

August 23, 2017

To

Dy. General Manager BSE Limited Corporate Relation Department, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip ID: BLOIN; Scrip Code: 513422			
Delhi Stock Exchange Ltd. DSE House, 3/1 Asaf Ali Road, New Delhi - 110002	Jaipur Stock Exchange Ltd. Stock Exchange Building, JLN Marg, Malviya Nagar, Jaipur – 302017, Rajasthan	The Calcutta Stock Exchange Ltd. 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal	Ahmedabad Stock Exchange Ltd. Kamdhenu Complex, Opp. Sahajanand College, Panjrapole, Ahmedabad – 380015 Gujarat

Dear Sirs,

Subject: Filing of public announcement

Re: Open Offer to the Public Shareholders of Bloom Industries Limited (“BIL” or “Target Company”) in terms of the Securities Board of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011, as amended from time to time (“Takeover Regulations”).

1. Mr. Rajendra Prasad Gupta, Mr. Akash Gupta & Mr. Vikash Gupta (**“Acquirers”**) have entered into a Share Purchase Agreement (**“SPA”**) dated August 23, 2017 with Mr. Kamal Kumar Chaudhary, M/s. Kamal Kumar Chaudhary (HUF) and Mrs. Alka Manish Narsaria, the existing promoters of the Target Company (**“Sellers”**) for acquisition of 28,23,300 equity shares of the Target Company having a face value of Rs. 10 each at Rs. 3.75 (rupees three and seventy five paise only) per equity share (**“Negotiated Price”**) for an aggregate consideration of Rs. 1,05,87,375 (rupees one crore five lacs eighty seven thousand three hundred and seventy five only).
2. Consequent to the above, the Acquirers have made an open offer to the public shareholders of the Target Company to acquire upto 12,23,600 fully paid up equity shares of Rs. 10 each of the Target Company (**“Offer” / “Open Offer”**) representing 26% of the voting equity share capital on a fully diluted basis (excluding 6,44,000 forfeited shares which do not carry any voting rights) expected as of the 10th working day from the closure of the tendering period of the offer. The offer price is Rs.4.75 per equity share (**“Offer Price”**) aggregating Rs. 58,12,100 (rupees fifty eight lacs twelve thousand and one hundred only) (**“Maximum Open Offer Consideration”**) subject to the terms and conditions in the public announcement dated August 23, 2017 made by the Acquirers (**“PA”**), the detailed public statement (**“DPS”**), and the letter of offer (**“LOF”**) that are proposed to be issued in terms of the Takeover Regulations.
3. This Offer is being made in compliance with regulations 3(1) & 4 of the Takeover Regulations, pursuant to the substantial acquisition of shares, voting rights and control of and over the Target Company.



PL Capital Markets Pvt. Ltd.

SEBI Registered Merchant Banker Category I [MB / INM 000011237]

Regd. Office: 3rd Floor, Sadhana House, 570, P. B. Marg, Behind Mahindra Tower, Worli, Mumbai - 400 018.

CIN : U65190MH2007PTC169741 | Tel: +91 22 6632 2222, Fax: +91 22 6632 2229 | Email: plcm@plindia.com, Website: www.plindia.com

4. With reference to the above, we have to inform you that the Acquirers have appointed **PL Capital Markets Private Limited ("PLCM" or "Manager")** as the Manager to the Open Offer in compliance with regulation 12(1) of the Takeover Regulations.

In this regard, please find attached herewith a copy of the PA in compliance with regulation 14(1) of the Takeover Regulations for your record.

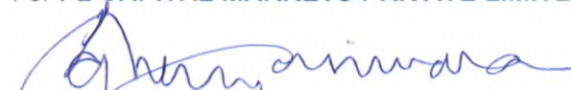
We request you to kindly take the above on record and disseminate the information to the public.

Please feel free to contact the undersigned on 022 – 6632 2441 or Mr. Rohan Menon on 022 – 6632 2498 or Mr. Bhavin Shah on 022 – 6632 2442 in case you require any clarifications in this regard.

Thanking You,

Yours faithfully

For **PL CAPITAL MARKETS PRIVATE LIMITED**



D. J. KALYANIWALA
VICE PRESIDENT - INVESTMENT BANKING



Encl: a/a

PUBLIC ANNOUNCEMENT FOR ATTENTION OF PUBLIC SHAREHOLDERS OF BLOOM INDUSTRIES LIMITED IN ACCORDANCE WITH REGULATIONS 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011, AS AMENDED FROM TIME TO TIME ("TAKEOVER REGULATIONS").

Open offer for acquisition of up to 12,23,600 (twelve lacs twenty three thousand six hundred only) fully paid-up equity shares of Rs. 10 each ("Offer" / "Open Offer") from the public shareholders of **Bloom Industries Limited** ("Target Company").

This public announcement ("Public Announcement" or "PA") is being issued by **PL Capital Markets Private Limited**, the manager to the Offer ("Manager"), for and on behalf of Mr. Rajendra Prasad Gupta; Mr. Akash Gupta & Mr. Vikash Gupta ("Acquirers") to the public shareholders of the Target Company pursuant to and in compliance with regulations 3(1) and 4 read with regulations 13(1), 14 and 15(1) of the Takeover Regulations.

1. Offer Details

- **Size :** The Acquirers hereby make this Open Offer to all shareholders of the Target Company, other than the Acquirers and parties to the underlying agreement ("Public Shareholders"), to acquire up to 12,23,600 fully paid up equity shares of Rs. 10 each of the Target Company ("Equity Shares") as on the date of this PA, representing 26.00% of the total issued, outstanding and fully paid-up equity shares carrying voting rights (excluding 6,44,000 forfeited equity shares which do not carry any voting rights) of the Target Company subject to the terms and conditions mentioned in this Public Announcement and in the detailed public statement ("DPS") and the letter of offer ("LoF") that are proposed to be issued in accordance with the Takeover Regulations.
- **Offer Price/Consideration:** The offer price is **Rs. 4.75 (rupees four and paisa seventy five only)** per Equity Share ("Offer Price") which is calculated in accordance with regulation 8(1) and regulation 8(2) of the Takeover Regulations. Assuming full subscription in the Open Offer, the total consideration payable by the Acquirers will be **Rs. 58,12,100 (rupees fifty eight lacs twelve thousand and one hundred only)**.
- **Mode of Payment:** The Offer Price is payable in "Cash" in accordance with regulation 9(1)(a) of the Takeover Regulations.
- **Type of Offer:** This is a mandatory offer in compliance with regulations 3(1) & 4 of the Takeover Regulations pursuant to the agreement for substantial acquisition of shares, voting rights and control of and over the Target Company. This Open Offer is not subject to any minimum level of acceptance in terms of regulation 19(1) of the Takeover Regulations. This is not a competing offer in terms of regulation 20 of the Takeover Regulations.



2. **Transaction which has triggered the Open Offer obligations (Underlying Transaction)**

The Acquirers have agreed to acquire from the promoters of the Target Company namely, Mr. Kamal Kumar Chaudhary, M/s. Kamal Kumar Chaudhary (HUF) and Mrs. Alka Manish Narsaria, (“Sellers”) 28,23,300 equity shares of the Target Company having a face value of Rs. 10 each, amounting to 59.99% of the total issued, outstanding and fully paid-up equity shares carrying voting rights (excluding 6,44,000 forfeited equity shares which do not carry any voting rights) for an aggregate consideration of **Rs. 1,05,87,375 (rupees one crore five lacs eighty seven thousand and three hundred seventy five only), i.e., Rs. 3.75 (rupees three and paisa seventy five only) per Equity Share (“Negotiated Price”)** through a share purchase agreement dated August 23, 2017 (“SPA”). Since the Acquirers have entered into an agreement to acquire voting rights in excess of 25% of the equity share capital of the Target Company, this Offer is being made under regulation 3(1) of the Takeover Regulations. Upon consummation of the transactions contemplated in the SPA, the Acquirers will also acquire control over the Target Company and the Acquirers shall become the promoters of the Target Company upon compliance with the provisions of regulation 31A(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As such, this Offer is also being made under regulation 4 of the Takeover Regulations.

Details of underlying transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares/ Voting Rights (“VR”) acquired (In Rs.)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity / voting capital*			
Direct	SPA	28,23,300	59.99%	1,05,87,375	Cash	Regulation 3(1) & 4 of the Takeover Regulations.

* Excluding 6,44,000 forfeited equity shares which do not carry any voting rights.



3. Details of the Acquirer(s)

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Name of the Acquirers/PACs	Mr. Rajendra Prasad Gupta	Mr. Akash Gupta	Mr. Vikash Gupta	Not Applicable
Address	I/15, Civil Township, Rourkela-769004, Dist. Sundargarh, Odisha	I/15, Civil Township, Rourkela-769004, Dist. Sundargarh, Odisha	I/15, Civil Township, Rourkela-769004, Dist. Sundargarh, Odisha	Not Applicable
Name(s) of persons in control/promoters of acquirers/PAC where Acquirers/PAC are companies	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of the Group, if any, to which the Acquirer/PAC belongs to	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Pre Transaction shareholding				
• Number				
• % of total share capital*	1,50,000 3.19%	2,25,000 4.78%	2,00,100 4.25%	5,75,100 12.22%



Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Proposed shareholding after the acquisition of shares which triggered the Open Offer				
• Number	13,73,300	10,25,000	10,00,100	33,98,400
• % of total share capital*	29.18%	21.78%	21.25%	72.21%
Any Other Interest in the Target Company	Nil	Nil	Nil	Nil

*Excluding 6,44,000 forfeited equity shares which do not carry any voting rights.

4. Details of the Sellers

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of equity Shares	%*	Number of equity Shares	%
Mr. Kamal Kumar Chaudhary ("Seller 1")	Yes	27,17,800	57.75	Nil	0
M/s. Kamal Kumar Chaudhary (HUF) ("Seller 2")	Yes	55,400	1.18	Nil	0
Mrs. Alka Manish Narsaria ("Seller 3")	Yes	50,100	1.06	Nil	0
Total		28,23,300	59.99	Nil	0

*Excluding 6,44,000 forfeited equity shares which do not carry any voting rights.



5. Details of the Target Company

- **Name:** Bloom Industries Limited
- **Registered Office:** 5, Devpark, Opp. Chandan Cinema, JVPD Scheme, Juhu, Vile-Parle (W), Mumbai - 400 049
- **Exchanges where listed:** BSE Limited (**Scrip Code: 513422**)

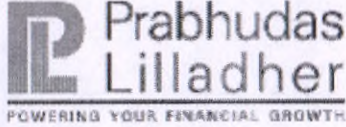
The equity shares of the Target Company are listed on BSE Limited (“BSE”) and are not suspended from trading on the stock exchange. The equity shares of the Target Company have not been suspended from trading on BSE at any time except with effect from July 6, 2005 due to penal action. The said suspension was revoked on February 29, 2012. The Equity Shares of the Target Company are also listed on Delhi Stock Exchange (“DSE”), Calcutta Stock Exchange (“CSE”), Jaipur Stock Exchange (“JSE”) and Ahmedabad Stock Exchange (“ASE”). As per DSE’s website, the equity shares were suspended from January 9, 2002. As per CSE records the equity shares of the Company are not traded since 1997 and the equity shares are classified under Z category, to be delisted. No details are available for JSE & ASE. The Target Company confirms that no notice or any communication has been received by them from any of these stock exchanges in the last 15 years.

6. Other Details

- A DPS containing offer related information will be published within five (5) working days from the date of the Public Announcement, i.e., on or before Thursday, August 31, 2017. The DPS shall, *inter alia*, contain details of the Offer including detailed information on the Offer Price, the Acquirers, the Target Company, the Seller, the background to the Offer (including details of and conditions precedent to the completion of the transactions contemplated by the Agreements) and details of financial arrangements and other terms of the Offer. The DPS shall be published, as required under regulation 14(3) of the Takeover Regulations, in all editions of (a) one English language national daily newspaper with wide circulation; (b) one Hindi language national daily newspaper with wide circulation; and (c) one Marathi language daily newspaper at Mumbai where the registered office of the Target Company is situated. Mumbai is also the city of the stock exchange where the maximum trading of the shares of the Target Company are recorded during the sixty trading days prior to the date of this Public Announcement.
- Completion of the Offer and the underlying transaction as envisaged under the SPA is subject to satisfaction of certain conditions precedent as set out in the SPA. Subject to compliance with the Takeover Regulations, the underlying transaction under the SPA referred to hereinabove may be completed prior to completion of the Offer.
- The Acquirers undertake that they are aware of and shall comply with all the obligations under the Takeover Regulations and have adequate financial resources to meet the Offer obligations under the Open Offer and has made firm financial arrangements for financing the acquisition of the Equity shares, in terms of regulation 25(1) of the Takeover Regulations.



- This Offer is not conditional upon minimum level of acceptance in terms of regulation 19(1) of the Takeover Regulations and is not a competitive bid.
- Completion of the Offer is subject to receipt of statutory requirements, if any.
- The Acquirers accept full responsibility for the information contained in this Public Announcement.

Issued By the Manager to the Offer on Behalf of the Acquirers	
 <p>Prabhudas Lilladher POWERING YOUR FINANCIAL GROWTH</p>	<p>PL CAPITAL MARKETS PRIVATE LIMITED 3rd Floor, Sadhana House, 570, P.B.Marg, Worli, Mumbai – 400 018 Tel: +91 22 6632 2222; Fax: +91 22 6632 2229; Website: www.plindia.com; Email: bloomopenoffer@plindia.com; Contact person: Mr. Bhavin Shah; Mr. Rohan Menon SEBI Registration No.: INM000011237</p>

For and on Behalf of the Acquirers

Sd/-
Rajendra Prasad Gupta

Sd/-
Akash Gupta

Sd/-
Vikash Gupta

Place: Mumbai
Date: August 23, 2017

