant Accounting Policies:**

**a) Basis of preparation**

**i. Compliance with Ind AS**

The financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

**ii. Historical cost convention**

The financial statements have been prepared on a historical cost basis.

**iii. Current and non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

**b) Property, plant and equipment**

All items of property, plant and equipment are stated at historical cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

*Depreciation methods, estimated useful lives and residual value.*

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives.

*Useful life considered for calculation of depreciation for various assets class are as follows:-*

• Machinery	10 Years
• Furniture, fittings and equipment	10 Years
• Office and other equipments	5 Years
• Computers	3 Years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses).

**Notes forming part of the financial statements for the year ended 31st March, 2025**

**c) Investments and other financial assets:**

**i. Classification**

The Company classifies its financial assets at amortised cost.

The Classification depends on the entity's business model for managing the financial assets and the contractual term of the cash flows.

**ii. Measurement of financial assets**

At initial recognition, the Company measures a financial asset at its fair value.

**iii. Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**iv. Derecognition of financial assets**

A financial asset is derecognised only when

- the company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

A financial liability is recognised when the obligation specified in the contract is discharged, completed or expired.

**d) Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

**e) Cash and Cash Equivalents**

Cash and cash equivalents includes cash in hand, deposits with banks and short term highly liquid investments, which are readily convertible into cash and have original maturities of three months or less from the Balance Sheet date.

**Notes forming part of the financial statements for the year ended 31st March, 2025**

**f) Revenue Recognition:**

The Company derives revenues primarily from trading of Iron and Steel.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five-step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognize revenue when or as an entity satisfies performance obligations;

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is recognized when no significant uncertainty exists as to its realization or collection.

The amount recognized as revenue in its Statement of Profit and Loss is exclusive of Goods and Service Tax and is net of discounts.

**g) Employee Benefits:**

**Short term employee benefits**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**h) Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following:

- (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty Financial Statements.
- (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount
- (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The effect on adoption of Ind AS 12 Appendix C is insignificant in the financial statements

**Notes forming part of the financial statements for the year ended 31st March, 2025**

**i) Functional and presentation currency**

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Indian rupee (INR), which is Bloom Industries Limited's functional and presentation currency.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

**j) Inventories:**

Inventories which comprise of finished stock are valued at lower of cost or net realizable value. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**k) Earnings per share**

**Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**l) Segment Reporting:**

The Company is primarily engaged in the activity of trading in Iron & Steel items and considers it to be a single reportable business segment. The operations of the Company are within the geographical territory of India which is considered as a single geographical segment. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Executive Director, who has been identified as being the chief operating decision maker, assesses the financial performance and position of the company, and makes strategic decisions for segment information presented.

**m) Provisions and contingent liabilities**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The increase in the provision due to the passage of time is recognised as interest expense. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

**Notes forming part of the financial statements for the year ended 31st March, 2025**

**n) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**o) Critical estimates and judgments**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal and actual results. Management also needs to exercise judgement in applying the company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

- Estimation of current tax expense and payable
- Probable outcome of matters included under Contingent Liabilities

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**Recent pronouncements**

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

**Balance Sheet:**

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

**Statement of profit and loss:**

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

## Notes forming part of the financial statements for the year ended 31st March, 2025

## Note 2 : Fixed Assets

(Rs. In Lakhs)

(A) Tangible Assets, Owned	Gross Block			Accumulated Depreciation and			Net Block	
	Balance as at April 01, 2024	Additions	Balance as at March 31, 2025	Balance as at April 01, 2024	Depreciation / Amortisation expense for the year	Balance as at March 31, 2025	Balance as at March 31, 2025	Balance as at March 31, 2024
(a) Vehicles	-	23.67	23.67	-	0.70	0.70	22.97	-
<b>Total</b>	-	<b>23.67</b>	<b>23.67</b>	-	<b>0.70</b>	<b>0.70</b>	<b>22.97</b>	-
Previous year	-	-	-	-	-	-	-	-



## Notes forming part of the financial statements for the year ended 31st March, 2025

**Note 3 : Non-Trade Investments**

Particulars	As at 31st March, 2025	As at 31st March, 2024
	Rs. in Lakhs	Rs. in Lakhs
(i) Investment in Unquoted shares	1,228.85	1,046.02
<b>Total</b>	<b>1,228.85</b>	<b>1,046.02</b>

**Note 4 : Non-Current Assets**

Particulars	As at 31st March, 2025	As at 31st March, 2024
	Rs. in Lakhs	Rs. in Lakhs
(i) Security Deposits	0.70	0.70
<b>Total</b>	<b>0.70</b>	<b>0.70</b>

**Note 5 : Trade Receivables**

Particulars	As at 31st March, 2025	As at 31st March, 2024
	Rs. in Lakhs	Rs. in Lakhs
(i) Unsecured, considered good Outstanding for a period exceeding six months from the date when they are due for payment	94.38	13.22
(ii) Others	165.21	359.40
<b>Total</b>	<b>259.59</b>	<b>372.62</b>

**Trade Receivables Ageing Schedule as at 31-03-2025**

(Rs. in Lakhs)

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	165.21	84.71	-	4.35	5.31	259.59
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed trade receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>165.21</b>	<b>84.71</b>	<b>-</b>	<b>4.35</b>	<b>5.31</b>	<b>259.59</b>

**Trade Receivables Ageing Schedule as at 31-03-2024**

(Rs. in Lakhs)

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	359.40	-	7.91	0.20	5.11	372.62
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed trade receivables - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>359.40</b>	<b>-</b>	<b>7.91</b>	<b>0.20</b>	<b>5.11</b>	<b>372.62</b>

**Note 6 : Cash and Cash Equivalents**

Particulars	As at 31st March, 2025	As at 31st March, 2024
	Rs. in Lakhs	Rs. in Lakhs
(i) Cash in hand (as certified by the management)	0.63	0.73
(ii) Balances with banks in Current Accounts	0.15	10.41
<b>Total</b>	<b>0.77</b>	<b>11.14</b>

**Note 7 : Short-term loans and advances****Unsecured, Considered good**

Particulars	As at 31st March, 2025	As at 31st March, 2024
	Rs. in Lakhs	Rs. in Lakhs
<b>Other Loans &amp; Advances</b>		
(i) Balances with Revenue Authorities		
a) TDS Refundable	2.15	9.35
b) GST Receivable	-	0.04
(ii) Other Advances	349.73	348.02
<b>Total</b>	<b>351.88</b>	<b>357.42</b>

## Notes forming part of the financial statements for the year ended 31st March, 2025

## Note 8 : Share capital

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
<b>(i) Authorised</b>				
Equity shares of Rs. 10/- each	99,95,000	999.50	94,95,000	999.50
12% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each	500	0.50	500	0.50
<b>(ii) Issued, Subscribed and fully paid up</b>				
Equity shares of Rs. 10/- each	66,40,000	664.00	47,06,000	664.00
Equity Shares Forfeited	6,44,000	32.03	6,44,000	32.03
<b>Total</b>		<b>696.03</b>		<b>696.03</b>

Refer Notes (a) to (c) below

## Notes:

## (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	Closing Balance
<b>Equity Shares</b>				
<b>Year ended 31st March, 2025</b>				
- Number of shares	66,40,000	-	-	66,40,000
- Amount (Rs. in Lakhs)	66.40	-	-	66.40
<b>Year ended 31st March, 2024</b>				
- Number of shares	66,40,000	-	-	66,40,000
- Amount (Rs. in Lakhs)	66.40	-	-	66.40

## (b) Terms/rights attached to Equity Shares

The company has issued only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (c) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2025		As at 31st March, 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares</b>				
Mr. Rajendra Prasad Gupta	13,73,300	20.68 %	13,73,300	20.68 %
Mr. Akash Gupta	10,25,000	15.44 %	10,25,000	15.44 %
Mr. Vikash Gupta	10,47,700	15.78 %	10,47,700	15.78 %
Carron Investments Private Limited	8,50,000	12.80 %	8,50,000	12.80 %
Ekansh Concepts Limited	-	0.00 %	8,50,000	12.80 %
Genesis Grand General Trading-LLC	6,50,000	9.79 %	-	0.00 %

Details of forfeited Shares	Number of shares	Rs. in Lakhs	Number of shares	Rs. in Lakhs
Equity shares with voting rights	6,44,000	32.03	6,44,000	32.03

## (d) Shareholding of Promoters as at 31-03-2025

Promoter Name	Number of Shares	% of Total Shares	% Change during the year
Rajendra Prasad Gupta	13,73,300	20.68 %	0.00 %
Akash Gupta	10,25,000	15.44 %	0.00 %
Vikash Gupta	10,47,700	15.78 %	0.00 %
Preeti Gupta	25,000	0.38 %	0.00 %
Shilpi Agrawal	50,000	0.75 %	0.00 %
Shivom Minerals Limited	60,000	0.90 %	0.00 %
Unicon Merchants Private Limited	60,000	0.90 %	0.00 %
Harsh Vanijya Private Limited	39,000	0.59 %	0.00 %

## Shareholding of Promoters as at 31-03-2024

Promoter Name	Number of Shares	% of Total Shares	% Change during the year
Rajendra Prasad Gupta	13,73,300	20.68 %	0.00 %
Akash Gupta	10,25,000	15.44 %	0.00 %
Vikash Gupta	10,47,700	15.78 %	0.00 %
Preeti Gupta	25,000	0.38 %	0.00 %
Shilpi Agrawal	50,000	0.75 %	0.00 %
Shivom Minerals Limited	60,000	0.90 %	0.00 %
Unicon Merchants Private Limited	60,000	0.90 %	0.00 %
Harsh Vanijya Private Limited	39,000	0.59 %	0.00 %

## Note 9 : Reserves and Surplus

Particulars	As at 31st March, 2025	As at 31st March, 2024
	Rs. in Lakhs	Rs. in Lakhs
<b>(i) Securities Premium Account</b>		
Opening Balance	38.68	38.68
	38.68	38.68
<b>(i) Surplus in Statement of Profit and Loss</b>		
Opening balance	187.29	130.76
Add: Net Profit / (Loss) for the year	49.41	56.53
Closing balance	236.70	187.29
<b>Total</b>	<b>236.70</b>	<b>187.29</b>
<b>G. Total</b>	<b>275.38</b>	<b>225.97</b>

## Notes forming part of the financial statements for the year ended 31st March, 2025

## Note 10 : Long Term Borrowings

Particulars		As at 31st March, 2025	As at 31st March, 2024
		Rs. in Lakhs	Rs. in Lakhs
(i)	<b>Secured Loans</b>		
	Term Loan from New India Co-op Bank Ltd	-	614.67
	Term Loan from State Bank of India	17.62	-
	<b>Total</b>	<b>17.62</b>	<b>614.67</b>

## (ii) Details of terms of repayment for the long-term borrowings and security provided:

Term loan from State Bank of India against vehicle carries interest @ 9.85% p.a. The loan is secured by personal guarantee of Sri Vikash Gupta and Sri Akash Gupta as per agreement dated 12th December 2024. The loan is repayable in 60 monthly installments of Rs. 0.37 Lakhs each commencing from 15th January 2025 inclusive of interest as per agreement dated 12th December 2024. Term Loan from State Bank of India is Auto Loan and is secured by the vehicle itself. The Period of maturity as on Balance Sheet date is 57 months.

## Note 11 : Short Term Borrowings

Particulars		As at 31st March, 2025	As at 31st March, 2024
		Rs. in Lakhs	Rs. in Lakhs
(i)	Current Maturities of Long Term Debts	3.63	95.81
(ii)	State Bank of India-Cash Credit	491.76	-
	<b>Total</b>	<b>495.39</b>	<b>95.81</b>

The above Cash Credit Account with State bank of India has a limit of Rs. 495 Lakhs under CGTMSE scheme and is primarily secured by the hypothecation of Stocks and Receivables and all other current assets of the company, both present and future. The loan is secured by personal guarantee of Sri Vikash Gupta and Sri Akash Gupta as per agreement dated 22nd July 2024. The loan is repayable on demand and carries rate of interest of 13.40% per annum with monthly rests.

## Note 12 : Trade Payables

Particulars		As at 31st March, 2025	As at 31st March, 2024
		Rs. in Lakhs	Rs. in Lakhs
(i)	Due to Small Scale Industries Units*	-	-
(ii)	Other	8.63	8.63
	<b>Total</b>	<b>8.63</b>	<b>8.63</b>

## Trade Payables Ageing Schedule as at 31-03-2025

(Rs. in Lakhs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	-	8.63	-	-	8.63
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-

## Trade Payables Ageing Schedule as at 31-03-2024

(Rs. in Lakhs)

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	8.63	-	-	-	8.63
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-

Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2025, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

## Note 13 : Other Current Liabilities &amp; Prov.

Particulars		As at 31st March, 2025	As at 31st March, 2024
		Rs. in Lakhs	Rs. in Lakhs
(i)	Statutory Dues Payable	9.02	3.30
(ii)	Advance against Sales	154.21	65.81
(iii)	Others	197.76	71.01
(iv)	Provisions for Tax	10.45	6.66
	<b>Total</b>	<b>371.44</b>	<b>146.78</b>

**Notes forming part of the financial statements for the year ended 31st March, 2025****Note 14 : Revenue**

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
	Rs. in Lakhs	Rs. in Lakhs
<b>Sale of Trading Goods</b>		
Sale of Iron & Steel	2,356.26	2,314.42
Sale of Coal	-	693.31
<b>Total</b>	<b>2,356.26</b>	<b>3,007.73</b>

**Note 15 : Other Income**

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
	Rs. in Lakhs	Rs. in Lakhs
Interest Received	0.07	-
Commission on Sales	-	12.25
Surplus on Sale of Investments	17.58	36.74
Shortage Deductions	-	0.99
<b>Total</b>	<b>17.65</b>	<b>49.98</b>

**Note 16 : Purchases**

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
	Rs. in Lakhs	Rs. in Lakhs
Iron & Steel Goods	2,143.88	2,141.91
Coal	-	594.35
Freight Inward/Cargo Handling Chg.	-	65.69
<b>Total</b>	<b>2,143.88</b>	<b>2,801.95</b>

**Note 17 : Employee Benefits Expense**

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
	Rs. in Lakhs	Rs. in Lakhs
Salaries, Bonus & Wages	19.67	11.93
<b>Total</b>	<b>19.67</b>	<b>11.93</b>

**Note 18 : Finance Costs**

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
	Rs. in Lakhs	Rs. in Lakhs
Bank Charges	0.15	0.02
Interest	81.50	81.31
<b>Total</b>	<b>81.65</b>	<b>81.33</b>

**Notes forming part of the financial statements for the year ended 31st March, 2025****Note 19 : Other expenses**

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
	Rs. in Lakhs	Rs. in Lakhs
<b>(i) Other Expenses</b>		
Rent, Rates & Taxes	5.31	3.16
Electricity Charges	-	0.62
Printing & Stationary	0.00	0.50
Telephone Expenses	1.20	0.26
Annual fees on Demat	1.27	1.16
Legal & Professional Fees	25.93	21.79
Postage & Courier	0.01	0.29
Listing Fees	3.25	3.43
Office General Expenses	6.00	1.45
Repairs & Maintenance	-	1.15
Bank Processing Charges	17.54	-
E-Voting Charges	0.13	0.34
Interest paid on Outstanding	-	1.79
Conveyance Expenses	4.61	2.99
Sundry Write Off	(0.00)	(0.88)
Freight Outward	-	54.59
Commission on Sales	-	3.63
Director Sitting Fees	0.85	0.70
Advertisement	0.95	1.17
Web Hosting Charges	0.07	0.07
Internal Audit Fees	0.40	0.40
Audit Fees (Refer Note 19 (ii) below)	0.30	0.65
<b>Total</b>	<b>67.82</b>	<b>99.27</b>

**Note 19(ii) : Payments to the auditors comprises:**

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
	Rs. in Lakhs	Rs. in Lakhs
(a) As auditors - Statutory audit fees.	0.15	0.15
(b) Tax Audit fees.	0.10	0.10
(c) Income Taxation Returns	0.05	0.05
(d) Tax Audit Fees-Earlier Years	-	0.35
<b>Total</b>	<b>0.30</b>	<b>0.65</b>

## Notes forming part of the financial statements for the year ended 31st March, 2025

## Note 20 : Related Party Transaction

Note	Particulars		
(i)	<b>Details of related parties:</b>		
	<b>Description of relationship</b>	<b>Names of related parties</b>	
		<b>FY 2024-25</b>	<b>FY 2023-24</b>
	Key Management Personnel (KMP)	Vikash Gupta Akash Gupta Rajendra Prasad Gupta Priya Bhatler	Vikash Gupta Akash Gupta Rajendra Prasad Gupta Priya Bhatler
Associates	Shivom Minerals Limited	Shivom Minerals Limited	
Relative of KMP	Preeti Gupta Sonu Gupta	Preeti Gupta Sonu Gupta	

Note: Related parties have been identified by the Management.

**Details of related party transactions during the year ended 31st March, 2025 and balances outstanding as at 31st March, 2025:**

					(Rs. in Lakhs)
(ii)	Particulars	Associates	KMP	Relatives of KMP	Total
	Purchase of goods/Investments	-	-	-	-
		(2.36)	-	(0.60)	(2.96)
	Purchase of Fixed Assets	-	-	-	-
	Sale of goods	-	-	-	-
		(722.94)	-	-	(722.94)
	Receiving of services	<b>13.81</b>	<b>6.00</b>	<b>6.00</b>	<b>25.81</b>
	Payment made to key management personal	-	(6.00)	-	(6.00)
		-	<b>15.69</b>	-	<b>15.69</b>
		-	(7.92)	-	(7.92)
	<b><u>Balances outstanding at the end of the year</u></b>				
	Loans and advances	-	-	-	-
		(94.19)	-	-	(94.19)
	Security Deposits Paid	-	-	-	-
		-	-	-	-
	Others Payables	-	<b>3.42</b>	-	<b>3.42</b>
		-	(0.66)	-	(0.66)
	<b>Note: Figures in bracket relates to the previous year</b>				

Notes forming part of the financial statements for the year ended 31st March, 2025

## Note 21 : Ratio Analysis

Sl. No.	Particulars	As at 31st March, 2025	As at 31st March, 2024	% of Variance	Reason for Variance
		Ratio	Ratio		
1	Current Ratio (A/B) (In times)	0.70	2.95	76.29%	Due to decrease in Current Assets & higher increase in Current Liabilities.
2	Debt Equity Ratio (C/D) (In times)	0.53	0.77	31.47%	Due to fresh availment of long term loans & repayment of old Long-term Borrowings.
3	Debt Service Coverage Ratio (E/F)	0.19	0.92	79.44%	Due to Marginal decrease in Profits as well as availment & repayment of long term borrowings in FY 2024-25
4	Return on Equity Ratio (G/H) (In %)	5.22%	6.33%	17.49%	Primarily due decrease in Profit in FY 2024-25
5	Inventory Turnover Ratio (I/J) (In times)	-	-	0.00%	No Inventory at the year end
6	Trade Receivables Turnover Ratio (K/L) (In times)	7.45	9.65	22.74%	Due to Higher Debtors & decrease in sales
7	Trade Payables Turnover Ratio (M/N) (In times)	248.36	649.20	61.74%	Due to Trade Creditors at the year end and decrease in purchases in FY 2024-25
8	Net Capital Turnover Ratio (O/P) (In times)	-8.98	6.13	246.42%	Due to decrease in turnover as well as substantial decrease in Average Working Capital during FY 2024-25
9	Net Profit Ratio (Q/R) (In %)	2.10%	1.88%	-11.57%	Primarily due to decrease in Profits & sales in FY 2024-25
10	Return on Capital employed (S/T) (In %)	9.55%	8.85%	-7.89%	Primarily due to decrease in Profits in FY 2024-25 & decrease in Long term debts
11	Return on Investment (U/V) (In %)	14.60%	15.68%	6.87%	Primarily due to decrease in Profits in FY 2024-25

## Notes forming part of the financial statements for the year ended 31st March, 2025

## Note 22 : AS-20 Earning Per Share

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Earnings per share</b>		
<b>Basic</b>		
Net profit / (loss) for the year attributable to the equity shareholders (Rs. in Lakhs)	49.41	56.53
Weighted average number of equity shares	66,40,000	66,40,000
Par value per share (Amount in Rs.)	10.00	10.00
Earnings per share (Amount in Rs.)	0.74	0.85
<b>Diluted</b>		
Net profit / (loss) for the year attributable to the equity shareholders (Rs. in Lakhs)	49.41	56.53
Weighted average number of equity shares	66,40,000	66,40,000
Par value per share (Amount in Rs.)	10.00	10.00
Earnings per share (Amount in Rs.)	0.74	0.85

## Note 23 : Financial Risk Management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risks are reviewed regularly to reflect changes in market conditions and the company's activities.

**A. Market Risks**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. The company is not exposed to any foreign currency risk as neither operates internationally nor has any foreign currency transaction.

**(a) Price Risk - Exposure:**

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through OCI. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Particulars	As at 31st March, 2025	As at 31st March, 2024
BSE Sensex 30- Increase 5%	-	-
BSE Sensex 30- Decrease 5%	-	-

Above referred sensitivity pertains to investment in quoted securities. Profit for the year would increase/(decrease) as a result of gains/(losses) on the same as at fair value through profit or loss.

**(b) Interest rate risk:**

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Variable rate borrowings	-	-
Percentage of variable rate borrowings to total borrowings	-	-
<b>Total borrowings</b>	-	-

**Sensitivity**

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	As at 31st March, 2025	As at 31st March, 2024
Interest rates – increase by 50 basis points *	-	-
Interest rates – decrease by 50 basis points *	-	-

\* Holding all other variables constant

**Notes forming part of the financial statements for the year ended 31st March, 2025****B. Credit Risk**

It is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

**Trade receivables** - Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management.

The Company measures the expected credit loss of trade receivables and loan & advances customers wise based on historical trend. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, adequate provision for the loss on collection of receivables has been made.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

**C. Liquidity Risk:**

Liquidity risk is the risk that the company will face in meeting its obligations associated with its financial liabilities. The company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the company's credit rating and impair investor confidence.

The following table shows the maturity analysis of the company's financial liabilities based on contractually agreed undiscounted cash flows as at the balance sheet date:

**Maturity patterns of liabilities:**

Particulars	Less than 12 months	More than 12 months
	Rs. in Lakhs	Rs. in Lakhs
<b>As at 31st March 2025</b>		
Trade payables	-	8.63
Borrowings	495.39	-
Other Financial liabilities	371.44	-
Other Non-Financial liabilities	-	-
<b>As at 31st March 2024</b>		
Trade payables	8.63	-
Borrowings	95.81	-
Other Financial liabilities	146.78	-

**D. Capital Management**

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company does not distribute dividends to the shareholders.

**Risk Exposure**

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are

Interest risk	A decrease in the market yields in the government bond will increase the plan liability.
Longevity risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**Notes to the financial statements for the year ended 31st March, 2025****Note 24 : Impact of COVID-19**

The Company has considered the possible effects that may result from COVID-19 in the preparation of these financial results including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of COVID-19, the Company has, at the date of approval of the financial results, used internal and external sources of information and expects that the carrying amount of the assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of the same.

**Note 25 : Capital Management**

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Particulars	(Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
<b>A) Net Debt</b>		
Borrowings (Current and Non-Current)	513.01	710.48
Cash and cash equivalents	0.77	11.14
<b>Net Debt (A)</b>	<b>512.24</b>	<b>699.34</b>
<b>B) Equity</b>		
Equity share capital	696.03	696.03
Other Equity	275.38	225.97
<b>Total Equity (B)</b>	<b>971.41</b>	<b>922.00</b>
<b>Gearing Ratio (Net Debt / Capital) i.e. (A / B)</b>	<b>52.73%</b>	<b>75.85%</b>

## Notes forming part of the financial statements for the year ended 31st March, 2025

**Note 26 : AS-22 Deferred tax**

Particulars	As at 31st March, 2025	As at 31st March, 2024
	Rs. In Lakhs	Rs. In Lakhs
<b>Deferred tax (liability) / asset</b>		
Tax effect of items constituting deferred tax liability		
On difference between book balance & tax balance of fixed assets	0.27	-
Tax effect of items constituting deferred tax liability	-	-
<b>Net deferred tax liability/ (asset)</b>	<b>0.27</b>	<b>-</b>

**Note 27 : Other Notes on Accounts:**

a) Contingent Liabilities not provided for in the accounts		
Particulars	As at 31st March, 2025	As at 31st March, 2024
	Rs. in Lakhs	Rs. in Lakhs
GST Demand against which company has preferred appeal before Hon'ble High Court (June-2019)	18.56	6.41
(October-2019)	7.05	2.49
Company has preferred appeal before higher authorities against the above demand.		
b) Estimated value of the contracts remaining to be executed on Capital Account (net of advance) is Nil (Previous Year-Nil)		
c) (i) Foreign exchange earnings and outgo - Rs. Nil (P.Y Rs. Nil) (ii) CIF value of imports - Rs. Nil (P.Y. Rs. Nil)		
d) Balances of Personal accounts are subject to confirmation & reconciliation and consequential adjustment, if any.		
e) All non-current assets of the company are located in India.		
f) Number of Employees who were in receipt of or entitled to receive emoluments including benefits aggregating to Rs. 60.00 Lakhs or more per annum if employed for full year or Rs. 5.00 Lakh per month or more if employed for part of the year - NONE.		
g) <b>Other Statutory Information:</b>		
(a) There are no Proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder.		
(b) The Company has not entered into any transactions with Struck off companies during the year.		
(c) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.		
(d) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.		
(e) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).		

## Notes forming part of the financial statements for the year ended 31st March, 2025

## Note 27 : Other Notes on Accounts: Contd..

<p>(f) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.</p> <p>Further, the Company has not received any funds from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.</p> <p>(g) The Company has complied with the number of layers prescribed under clause (87) of the Section 2 of the Companies Act, 2013 read with the Companies (Restrictions on Number of Layers) Rule, 2017.</p> <p>(h) The Company is not declared wilful defaulter by bank or financial institutions or any lender during the financial year.</p> <p>(i) Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.</p> <p>(j) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.</p> <p>h) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.</p>	<p style="text-align: right;"><b>For and on behalf of the Board of Directors</b></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <p><b>For Tibrewal Chand &amp; Co</b> Chartered Accountants Firm Regn. No. 311047E</p> <p><b>Sd/-</b> <b>CA Krishna Agrawal</b> Partner Membership No. 313562 Rourkela Date: 22nd day of May, 2025</p> </td> <td style="width: 33%; vertical-align: top;"> <p><b>Sd/-</b> <b>Vikash Gupta</b> Director DIN: 01326705</p> <p><b>Sd/-</b> <b>Priya Bhatler</b> C.S.</p> </td> <td style="width: 33%; vertical-align: top;"> <p><b>Sd/-</b> <b>Akash Gupta</b> Director DIN: 01326005</p> <p><b>Sd/-</b> <b>Purna Niganiya</b> C.F.O.</p> </td> </tr> </table>	<p><b>For Tibrewal Chand &amp; Co</b> Chartered Accountants Firm Regn. No. 311047E</p> <p><b>Sd/-</b> <b>CA Krishna Agrawal</b> Partner Membership No. 313562 Rourkela Date: 22nd day of May, 2025</p>	<p><b>Sd/-</b> <b>Vikash Gupta</b> Director DIN: 01326705</p> <p><b>Sd/-</b> <b>Priya Bhatler</b> C.S.</p>	<p><b>Sd/-</b> <b>Akash Gupta</b> Director DIN: 01326005</p> <p><b>Sd/-</b> <b>Purna Niganiya</b> C.F.O.</p>
<p><b>For Tibrewal Chand &amp; Co</b> Chartered Accountants Firm Regn. No. 311047E</p> <p><b>Sd/-</b> <b>CA Krishna Agrawal</b> Partner Membership No. 313562 Rourkela Date: 22nd day of May, 2025</p>	<p><b>Sd/-</b> <b>Vikash Gupta</b> Director DIN: 01326705</p> <p><b>Sd/-</b> <b>Priya Bhatler</b> C.S.</p>	<p><b>Sd/-</b> <b>Akash Gupta</b> Director DIN: 01326005</p> <p><b>Sd/-</b> <b>Purna Niganiya</b> C.F.O.</p>		