



BLOOM DEKOR LIMITED

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ANNUAL REPORT

---

2019 - 2020



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## CORPORATE INFORMATION

**BLOOM DEKOR LIMITED**  
CIN: L20210GJ1992PLC017341

BOARD OF DIRECTORS		AUDIT COMMITTEE	
Dr. Sunil Gupta	Managing Director	Mr. Mayur Parikh	Chairperson
Mrs. Rupal Gupta	Non-Executive Director	Mr. Ashok Gandhi	Member
Mr. Mayur Parikh	Independent Director	Dr. Sunil Gupta	Member
Mr. Ashok Gandhi	Independent Director	STAKEHOLDERS' RELATIONSHIP COMMITTEE	
CHIEF FINANCIAL OFFICER		Mr. Mayur Parikh	Chairperson
Ms. Dhvani Dave		Mr. Ashok Gandhi	Member
COMPANY SECRETARY		Dr. Sunil Gupta	Member
Mr. Tushar Donda		NOMINATION AND REMUNERATION COMMITTEE	
STATUTORY AUDITOR		Mr. Mayur Parikh	Chairperson
M/s. Parikh & Majmudar, Chartered Accountants		Mr. Ashok Gandhi	Member
303, "B" Wing, GCP Business Center, Opp. Memnagar Fire Station, Nr. Vijaya Cross Roads, Navrangpura, Ahmedabad-380 009		Mrs. Rupal Gupta	Member
SECRETARIAL AUDITOR		REGISTRAR AND SHARE TRANSFER AGENT (RTA)	
Mr. Anand Lavingia, Practicing Company Secretary		Purva Sharegistry (India) Private Limited	
Office No. 415 - 416, "Pushpam", Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad - 380 015		Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lowe Parel (E), Mumbai, Maharashtra - 400 011	
REGISTERED OFFICE		Tel: 91-22-2301 2517/8261	
Block No. 267, Village: Oran, Tal: Prantij, N.H. 8, Dist. Sabarkantha, North Gujarat - 383 205		Email: support@purvashare.com	
Tel No.: 02770 - 250110; Fax No.: 02770 - 250101		Web: www.purvashare.com	
Web: www.bloomdekor.com		CORPORATE OFFICE	
		2/F, Sumel, Sarkhej - Gandhinagar Highway Road, Opp. GNFC Info Tower, Thaltej, Ahmedabad - 380 059	
		Tel No.: 079 - 2684 1916/17; Fax No.: 079 - 2684 1914	
		Email: redressal@bloomdekor.com	

# NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the twenty-ninth Annual General Meeting (AGM) of Bloom Dekor Limited ("the Company") will be held on Friday, September 25, 2020 at 11.00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses;

## Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020, together with the Reports of Board of Directors and the Auditor thereon.

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

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Dr. Sunil Gupta (DIN 00012572), who retires by rotation and being eligible, seeks re-appointment.

**Explanation:** Based on the terms of appointment, executive directors are subject to retirement by rotation. Dr. Sunil Gupta (DIN 00012572), who was appointed as Managing Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Dr. Sunil Gupta (DIN 00012572) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Dr. Sunil Gupta (DIN 00012572) as such, to the extent that he is required to retire by rotation."

## Special Business:

3. To regularize appointment of Mrs. Rupal Gupta (DIN 00012611) as Promoter - Non-Executive Director of the Company:

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

**"RESOLVED THAT,** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mrs. Rupal Gupta (DIN 00012611), who was appointed as Promoter - Additional (Non-Executive) Director of the Company with effect from June 30, 2020, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Promoter - Non-Executive Director of the Company and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as a Promoter - Non-Executive Director of the Company whose office shall be liable to retire by rotation."

## Registered office:

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

For and on behalf of Board of Directors

**Bloom Dekor Limited**  
CIN: L20210GJ1992PLC017341

**Date:** August 28, 2020  
**Place:** Ahmedabad

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

## NOTES TO SHAREHOLDERS FOR AGM:

1. In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 22/2020 dated June 15, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 29<sup>th</sup> Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 19 and available at the Company's website [www.bloomdekor.com](http://www.bloomdekor.com). The deemed venue for the AGM shall be the Registered Office of the Company.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [krishivadvisory@gmail.com](mailto:krishivadvisory@gmail.com) with copies marked to the Company at [redressal@bloomdekor.com](mailto:redressal@bloomdekor.com) and to National Securities Depository Limited (NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at [www.bloomdekor.com](http://www.bloomdekor.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
  - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [redressal@bloomdekor.com](mailto:redressal@bloomdekor.com).
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [redressal@bloomdekor.com](mailto:redressal@bloomdekor.com).
  - (c) Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - (d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited ("PSIPL"), having its office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011, by following the due procedure.
  - (e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, PSIPL to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [redressal@bloomdekor.com](mailto:redressal@bloomdekor.com) on or before September 15, 2020 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
11. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
12. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of twenty-ninth AGM and same will be re-opened from Saturday, September 26, 2020 onwards.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, PSIPL for assistance in this regard.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to PSIPL in case the shares are held in physical form.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to PSIPL in case the shares are held in physical form.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or PSIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited (PSIPL). Members are further requested to update their current signature in PSIPL system.
19. In accordance with BSE Circular No. LIST/COMP/15/2018-19 dated July 5, 2018, all shareholders are hereby informed that with effect from April 1, 2019, the shares lodged for transfer shall must be in dematerialized form only and no physical shares can be lodged for transfer. Hence, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact PSIPL for assistance in this regard.
20. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.
21. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and PSIPL to enable us to send you the communications via email.
22. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.



The Details of Shareholders whose Dividend is unpaid or unclaimed are uploaded on the Website of the Company at [www.bloomdekor.com](http://www.bloomdekor.com).

Members who have not yet encashed their dividend warrant(s) for the financial years 2012-13 & 2014-15, are requested to make their claims before relevant due dates without any delay to the Company or Registrar and Transfer Agents (RTA), Purva Sharegistry (India) Private Limited. For details of dividend and/or shares already transferred to IEPF and for claiming the same, kindly visit the weblink: <http://bloomdekor.com/investors/> or <http://www.iepf.gov.in/IEPF/refund.html>.

Shareholders are also informed that pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") the final dividend declared for the financial year 2012-13, which remained unclaimed for a period of seven years will be credited to the IEPF on or before November 26, 2020. The corresponding shares on which dividend was unclaimed for seven consecutive years will also be transferred as per the procedure set out in the Rules.

Accordingly, Shareholders are requested to claim the final dividend declared for the financial year 2012-13 and onwards before the same is transferred to the IEPF.

## **23. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
- ii. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of twenty-ninth AGM and same will be re-opened from Saturday, September 26, 2020 onwards. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 18, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 18, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on 9:00 A.M. on Tuesday, September 22, 2020 and will end on 5:00 P.M. on Thursday, September 24, 2020. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, September 18, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 18, 2020.
- vii. The Company has appointed CS Anand S Lavingia, Practicing Company Secretary (Membership No. ACS: 26458; CP No: 11410), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

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

The remote e-voting period begins on 9:00 A.M. on Tuesday, September 22, 2020 and will end on 5:00 P.M. on Thursday, September 24, 2020. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

**Step 1. Log-in to NSDL e-Voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).**

**Step 2. Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:****How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

**Details on Step 2 is given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

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

#### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to krishivadvisory@gmail.com with copies marked to the Company at redressal@bloomdekor.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.

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

#### **INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **CONTACT DETAILS**

<b>Company</b>	<b>BLOOM DEKOR LIMITED</b> Block No 267 Village Oran, Tal Prantij, N.H. 8, Sabarkantha, Gujarat (Gj) - 383205 <b>Tel :</b> +91-79-26841916/17; +91-2770-250110; <b>Fax:</b> +91-79-26841914 <b>Email:</b> redressal@bloomdekor.com; <b>Web:</b> www.bloomdekor.com
<b>Registrar and Transfer Agent</b>	<b>PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED</b> 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lowe Parel (EAST), Mumbai, Maharashtra - 400 011; <b>Tel:</b> +91 22 2301 2517 / 8261; <b>Email:</b> support@purvashare.com; <b>Web:</b> www.purvashare.com
<b>E-Voting Agency &amp; VC / OAVM</b>	<b>Email:</b> evoting@nsdl.co.in NSDL help desk 1800-222-990
<b>Scrutinizer</b>	<b>Mr. Anand S Lavingia</b> <b>Email:</b> krishivadvisory@gmail.com; <b>Tel No.:</b> +91 79 - 4005 1702

#### **INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at redressal@bloomdekor.com. The same will be replied by the company suitably.

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**EXPLANATORY STATEMENT**

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

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**Item No.: 3**

The Board of Directors has, at its meeting held on June 30, 2020, appointed Mrs. Rupal Gupta (DIN 00012611) as Promoter - Additional (Non-Executive) Director of the Company w.e.f. June 30, 2020 pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Rupal Gupta (DIN 00012611) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mrs. Rupal Gupta (DIN 00012611) for the office of Promoter - Non-Executive Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Mrs. Rupal Gupta, aged 58 years, holds a Bachelor's degree in Commerce from Gujarat University. She has around 17 years of experience of general administration.

The Company has received from Mrs. Rupal Gupta (DIN 00012611) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Mrs. Rupal Gupta (DIN 00012611) as Non-Executive Director setting out the terms and conditions is available on the website of the Company on [www.bloomdekor.com](http://www.bloomdekor.com) for inspection by the members.

The resolution seeking the approval of members is proposed for the appointment of Mrs. Rupal Gupta (DIN 00012611) as Promoter - Non-Executive Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will be liable to retire by rotation.

The Nomination and Remuneration Committee and the Board recommends the resolution set forth in Item no. 3 for the approval of the members.

Except Mrs. Rupal Gupta (DIN 00012611) and Dr. Sunil Gupta (DIN 00012572) and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 3 of the Notice.

**Registered office:**

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

For and on behalf of Board of Directors

**Bloom Dekor Limited**

CIN: L20210GJ1992PLC017341

**Date:** August 28, 2020

**Place:** Ahmedabad

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

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

Name	Dr. Sunil Gupta	Mrs. Rupal Gupta
Date of Birth	December 6, 1958	October 15, 1961
Qualification	M.B.B.S. Doctor	Bachelors of Commerce
Experience - Expertise in specific functional areas - Job profile and suitability	He is M.B.B.S. Doctor. He was the Managing Director of the Company and has shouldered the responsibilities of managing the affairs of the Company. Dr. Sunil Gupta is responsible for managing the Company subject to the superintendence, control and direction of the Board of Directors. His experience and knowledge has helped the Company to a great extent. It is under his guidance that the Company has made a turnaround and hopes to improve performance.	She has around 17 years of experience of general administration.
No. of Shares held	2189480 Equity Shares	524644 Equity Shares
Terms & Conditions	There is no change or modifications in the Terms and Conditions already approved by the Board and Shareholders.	Appointment shall be subject to liable for retire by rotation.
Remuneration paid in FY 2019-20	₹ 41.66 Lakh	Not Applicable
Remuneration sought to be paid	There is no change or modifications in the Terms and Conditions already approved by the Board and Shareholders.	Not Applicable
Number of Board Meetings attended during the FY 2019-20	4 out of 4	Not Applicable
Date of Original Appointment	March 23, 1992 (Refer Note hereunder)	June 30, 2020
Date of Appointment in current terms	August 10, 2018	June 30, 2020
Directorships held in other public companies*	Nil	Karan Interiors Limited
Memberships / Chairpersonships of committees of public companies**	Membership - 2 Committees	Nil
Inter-se Relationship with other Directors.	Dr. Sunil Gupta is spouse of Mrs. Rupal Gupta.	Mrs. Rupal Gupta is spouse of Dr. Sunil Gupta.

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

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

**Note:**

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

# REPORT OF BOARD OF DIRECTORS

To the Members(s)

The Board of Directors hereby submits the report of the business and operations of your Company ("the Company" or "Bloom"), along with the audited financial statements, for the financial year ended March 31, 2020.

## Financial Results:

(₹ in Lakh)

Particulars	F.Y. 2019-20	F.Y. 2018-19
Revenue from operations	4,012.88	5,104.12
Other Income	84.35	53.79
<b>Total Income</b>	<b>4,097.23</b>	<b>5,157.92</b>
Operating expenditure before Finance cost, depreciation and amortization	3,543.39	5,297.40
<b>Earnings before Finance cost, depreciation and amortization (EBITDA)</b>	<b>553.84</b>	<b>(194.09)</b>
Less: Finance costs	538.63	504.86
Less: Depreciation and amortization expense	212.30	220.58
<b>Profit / (Loss) before tax</b>	<b>(197.09)</b>	<b>(919.53)</b>
Less: Tax expense	(34.30)	(186.34)
<b>Profit / (Loss) after tax</b>	<b>(162.79)</b>	<b>(733.19)</b>

## YEAR AT A GLANCE:

### Financial Performance:

The net revenue from operations decreased to ₹ 4,012.88 lakhs as against ₹ 5,104.12 lakhs in the previous year showing a downward trend of 21.38% due to decrease in domestic sales of Laminates and Door. On the other hand, the export sales have also decreased from ₹ 1,175.47 lakhs in FY 2018-19 to ₹ 871.19 lakhs in FY 2019-20.

The loss before Tax for the current year is ₹ 197.09 lakhs as against the loss before tax of ₹ 919.53 lakhs in the previous year resulted into loss after tax of ₹ 162.79 lakhs compared to loss after tax of previous year ₹ 733.19 lakhs.

The reason for Loss is only due to huge Finance Cost. During the financial year 2019-20, the company's major loss is attributed to following factors:

#### a) Capacity Under Utilization:

Because of the sub-optimal operations, the profitability of the company has also suffered badly in FY 2019- 20. Thus, while the company had to incur fixed overheads and because of very poor capacity utilization, resulting into lower sales & the said fixed overheads could not be covered with lower utilization and therefore resulting into the operating loss as well as net loss.

#### b) Market Forces:

The domestic market sifting to the oversupply scenario and channel distributors started adopting dirty business practice. And the company had no other choice but to ask for unpaid stock return. This resulted in excess inventory and blockage of huge working capital. Thus, the company started cutting supplies to all those undesirable distributors/dealers in domestic market and this was also one of the reasons why there was a deliberate reduction in the sales of laminates in the domestic market.

## FUTURE OUTLOOK:

### Focus on Exports:

- The Company focuses to significantly increase the export sales and put all its efforts in developing and growing the export markets of laminates. To elaborate, the company is presently exporting laminates to mainly Gulf and Middle East and other Asia Pacific countries. However, there is a much bigger export potential available both in terms of number of countries which can be covered and also additional supplies that can be made to the existing distributors/dealers/buyers in the international market.
- With investment in fire rated doors for developers along with engineered products for consistent and good quality supplies promise a positive outlook in the doors division. With revised distribution strategy putting more focus on payment security and profitability and less dependency on channel partners, Bloom is careful in not putting all its eggs in a single basket thereby reducing the risk of business disputes and ensuring better cash flows for sustainability.

**DIVIDEND:**

In view of loss during the financial year 2019-20, your Directors regret to declare any dividend for the financial year 2019-20 (previous year Nil).

The details of total amount lying in the unclaimed and unpaid Dividend accounts of the Company as on March 31, 2020 are given below;

Financial year	Date of declaration of dividend	Amount per Equity share (in ₹)	Dividend payment (%)	Total Unclaimed & Unpaid Amount (in ₹)	Due date for claiming Dividend
2014-15	August 11, 2015	0.60	6.00%	2,69,914.80	September 9, 2022
2012-13	September 28, 2013	0.80	8.00%	2,19,675.20	October 27, 2020

The Details of Shareholders whose Dividend is unpaid or unclaimed are uploaded on the Website of the Company at [www.bloomdekor.com](http://www.bloomdekor.com).

Members who have not yet encashed their dividend warrant(s) for the above financial years, are requested to make their claims before relevant due dates without any delay to the Company or Registrar and Transfer Agents (RTA), Purva Sharegistry (India) Private Limited. For details of dividend and/or shares already transferred to IEPF and for claiming the same, kindly visit the weblink: <http://bloomdekor.com/investors/> or <http://www.iepf.gov.in/IEPF/refund.html>.

Shareholders are also informed that pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") the final dividend declared for the financial year 2012-13, which remained unclaimed for a period of seven years will be credited to the IEPF on or before November 26, 2020. The corresponding shares on which dividend was unclaimed for seven consecutive years will also be transferred as per the procedure set out in the Rules.

Accordingly, Shareholders are requested to claim the final dividend declared for the financial year 2012-13 and onwards before the same is transferred to the IEPF.

**AMOUNT TRANSFERRED TO RESERVE:**

During the year, the Company has not apportioned any amount to other reserve. The loss incurred during the year has been carried to the Balance sheet of the Company.

**CHANGE IN NATURE OF BUSINESS:**

During the year, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company.

**SHARE CAPITAL:**
**Authorized Capital**

The present Authorized Capital of the Company is ₹ 10,00,00,000/- divided into 10000000 Equity Shares of ₹ 10/- each.

**Issued, Subscribed & Paid-up Capital**

The present Issue, Subscribed & Paid-up Capital of the Company is ₹ 6,85,00,000/- divided into 6850000 Equity Shares of ₹ 10/- each.

During the year under review, there was no change took place in the authorized and paid-up share capital of the Company.

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**
**Constitution of Board:**

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act"). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairperson of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company. Neither any of the Director of the Company is holding position as Director in more than 7 listed entities nor any of the Director of the Company serve as Independent Director in more than 7 listed entities.

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The Board of the Company comprises four Directors out of which one is Promoter Executive Director and one is Promoter Non-Executive Director and two are Non-Promoter Non-Executive Independent Directors. The Board comprise following Directors;

Name of Director	Category Cum Designation	Date of Appointment at current Term	Total Directorship <sup>-</sup>	No. of Committee <sup>^</sup>		No. of Shares held as on March 31, 2020
				in which Director is Members	in which Director is Chairperson	
Dr. Sunil Gupta	Managing Director (Promoter)	August 10, 2018	1	2	-	2189480 Equity Shares
Mrs. Rupal Gupta	Non-Executive Director (Promoter)	June 30, 2020	2	-	-	524644 Equity Shares
Mr. Mayur Parikh <sup>5</sup>	Non-Executive Independent Director	September 27, 2019	8	4	4	-
Mr. Ashok Gandhi	Non-Executive Independent Director	September 27, 2019	4	6	-	-

<sup>^</sup> Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies.

<sup>-</sup> Excluding Foreign Companies, Section 8 Companies & struck off Companies. \$ acting as the Chairperson of the Board.

**Disclosure by Directors:**

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP 1, intimation under Section 164(2) i.e. in Form DIR 8 and declaration as to compliance with the Code of Conduct of the Company. None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

**Board Meeting:**

Regular meetings of the Board are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened, as and when require, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are held at corporate office of the Company.

During the year under review, Board of Directors of the Company met 4 (Four) times, viz May 28, 2019; August 2, 2019; November 8, 2019 and February 7, 2020. The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

During the year, the Board of Directors has also passed certain resolutions through circulation in compliance of Section 175 of the Companies Act, 2013. All such resolutions, passed through circulation, have been noted in subsequent Board Meeting and form part of minutes of such subsequent meetings.

The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below;

Name of Director	Dr. Sunil Gupta	Mr. Karan Gupta	Mrs. Brinda Gupta	Mr. Mayur Parikh	Mr. Ashok Gandhi
Number of Board Meeting held	4	4	4	4	4
Number of Board Meetings Eligible to attend	4	4	4	4	4
Number of Board Meeting attended	4	3	3	3	4
Presence at the previous AGM	Yes	Yes	Yes	Yes	No



## **Independent Directors:**

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has two Non-Promoter Independent Directors in line with the Companies Act, 2013. Further, both the Independent Directors of the Company have registered themselves in the Independent Directors' Data Bank.

A separate meeting of Independent Directors was held on February 7, 2020 to review the performance of Non-Independent Directors, Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at [www.bloomdekor.com](http://www.bloomdekor.com).

The Company has received necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013.

## **Information on Directorate:**

During the financial year 2019-20, based on recommendation of Nomination and Remuneration Committee and the Board of Directors, the Members of the Company at their 28<sup>th</sup> Annual General Meeting held on September 20, 2019, re-appointed Mr. Mayur Parikh (DIN 00005646) and Mr. Ashok Gandhi (DIN 00022507) as Non-Executive Independent Directors, for a second term of five years from September 27, 2019 to September 26, 2024, not liable to retire by rotation.

After closure of financial year, Mrs. Brinda Gupta and Mr. Karan Gupta had resigned from the directorship of the Company w.e.f. April 22, 2020 and June 20, 2020 respectively. The Board placed its appreciation to Mrs. Brinda Gupta and Mr. Karan Gupta for serving the Company during their tenure. The Board of Directors has appointed Mrs. Rupal Gupta as Promoter - Additional (Non-Executive) Director on the Board of the Company w.e.f. June 30, 2020.

In terms of Section 161 of the Companies Act, 2013, Mrs. Rupal Gupta, Promoter - Additional (Non-Executive) Director of the Company holds office up to the date of ensuing Annual General Meeting of the Company. The Company has received the notice from Member under Section 160 of the Companies Act, 2013 signifying his intention to appoint Mrs. Rupal Gupta as Promoter - Non-Executive Director of the Company, liable to retire by rotation.

The Board of Directors and Nomination and Remuneration Committee have considered the profile of Mrs. Rupal Gupta and have recommended her appoint as Promoter - Non-Executive Director on the Board of the Company. Necessary resolutions for her appointment as Promoter - Non-Executive Director is proposed for the approval of the Members at the ensuing Annual General Meeting.

In accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Dr. Sunil Gupta, Managing Director of the Company retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such and seeks re-appointment. The Board of Directors recommends his re-appointment as such on the Board.

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II on General Meeting, of the person seeking re-appointment / appointment as Director is annexed to the Notice convening the twenty ninth annual general meeting.

## **Key Managerial Personnel:**

During the year 2019-20, the Company had Dr. Sunil Gupta as Managing Director, Mr. Tushar Donda as Company Secretary and Compliance officer and Mrs. Brinda Gupta as Non-Executive Director cum Chief Financial Officer who were acting as Key Managerial Personnel in accordance with Section 203 of the Companies Act, 2013.

After, closure of financial year 2019-20, Mrs. Brinda Gupta had resigned from the post of Non-Executive Director cum Chief Financial Officer of the Company w.e.f. April 22, 2020. The Board placed its appreciation to Mrs. Brinda Gupta for serving the Company as Non-Executive Director cum Chief Financial Officer during her tenure. The Board of Directors, in her place, appointed Ms. Dhvani Dave as Chief Financial Officer of the Company w.e.f. July 1, 2020.

As on date of this report, the Company has Dr. Sunil Gupta as Managing Director, Mr. Tushar Donda as Company Secretary and Compliance officer and Ms. Dhvani Dave as Chief Financial Officer, acting as Key Managerial Personnel in accordance with Section 203 of the Companies Act, 2013.

## **PERFORMANCE EVALUATION:**

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 in the following manners;

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.
- In addition, the Chairperson was also evaluated on the key aspects of his role.

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Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the Chairperson, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- In preparation of annual accounts for the year ended March 31, 2020, the applicable accounting standards have been followed and that no material departures have been made from the same;
- The Directors had 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 the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- The Directors had 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;
- The Directors had prepared the annual accounts for the year ended March 31, 2020 on going concern basis.
- The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively;
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### COMMITTEES OF BOARD:

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

#### A. Audit Committee:

The Company has formed audit committee in line with the provisions Section 177 of the Companies Act, 2013. Audit Committee meeting is generally held once in quarter for the purpose of recommending the quarterly/half yearly/ yearly financial result and the gap between two meetings did not exceed one hundred and twenty days. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee.

During the year under review, Audit Committee met 4 (Four) times on May 28, 2019; August 2, 2019; November 8, 2019 and February 7, 2020.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2019-20		
			Held	Eligible to attend	Attended
Mr. Mayur Parikh	Independent Director	Chairperson	4	4	3
Mr. Ashok Gandhi	Independent Director	Member	4	4	4
Mr. Karan Gupta	Executive Director	Member	4	4	3

The Statutory Auditor and Internal Auditor of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting. Further, the Company Secretary of the Company is acting as Secretary to the Audit Committee.

Mr. Mayur Parikh, the Chairperson of the Committee had attended last Annual General Meeting of the Company held on September 20, 2019.

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board of Directors.

The Audit Committee was reconstituted by the Board of Directors on June 30, 2020, due to resignation of Mr. Karan Gupta from the Directorship of the Company and induction of Dr. Sunil Gupta as Member in his place. The present constitution of the Committee is as follows;

Name of the Directors	Category	Designation in Committee
Mr. Mayur Parikh	Independent Director	Chairperson
Mr. Ashok Gandhi	Independent Director	Member
Dr. Sunil Gupta	Managing Director	Member

Further, the terms of reference, roles and powers of the Audit Committee were also amended by the Board of Directors vide their resolution passed on June 30, 2020 in line with Section 177 of the Companies Act, 2013 (as amended).

### Vigil Mechanism:

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairperson of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at [www.bloomdekor.com](http://www.bloomdekor.com).

### B. Nomination and Remuneration Committee:

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. Further, the committee shall also meet as and when the need arises for review of Managerial Remuneration.

During the year under review, Nomination and Remuneration Committee met 2 (Two) times on August 2, 2019 and February 7, 2020.

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2019-20		
			Held	Eligible to attend	Attended
Mr. Mayur Parikh	Independent Director	Chairperson	2	2	1
Mr. Ashok Gandhi	Independent Director	Member	2	2	2
Mrs. Brinda Gupta	Non-Executive Director	Member	2	2	2

The Nomination and Remuneration Committee was reconstituted by the Board of Directors on June 30, 2020, due to resignation of Mrs. Brinda Gupta from the Directorship of the Company and induction of Mrs. Rupal Gupta as Member in her place. The present constitution of the Committee is as follows;

Name of the Directors	Category	Designation in Committee
Mr. Mayur Parikh	Independent Director	Chairperson
Mr. Ashok Gandhi	Independent Director	Member
Mrs. Rupal Gupta	Non-Executive Director	Member

Further, the terms of reference of the Nomination and Remuneration Committee were also amended by the Board of Directors vide their resolution passed on June 30, 2020 in line with Section 178 of the Companies Act, 2013 (as amended).

### Nomination and Remuneration Policy:

Nomination and Remuneration Policy in the Company is designed to create a high performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors and Key Managerial Personnel. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1, of each year.

Key points of the Nomination and Remuneration Policy are;

**a. Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel:**

- The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel and Senior Management personnel and recommend to the Board for his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.
- In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

**b. Policy on remuneration of Director, KMP and Senior Management Personnel:**

The Company's remuneration policy is driven by the success and performance of Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company's philosophy is to align them with adequate compensation so that the compensation is used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Company follows mixed of fixed pay, benefits and performance based variable pay. The Company pays remuneration by way of salary, benefits, perquisites and allowance. The remuneration and sitting fees paid by the Company are within the salary scale approved by the Board and Shareholders.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at [www.bloomdekor.com](http://www.bloomdekor.com) and is annexed to this Report as **Annexure - A**.

**Remuneration of Directors:**

The details of remuneration/sitting fees paid during the financial year 2019-20 to Executive Directors/ Non-Executive Directors of the Company is provided in Form MGT-9 which is the part of this report.

**C. Stakeholder's Grievance & Relationship Committee:**

The Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

During the year under review, Stakeholder's Grievance & Relationship Committee met 4 (Four) times on May 28, 2019; August 2, 2019; November 8, 2019 and February 7, 2020.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2019-20		
			Held	Eligible to attend	Attended
Mr. Mayur Parikh	Independent Director	Chairperson	4	4	3
Mr. Ashok Gandhi	Independent Director	Member	4	4	4
Mr. Karan Gupta	Executive Director	Member	4	4	3

Company Secretary and Compliance officer of the Company provides secretarial support to the Committee.

During the year under review, the Company had received seven complaints from the Shareholders which were resolved within the prescribed time. There was no complaint pending for resolution as on March 31, 2020.

The Stakeholder's Grievance & Relationship Committee was reconstituted by the Board of Directors on June 30, 2020, due to resignation of Mr. Karan Gupta from the Directorship of the Company and induction of Dr. Sunil Gupta as Member in his place. The present constitution of the Committee is as follows;

Name of the Directors	Category	Designation in Committee
Mr. Mayur Parikh	Independent Director	Chairperson
Mr. Ashok Gandhi	Independent Director	Member
Dr. Sunil Gupta	Managing Director	Member

Further, the terms of reference of the Stakeholder's Grievance & Relationship Committee were also amended by the Board of Directors vide their resolution passed on June 30, 2020 in line with Section 178 of the Companies Act, 2013 (as amended).

#### **PUBLIC DEPOSITS:**

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2020.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement for the year ended on March 31, 2020.

#### **EXTRACT OF ANNUAL RETURN**

As provided under section 92(3) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed to this Report as **Annexure - B**.

#### **TRANSACTIONS WITH RELATED PARTIES:**

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 is annexed to this Report as **Annexure - C**.

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The details on Internal Financial Control and their adequacy are provided in Management Discussion and Analysis Report.

#### **MAINTENANCE OF COST RECORDS**

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost records and audits) Rules, 2014, the Company is required to maintain the cost records and accordingly the Company is maintaining the Cost record.

#### **MATERIAL CHANGES AND COMMITMENT:**

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. March 31, 2020 to the date of this Report. However, Stakeholders are requested to refer Note No. 39 to Standalone Financial Statement for the year ended on March 31, 2020 for impact of pandemic caused by COVID-19 on the Company and its financial position.

#### **PARTICULAR OF EMPLOYEES:**

The ratio of the remuneration of each whole-time director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure - D**.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection Members of the Company and the same is uploaded on the website of the Company at [www.bloomdekor.com](http://www.bloomdekor.com).

#### **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

To foster a positive workplace environment, free from harassment of any nature, we have adopted policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

During the year under review, there were no incidences of sexual harassment reported.

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

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

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014, are provided as an Annexure - E.

#### **CORPORATE GOVERNANCE:**

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance.

However, Company is complying with few of the exempted regulations voluntarily and details of same are provided in this report under the respective heading.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report.

#### **STATUTORY AUDITOR AND THEIR REPORT:**

M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) were appointed as Statutory Auditors of your Company at the twenty sixth Annual General Meeting held on September 29, 2017, for a term of five consecutive years, subject to ratification of appointment at every subsequent annual general meeting to be held after twenty sixth Annual General Meeting.

In accordance with the Companies Amendment Act, 2017, enforced on May 7, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting and hence resolution for ratification of appointment of statutory auditor is not proposed by the Board of Directors.

The Report given by the Auditors on the financial statement of the Company is part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

#### **REPORTING OF FRAUD:**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

#### **INDIAN ACCOUNTING STANDARDS (IND AS) - IFRS CONVERGED STANDARDS**

Your Company had adopted Ind AS with effect from April 1, 2017 pursuant to Ministry of Corporate Affairs notification dated February 16, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015. Your Company has provided Ind AS Financials for the year ended March 31, 2020 along with comparable as on March 31, 2019.

#### **SECRETARIAL AUDITOR AND THEIR REPORT:**

The Company has appointed Mr. Anand Lavingia, Practicing Company Secretaries, to conduct the secretarial audit of the Company for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2019-20 is annexed to this report as an Annexure - F.

There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in their Report.

**GENERAL DISCLOSURE:**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review or they are not applicable to the Company;

- (i) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iv) Annual Report and other compliances on Corporate Social Responsibility;
- (v) There is no revision in the Board Report or Financial Statement;
- (vi) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- (vii) Information on subsidiary, associate and joint venture companies.

**APPRECIATIONS AND ACKNOWLEDGEMENT:**

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavor to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

Your Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

**Registered office:**

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

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

**Date:** August 28, 2020  
**Place:** Ahmedabad

**Rupal Gupta**  
Non-Executive Director  
DIN 00012611

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

## NOMINATION & REMUNERATION POLICY

### 1. Preface:

Bloom Dekor Limited (“**The Company**”), in order to attract motivated and retained manpower in competitive market, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Regulations and Disclosure Requirements) Regulation, 2015 as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

### 2. Objective:

The Key Objectives of the Nomination and Remuneration Policy would be:

- A. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- B. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- C. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

### 3. Definition:

- a) “**Board**” means Board of Directors of the Company.
- b) “**Director**” means Directors of the Company.
- c) “**Committee**” means the Nomination and Remuneration Committee of the Company as constituted or re-constituted by the Board.
- d) “**Company**” means Bloom Dekor Limited.
- e) “**Independent Director**” means a Director referred to in Section 149(6) of the Companies Act, 2013.
- f) **Key Managerial Personnel** means:
  - i. Executive Chairperson or Chief Executive Officer and/or Managing Director;
  - ii. Wholetime Director;
  - iii. Chief Financial Officer;
  - iv. Company Secretary;
  - v. Such other Officer as may be prescribed under the applicable statutory provisions / regulations.
- g) “**Senior Management**” means personnel of the Company who occupy the position of Head of any department/ division/ unit.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

### 4. Guiding principles:

The guiding principle is to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (including Independent Director) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.

- A. To carry out evaluation of performance of Directors, Key Management Personnel as well as Senior Management Personnel.
- B. The level and composition of remuneration and the other terms of employment is reasonable and sufficient to attract, retain and motivate executives of the Company shall be competitive in order to ensure that the Company can attract and retain competent Executives.
- C. To determine remuneration based on Company’s size and financial position and trends and practice on remuneration prevailing in the similar Industry. When determining the remuneration policy and arrangements for Directors/ KMP’s and Senior Management, the Committee considers pay and employment conditions with peers / elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context.
- D. The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully. The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.



**5. Coverage:**

**A. Policy on Appointment and Nomination of Directors, Key Managerial Personnel and Senior Management:**

**1) Appointment criteria and qualifications:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director and KMP and recommend to the Board his / her appointee.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years.

*Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.*

- d) Any appointment made at Senior Management Level shall be placed before the meeting of the Board of Directors of the Company.

**2) Tenure of Employment:**

**a) Managing Director/Whole-time Director/ Executive Director**

The Company shall appoint or re-appoint any person as its Executive Chairperson, Managing Director, Whole-Time Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**b) Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

The Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

**3) Evaluation:**

The Committee shall evaluate performance of every Director, KMP and Senior Management Personnel at regular period of one year.

The Board shall take into consideration the performance evaluation Director, KMP and Senior Management Personnel at the time of Re-appointment.

**B. Policy on remuneration of Director, KMP and Senior Management Personnel:**

- 1) The remuneration/compensation/commission etc. to the Managing Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- 2) The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.
- 3) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director.
- 4) Where any insurance is taken by the Company on behalf of its Managing Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

## 5) Remuneration to Whole-time/ Executive/ Managing Director, KMP and Senior Management Personnel;

a) **Fixed pay:**

The Managing Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) **Provisions for excess remuneration:**

If any Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

## 6) Remuneration to Non- Executive / Independent Director;

a) **Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

b) **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed ₹ One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The Independent Director shall be entitled to reimbursement of expenses for participation in the Board and other meeting.

c) **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

d) **Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

6. **Reward principles and objectives:**

Our remuneration policy is guided by a common reward framework and set of principles and objectives as particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positives attributes, integrity and independence etc.

7. **Disclosure of Information:**

Information on the total remuneration of members of the Company's Board of Directors, Executive Board of Management and senior management may be disclosed in the Company's annual financial statements.

8. **Application of the Nomination and Remuneration Policy**

This Nomination and Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management including Key Managerial Person and Board of Directors.

The Remuneration Policy is binding for the Board of Directors. In other respects, the Remuneration Policy shall be of guidance for the Board. The Board of Director reserves the right to modify the policy as and when recommended by the Nomination and Remuneration Committee either in whole or in part without assigning any reason whatsoever.

**FORM MGT - 9 - EXTRACT OF ANNUAL RETURN**
**As on the financial year ended March 31, 2020**

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**1) Registration and Other Details:**

<b>CIN</b>	:	L20210GJ1992PLC017341
<b>Registration Date</b>	:	March 23, 1992
<b>Name of the Company</b>	:	Bloom Dekor Limited
<b>Category / Sub-Category of the Company</b>	:	Public Company limited by shares/ Indian Non-Government Company
<b>Address of the Registered Office and contact details</b>	:	Block No 267 Village Oran, Tal Prantij, N.H. 8, Sabarkantha, Gujarat (Gj) - 383205; Tel : +91-79-26841916/17; +91-2770-250110; Fax: +91-79-26841914 Email: redressal@bloomdekor.com Web: www.bloomdekor.com
<b>Whether listed Company</b>	:	Yes
<b>Name, address and contact details of Registrar and Transfer Agent, if any</b>	:	Purva Sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lowe Parel (EAST), Mumbai, Maharashtra - 400 011; Tel: +91 22 2301 2517 / 8261; Email: support@purvashare.com; Web: www.purvashare.com

**2) Principal Business Activity of the Company:** All the business activities contributing 10% or more of the total turnover of the Company shall be stated.

<b>Name and Description of main Products / Services</b>	<b>NIC Code of the Product / Service</b>	<b>% to total turnover of the Company</b>
Decorative Laminated Sheets	1701	76.99%
Wood Doors / Other Furniture Items	1621	18.85%

**3) Particulars of Holding, Subsidiary and Associate Companies:**

<b>SR. No.</b>	<b>Name and Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary / Associate</b>	<b>% of shares held</b>	<b>Applicable Section</b>
N.A.					

**4) Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity):**
**I. Category-wise Shareholding:**

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3507433	-	3507433	51.20	3565920	-	3565920	52.06	0.85
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	128000	-	128000	1.87	128000	-	128000	1.87	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	3635433	-	3635433	53.07	3693920	-	3693920	53.93	0.85

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>3635433</b>	<b>-</b>	<b>3635433</b>	<b>53.07</b>	<b>3693920</b>	<b>-</b>	<b>3693920</b>	<b>53.93</b>	<b>0.85</b>
<b>B. Public Share Holding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Company	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1):</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non-Institution</b>									
<b>a) Bodies Corporate</b>									
i. Indian	586827	4300	591127	8.63	571316	800	572116	8.35	-0.28
ii. Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i. Individual Shareholders holding nominal share capital up to ₹ 1 lakh	554768	286495	841263	12.28	526899	179595	706494	10.31	-1.97

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	716485	23100	739585	10.80	700729	10500	711229	10.38	-0.41
<b>c) Others (specify)</b>									
NRI (Reparable/Non Reparable basis)	938725	10300	949025	13.85	942726	2300	945026	13.80	-0.06
HUF	69837	-	69837	1.02	69295	-	69295	1.01	-0.01
LLP	18105	-	18105	0.26	16605	-	16605	0.24	-0.02
IEPF	-	-	-	-	130985	-	130985	1.91	1.91
Clearing Members	5625	-	5625	0.08	4330	-	4330	0.06	-0.02
<b>Sub-Total (B)(2):</b>	<b>2890372</b>	<b>324195</b>	<b>3214567</b>	<b>46.93</b>	<b>2962885</b>	<b>193195</b>	<b>3156080</b>	<b>46.07</b>	<b>-0.85</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>2890372</b>	<b>324195</b>	<b>3214567</b>	<b>46.93</b>	<b>2962885</b>	<b>193195</b>	<b>3156080</b>	<b>46.07</b>	<b>-0.85</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>6525805</b>	<b>324195</b>	<b>6850000</b>	<b>100.00</b>	<b>6656805</b>	<b>193195</b>	<b>6850000</b>	<b>100.00</b>	<b>-</b>

**Note:** Sunil Gupta HUF, a member belonging to Promoter and Promoters' Group was holding total 235218 Equity Shares on March 31, 2020, out of which 1054 Equity Shares bought on March 30, 2020 and 19055 Equity Shares bought on March 31, 2020 were lying in pool account of the Stock Broker and balance 215109 in its Demat Account.

## II. Shareholding of Promoters & Promoters Group:

Name	Shareholding at beginning of year		Date wise Increase/ Decrease*			Cumulative Shareholding		Shareholding at end of year		% change
	No. of Share	% of total shares	Date	Increase/ Decrease	Reason	No. of Share	% of total shares	No. of Share	% of total shares	
Dr. Sunil Gupta	2189480	31.96	-	-	-	2189480	31.96	2189480	31.96	-
Mrs. Rupal Gupta	524644	7.66	-	-	-	524644	7.66	524644	7.66	-
Mr. Karan Gupta	357893	5.22	05-Sep-19	500	Buy @ 7.70	358393	5.23	358393	5.23	0.01
Ms. Anika Gupta	245794	3.59	-	-	-	245794	3.59	245794	3.59	-
Sunil Gupta HUF	157122	2.29	05-Sep-19	209	Buy @ 7.70	157331	2.30	235218	3.43	0.85
			05-Sep-19	134	Buy @ 8.40	157465	2.30			
			06-Sep-19	195	Buy @ 8.82	157660	2.30			
			09-Sep-19	410	Buy @ 9.26	158070	2.31			
			11-Sep-19	28	Buy @ 8.90	158098	2.31			

Name	Shareholding at beginning of year		Date wise Increase/ Decrease*			Cumulative Shareholding		Shareholding at end of year		% change
	No. of Share	% of total shares	Date	Increase/ Decrease	Reason	No. of Share	% of total shares	No. of Share	% of total shares	
			12-Sep-19	10	Buy @ 8.55	158108	2.31			
			13-Sep-19	9	Buy @ 8.97	158117	2.31			
			27-Sep-19	500	Buy @ 8.25	158617	2.32			
			03-Mar-20	130	Buy @ 7.14	158747	2.32			
			03-Mar-20	1000	Buy @ 7.50	159747	2.33			
			03-Mar-20	1000	Buy @ 7.51	160747	2.35			
			03-Mar-20	100	Buy @ 7.88	160847	2.35			
			04-Mar-20	2500	Buy @ 7.88	163347	2.38			
			04-Mar-20	1117	Buy @ 8.25	164464	2.40			
			05-Mar-20	30	Buy @ 8.25	164494	2.40			
			05-Mar-20	1358	Buy @ 8.27	165852	2.42			
			05-Mar-20	47	Buy @ 8.66	165899	2.42			
			06-Mar-20	1999	Buy @ 8.70	167898	2.45			
			06-Mar-20	1110	Buy @ 9.09	169008	2.47			
			09-Mar-20	2065	Buy @ 9.09	171073	2.50			
			11-Mar-20	1400	Buy @ 9.00	172473	2.52			
			11-Mar-20	200	Buy @ 8.65	172673	2.52			
			12-Mar-20	1000	Buy @ 8.65	173673	2.54			
			12-Mar-20	6100	Buy @ 8.65	179773	2.62			
			13-Mar-20	500	Buy @ 8.40	180273	2.63			
			16-Mar-20	3000	Buy @ 8.00	183273	2.68			
			16-Mar-20	1000	Buy @ 8.40	184273	2.69			
			17-Mar-20	9200	Buy @ 8.10	193473	2.82			
			17-Mar-20	150	Buy @ 8.50	193623	2.83			
			18-Mar-20	5186	Buy @ 8.50	198809	2.90			
			18-Mar-20	1900	Buy @ 8.00	200709	2.93			
			19-Mar-20	7800	Buy @ 8.00	208509	3.04			
			19-Mar-20	1239	Buy @ 7.60	209748	3.06			
			19-Mar-20	100	Buy @ 8.40	209848	3.06			
			20-Mar-20	977	Buy @ 8.82	210825	3.08			
			20-Mar-20	54	Buy @ 8.40	210879	3.08			
			23-Mar-20	525	Buy @ 9.26	211404	3.09			
			23-Mar-20	1200	Buy @ 9.25	212604	3.10			
			23-Mar-20	1500	Buy @ 8.38	214104	3.13			
			24-Mar-20	5	Buy @ 8.79	214109	3.13			
			27-Mar-20	1000	Buy @ 9.20	215109	3.14			
			30-Mar-20	1054	Buy @ 9.66	216163	3.16			
			31-Mar-20	2375	Buy @ 10.14	218538	3.19			
			31-Mar-20	16680	Buy @ 10.13	235218	3.43			

Name	Shareholding at beginning of year		Date wise Increase/ Decrease*			Cumulative Shareholding		Shareholding at end of year		% change
	No. of Share	% of total shares	Date	Increase/ Decrease	Reason	No. of Share	% of total shares	No. of Share	% of total shares	
Karan Interiors Limited	128000	1.87	-	-	-	128000	1.87	128000	1.87	-
Mrs. Brinda Gupta	32500	0.47	-	-	-	32500	0.47	32500	0.47	-

\* All increase/decrease in Shareholding of Promoters & Promoters' Group are taken on the basis of contract notes for the transactions executed by them, submitted by respective person belonging to Promoters & Promoters' Group.

**Note:** No Equity Shares have been pledged or encumbered by any of the Shareholders belonging to Promoter of Promotes' Group.

### III. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Name	Shareholding at beginning of year		Date wise Increase/ Decrease*			Cumulative Shareholding		Shareholding at end of year	
	No. of Share	% of total shares	Date	Increase/ Decrease	Reason	No. of Share	% of total shares	No. of Share	% of total shares
Bimalkumar P. Brahmbhatt	819351	11.96	-	-	-	819351	11.96	819351	11.96
Bennett Coleman and Company Limited	561307	8.19	-	-	-	561307	8.19	561307	8.19
Subramanian P	327671	4.78	08-Nov-19	(327671)	Sell	-	-	-	-
Sangeetha S	62890	0.92	01-Nov-19	327671	Off Market Acquisition	390561	5.70	390561	5.70
Neha Ravindrakumar Shethwala	19222	0.28	-	-	-	19222	0.28	19222	0.28
Upendra H. Brahmbhatt	106500	1.55	-	-	-	106500	1.55	106500	1.55
Paramjeet Singh	39372	0.57	-	-	-	39372	0.57	39372	0.57
Santosh Devi Jain	37065	0.54	13-Mar-20	(2065)	Market Sell	35000	0.51	35000	0.51
Ashok Choudhary	71000	1.04	-	-	-	71000	1.04	71000	1.04
Vishnu Kumar A S	59185	0.86	-	-	-	59185	0.86	59185	0.86
IEPF, MCA	-	-	26-Nov-19	130985	Transfer of Shares	130985	1.91	130985	1.91

\* The trading in the shares of the Company is happening on BSE Limited, therefore the date wise increase/ decrease in Shareholding of top ten Shareholders are taken on the basis of weekly BenPoze / Disclosure submitted by the respective shareholders.

## IV. Shareholding of Directors and Key Managerial Personnel:

Name	Shareholding at beginning of year		Date wise Increase/ Decrease*			Cumulative Shareholding		Shareholding at end of year	
	No. of Share	% of total shares	Date	Increase/ Decrease	Reason	No. of Share	% of total shares	No. of Share	% of total shares
Dr. Sunil Gupta	2189480	31.96	-	-	-	2189480	31.96	2189480	31.96
Mr. Karan Gupta	357893	5.22	05-Sep-19	500	Buy @ 7.70	358393	5.23	358393	5.23
Mrs. Brinda Gupta	32500	0.47	-	-	-	32500	0.47	32500	0.47
Mr. Mayur Parikh	-	-	-	-	-	-	-	-	-
Mr. Ashok Gandhi	-	-	-	-	-	-	-	-	-
Mr. Tushar Donda	-	-	-	-	-	-	-	-	-

\* All increase/decrease in Shareholding of Promoters & Promoters' Group are taken on the basis of contract notes for the transactions executed by them, submitted by respective person belonging to Promoters & Promoters' Group.

## 5) Indebtedness

(₹ in Lakh)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
<b>A. Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2,985.63	1,159.36	-	4,144.99
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total A (i+ii+iii)</b>	<b>2,985.63</b>	<b>1,159.36</b>	<b>-</b>	<b>4,144.99</b>
<b>B. Change in Indebtedness during the financial year</b>				
Additions	-	1,534.51	-	1,534.51
Reduction	(358.43)	(875.84)	-	(1,234.27)
<b>Net Change B</b>	<b>(358.43)</b>	<b>658.68</b>	<b>-</b>	<b>300.24</b>
<b>C. Indebtedness at the end of the financial year</b>				
i) Principal Amount	2,627.20	1,818.03	-	4,445.23
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total C (i+ii+iii)</b>	<b>2,627.20</b>	<b>1,818.03</b>	<b>-</b>	<b>4,445.23</b>



**6) Remuneration of Directors and Key Managerial Personnel**
**A) Remuneration to Managing Director, Whole-time Directors and/or Manager**
**(₹ in Lakh)**

Particulars of Remuneration	Dr. Sunil Gupta Managing Director	Mr. Karan Gupta Executive Director	Total Amount
<b>Gross salary</b>			
(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	37.20	16.90	<b>54.10</b>
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	4.46	-	<b>4.46</b>
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
<b>Stock option</b>	-	-	-
<b>Sweat Equity</b>	-	-	-
<b>Commission</b>	-	-	-
as % of profit	-	-	-
others (specify)	-	-	-
<b>Others, please specify</b>	-	-	-
<b>Total (A)</b>	<b>41.66</b>	<b>16.90</b>	<b>58.56</b>
<b>Ceiling as per the Act:</b> Since, the Company has incurred loss during the year (inadequate profit to pay remuneration), the remuneration has been paid in terms Schedule V to the Companies Act, 2013.			<b>84.00</b>

**B) Remuneration to other Directors**
**(₹ in Lakh)**

Particulars of Remuneration	Mr. Mayur Parikh Independent Director	Mr. Ashok Gandhi Independent Director	Total Amount
<b>a) Independent Director</b>			
(i) Fees for attending board/ committee meeting.	0.48	0.64	<b>1.12</b>
(ii) Commission	-	-	-
(iii) Other, specify	-	-	-
<b>Total (a)</b>	<b>0.48</b>	<b>0.64</b>	<b>1.12</b>
<b>b) Other Non-Executive Directors</b>			
(i) Fees for attending board/ committee meeting.	-	-	-
(ii) Commission	-	-	-
(iii) Other, specify	-	-	-
<b>Total (b)</b>	-	-	-
<b>Total (B)</b>	<b>0.48</b>	<b>0.64</b>	<b>1.12</b>
<b>Total Managerial Remuneration (A+B)</b>			<b>59.68</b>
<b>Ceiling as per the Act:</b> Since, the Company has incurred loss during the year (inadequate profit to pay remuneration), the remuneration has been paid in terms Schedule V to the Companies Act, 2013.			<b>84.00</b>

## C) Remuneration to Key Managerial Personnel

(₹ in Lakh)

Particulars of Remuneration	Mrs. Brinda Gupta Chief Financial Officer	Mr. Tushar Donda Company Secretary	Total Amount
<b>Gross salary</b>			
(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	6.60	2.67	9.27
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
<b>Stock option</b>	-	-	-
<b>Sweat Equity</b>	-	-	-
<b>Commission</b>	-	-	-
as % of profit	-	-	-
others (specify)	-	-	-
<b>Others, please specify</b>	-	-	-
<b>Total</b>	<b>6.60</b>	<b>2.67</b>	<b>9.27</b>

## 7) Penalties / Punishment/ Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. Company					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					
B. Directors					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					

## Registered office:

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

For and on behalf of Board of Directors

**Bloom Dekor Limited**  
CIN: L20210GJ1992PLC017341

Date: August 28, 2020  
Place: Ahmedabad

**Rupal Gupta**  
Non-Executive Director  
DIN 00012611

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

**FORM NO. AOC-2 - PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

**A. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered into by the Company during the financial year ended on March 31, 2020, which were not at arm's length basis.

**B. Details of material contracts or arrangement or transactions at arm's length basis:**

Sr. No.	Particulars	RPT - 1	RPT - 2	RPT - 3	RPT - 4
1.	Name(s) of the related party and nature of relationship	Dr. Sunil Gupta - Managing Director of the Company	Dr. Sunil Gupta - Managing Director of the Company	Mrs. Brinda Gupta - Non-Executive Director cum CFO	Mr. Mayur Parikh - Independent Director of the Company
2.	Nature of contracts/ arrangements/ transactions	Payment of Office Rent	Payment of Office Rent	Payment of Remuneration and Perquisite	Sale of Laminate sheets
3.	Duration of the contracts / arrangements/ transactions	From April 1, 2019 to September 30, 2019	From October 1, 2019 to March 31, 2020	F.Y. 2019-20	During the period from September 27, 2019 to October 11, 2019
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	Payment of Rent in terms of Agreement dated October 1, 2015. License fees (Rent) shall be paid in advance. All charges to be paid by the Company. Total Transaction Value of Rent Paid - ₹ 9.83 Lakh.	Payment of Office Rent in terms of Leave and License Agreement dated October 1, 2019. License fees (Rent) shall be paid in advance. All charges to be paid by the Company. Total Transaction Value of Rent Paid - ₹ 9.90 Lakh.	Payment of remuneration for rendering the services of Chief Financial Officer and no payment of sitting fees or payment for rendering the service of Non-Executive Director will be made. Remuneration Paid - ₹ 6.60 Lakh	Transaction is on Arms' Length Basis and in ordinary course of basis. Sale value - ₹ 0.12 Lakh
5.	Date(s) of approval by the Board	May 28, 2019	November 8, 2019	May 28, 2019	November 8, 2019
6.	Amount paid as advances, if any	-	-	-	-

**Registered office:**

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

For and on behalf of Board of Directors

**Bloom Dekor Limited**  
CIN: L20210GJ1992PLC017341

**Date:** August 28, 2020  
**Place:** Ahmedabad

**Rupal Gupta**  
Non-Executive Director  
DIN 00012611

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

## PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

**A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- a) The ratio of remuneration of each director to the median remuneration of employees for the financial year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration	Percentage Increase
1.	Dr. Sunil Gupta	Managing Director	Remuneration	12.60 : 1.00	Nil
2.	Mr. Karan Gupta	Executive Director	Remuneration	5.48 : 1.00	(1.56%)
3.	Mrs. Brinda Gupta	Non-Executive Director	-	Not Applicable	Not Applicable
4.	Mr. Mayur Parikh	Independent Director	Sitting Fees	Not Applicable	Not Applicable
5.	Mr. Ashok Gandhi	Independent Director	Sitting Fees	Not Applicable	Not Applicable
6.	Mrs. Brinda Gupta	Chief Financial Officer	Salary	Not Applicable	(8.33%)
7.	Mr. Tushar Donda	Company Secretary	Salary	Not Applicable	23.44%

\* Ratio against median employee's remuneration in respect of Non-Executive Directors are not provided since they are not being paid any remuneration for serving the Company in capacity of Non-Executive Directors.

**b) The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of the employees in current financial year was decreased by 5.17% over the previous financial year, due to resignations of employees.

**c) The number of permanent employees on the rolls of the Company: 85 Employees as on March 31, 2020.**

**d) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The Average 10.82% increase was made in salary of employees whereas remuneration of none of the Executive Directors were increased.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

**Registered office:**

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

For and on behalf of Board of Directors

**Bloom Dekor Limited**

CIN: L20210GJ1992PLC017341

Date: August 28, 2020  
Place: Ahmedabad

**Rupal Gupta**  
Non-Executive Director  
DIN 00012611

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

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**
*(Pursuant to Section 134 (3) (m) of the Companies (Accounts) Rules, 2014 and rules made there under)*
**A. Conservation of energy -**

- i.) **The steps taken or impact on conservation of energy:** No major steps have been taken by the Company. However, the Company continues its endeavor to improve energy conservation and utilization.
- ii.) **The steps taken by the Company for utilizing alternate sources of energy:** The Company has continued its focus on energy conservation efforts through up-gradation of process with new technology. The innovations made by the Company has provided better results in quality and production and also reducing the overall cost of production and maintenance which effect production scheduling and various energy saving initiatives in all areas of production. However, the Company has not installed any alternate source of energy running on renewable energy source.
- iii.) **The capital investment on energy conservation equipment:** Nil

**B. Technology absorption -**

- i.) **The effort made towards technology absorption:** Your Company has been very thoughtful in introducing new technology to reduce the production cost, improve yield, enhance product endurance and strengthen finish. However, no new technology has been introduced/installed by the Company and all existing technology has been fully absorbed.
- ii.) **The benefit derived like product improvement, cost reduction, product development or import substitution:**  
 The Company had installed imported new sanding machine to improve productivity, quality and reduction in manual intervention and to enhance the quality, productivity and reduce the thickness variation complaints. Improvement in manufacturing process helped us in managing production scheduling; & better & faster servicing of product for domestic as well as global market.  
 The Company had also installed new machines for better output & heavy duty racks have been placed to maintain sufficient stocks & minimize damages. It enhanced our serviceability & same time reduced the stock maintenance cost.
- iii.) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -**
- The details of technology imported:** Your Company has brought new sanding machine which is optimized operation of run up time with scheduled periodic maintenance which resulted in annual power savings initiatives in all areas of production.
  - The year of import:** Financial Year 2017-18
  - Whether the technology has been fully absorbed:** Yes
  - If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** NA

- iv.) **The expenditure incurred on Research and Development:** Nil

**C. Foreign Exchange Earnings & Expenditure:**

- i.) **Details of Foreign Exchange Earnings:** (₹ in Lakh)

Sr. No.	Particulars	F.Y. 2019-20	F.Y. 2018-19
1.	Exports of Goods	871.19	1175.47

- ii.) **Details of Foreign Exchange Expenditure:** (₹ in Lakh)

Sr. No.	Particulars	F.Y. 2019-20	F.Y. 2018-19
1.	Raw Material	188.00	700.00
2.	Foreign Travelling expenses	14.64	9.41
3.	Interest on buyers credit	-	6.47

**Registered office:**

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

For and on behalf of Board of Directors

**Bloom Dekor Limited**  
 CIN: L20210GJ1992PLC017341

Date: August 28, 2020  
 Place: Ahmedabad

**Rupal Gupta**  
 Non-Executive Director  
 DIN 00012611

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

**SECRETARIAL AUDIT REPORT****Form No. MR-3**

For the financial year ended March 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**BLOOM DEKOR LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bloom Dekor Limited (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 my verification of the Company's books, papers, minute books, forms and returns filed 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, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment;
- 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) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered with BSE Limited;
- vi. The Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules made thereunder, Regulations, guidelines etc. mentioned above.

Further company being engaged in the business of manufacturing of laminate and doors, there are no specific applicable laws to the Company, which requires approvals or compliances under the respective laws. However, the list of few of General laws applicable to the Company which are set out in the Annexure - I. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said General laws.

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company,

- i. 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; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed Purva Sharegistry (India) Private Limited as Registrar & Share Transfer Agent as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- vi. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
- vii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings.

I further report that -

The Board of Directors of the Company is duly constituted with Executive Directors, Non-Executive Director, Independent Directors and Woman Director in accordance with the act. The changes in the composition / re-appointment of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that -

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that -

There has been no specific events occurred during the reporting period which require specific mentioning of events.

**Date:** August 20, 2020  
**Place:** Ahmedabad

**Anand Lavingia**  
**Practicing Company Secretary**  
**ACS No.: 26458 C P No.: 11410**  
**UDIN: A026458B000599547**

Note: This Report is to be read with Annexure - I and my letter of even date which is annexed as Annexure - II and forms an integral part of this report.

## Annexure I

### List of major General Acts applicable to the Company

1. The Contract Labour (Regulation and Abolition) Act, 1970 & Rules there under, as amended from time to time
2. The Employee Provident Fund and Miscellaneous Provisions Act, 1951 & Employees Provident Funds Scheme, 1952, as amended from time to time
3. The Industrial Employment (Standing Orders) Act, 1946 & Rules there under, as amended from time to time
4. The Maternity Benefit Act, 1961 & Rules there under, as amended from time to time
5. The Minimum Wages Act, 1948 & Rules there under, as amended from time to time
6. The Workmen's Compensation Act, 1923 & Rules there under, as amended from time to time
7. The Payment of Bonus Act, 1965 & the Payment of Bonus Rules, 1975, as amended from time to time
8. The Payment of Gratuity Act and the Payment of Gratuity (Central) Rules, 1972, as amended from time to time
9. The Payment of Wages Act, 1936 & Rules there under, as amended from time to time The Employees' State Insurance Act, 1948
10. The Employees' State Insurance (General) Regulation, 1950, as amended from time to time
11. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as amended from time to time
12. The Labour Welfare Fund Act/Rules, as amended from time to time
13. The Shops and Establishment Act/Rules, as amended from time to time
14. The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986, as amended from time to time
15. The Indian Contract Act, 1872, as amended from time to time
16. The Negotiable Instrument Act, 1881, as amended from time to time
17. The Arbitration & Conciliation Act, 1996, as amended from time to time
18. The Trade Marks Act, 1999 under Intellectual Property Law, as amended from time to time
19. The Gujarat Stamp Act, 1958, as amended from time to time

To,  
The Members,

**BLOOM DEKOR LIMITED**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date:** August 20, 2020  
**Place:** Ahmedabad

**Anand Lavingia**  
**Practicing Company Secretary**  
**ACS No.: 26458 C P No.: 11410**  
**UDIN: A026458B000599547**



# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## GLOBAL ECONOMIC REVIEW:

The global economy grew 2.9% in 2019 compared to 3.6% in 2018 as the result of an increase in trade disputes globally and slowdown of the manufacturing sector, coupled with a global financial crisis and Brexit. Global trade grew a mere 1.2% in 2019 due to trade tensions and slower economic growth.

### Global economic growth over five years (%)

Year	World output	Advanced economies	Developing and emerging
2015	3.5	2.3	4.3
2016	3.4	1.7	4.6
2017	3.9	2.5	4.8
2018	3.6	2.2	4.5
2019	2.9	1.7	3.7

(Source: IMF)

## Indian economic review

The Indian economy slowed to 4.2% in FY 2019-20, compared to 6.1% in FY 2018-19. In FY 2019-20, GDP growth slowed, which contributed to an increase in fiscal deficit mainly on account of lower aggregate demand, lower fiscal revenue, lower economic activity and higher fiscal expenditure on account of the measures to address the economic slowdown.

India emerged as the fifth-largest world economy in 2019. India jumped 14 places to 63 in the 2020 World Bank's Ease of Doing Business ranking. The country climbed 79 positions in five years and was among the top 10 performers for the third year running.

The nominal per capita net national income was estimated to be ₹ 134,226 in FY 2019-20, up 6.1% from ₹ 126,521 in FY 2018-19. Retail inflation climbed to a six-year high of 7.59% in January 2020, breaching the RBI's upper band of 6% while settling at 5.91% in March 2020. Growth in nominal rural wages, both for agricultural and non-agricultural labourers, remained subdued averaging around 3.4% and 3.3% respectively during FY2019-20 so far (until January 2020), reflecting a continued slowdown in the construction sector.

The outbreak of COVID-19 and the subsequent lockdown enforced in the country are expected to moderate demand. Intensification of social distancing is expected to lead to supply side as well as demand side shocks. Supply chain disruptions could hurt domestic production in sectors which are dependent on imported inputs such as pharmaceuticals, automobiles, chemicals, power, etc.

### Growth of India's GDP in FY2019-20

Year	Q1, FY20	Q2, FY20	Q3, FY20	Q4, FY20
Real GDP growth (%)	5.2	4.4	4.1	3.1

(Source: Economic Times, CSO, Economic Survey, IMF, RBI, Franklin Templeton, PIB)

### Key government initiatives

**National infrastructure pipeline:** To achieve a GDP of US\$5 trillion by 2025, the government announced a National Infrastructure Policy with an investment plan worth ₹ 102 trillion in five years. It laid down the vision of the government in terms of job creation: about 50 million people are expected to leave farming from 2012 to 2030, the transition being underway.

**Corporate tax relief:** Indian companies were unable to compete globally, with the cost of capital and corporate income tax (CIT) being significantly higher than overseas competitors. In view of this, the government reduced the corporate tax rate to 22% from 30%; it announced a new tax rate of 15% for new domestic manufacturing companies, strengthening the Make-in-India initiative. The new effective CIT would be 25.17%, inclusive of a new lower surcharge of 10% and cess of 4%. India's CIT is now closer to the global average statutory CIT of 23.03%.

## FURNITURE MARKET OVERVIEW:

The Indian furniture market, expected to cross US\$ 32 billion by 2019, is projected to attain a market value of around US\$ 61 billion by 2023. While the residential sector contributed around 63% to the market value of the country's furniture industry in 2018, the share of the most dominant market segment in the sector, wooden furniture, is expected to grow at a CAGR of around 11% during the period of 2018-23.

The lockdown caused by the COVID-19 pandemic affected the wood panel industry and business. Even after the lockdown is lifted, the market could be affected as furniture is considered a luxury segment.

(Source: Economic times, Ply Reporter)

**Demand drivers**

**Increasing incomes:** According to World Bank, India has halved its poverty rate since the 1990s. According to NITI Aayog, as many as 300 million Indians were lifted above the poverty line between 2004 and 2018.

**Urbanisation:** 34% of India's population is urban and by 2030, urbanisation is expected to reach 40%, driving the laminate market in the country.

**Real estate development:** This Indian sector is expected to reach a market size of US\$ 1 trillion by 2030 from US\$ 120 billion in 2017. Increasing share of real estate in India's GDP is likely to be supported by increasing industrial activity, improving incomes, growing aspirations and urbanisation.

**Hospitality space:** The sector is likely to attract an annual investment of US\$ 0.5-0.6 billion during 2018- 2022 and a total investment of up to US\$ 2.8 billion by 2022, resulting in increased demand for furniture.

**Rising population:** By 2027, India is projected to overtake China as the world's most populous country. India is adding nearly 15 million people to its population every year, the largest annual increment anywhere. This will ensure that the company's addressable market will grow sustainably.

**Housing for All:** Under the scheme, 60 million houses are to be built which include 40 million in rural areas and 20 million in urban area by 2022.

**Growing retail space:** The country's office leasing volume rose 27 percent year-on-year to an all-time high of 60.6 million square feet in 2019, increasing the requirement for furniture.

(Source: United Nations, Bloombergquint, Economic Times, IBEF)

**GLOBAL DOOR INDUSTRY:**

Doors Market size was valued at over USD 110 billion in 2018 and is estimated to exhibit around 5% CAGR from 2019 to 2026.

Increasing requirement for infrastructure across the world is likely to create industry demand in upcoming years. Major countries including, China, India, Indonesia, South Korea, and Thailand among others have focused upon commercialization, improving their infrastructural designs & government policies related to construction activities, which will further develop market in the forecast time period. Additionally, rising consumer spending in renovation of existing commercial & residential building will positively affect the product demand in the forecast time frame.

Although doors are gaining considerable attention in the building & construction sector, the challenges associated with the high price of raw materials will slow down the industry development in upcoming years. Low profitability of the raw material suppliers and high production cost are resulting into higher product price. These factors are likely to hamper the doors market demand. However, growing population & urbanization globally are contributing towards increasing construction activities and infrastructure, thereby increasing the product adoption over the study timeframe.

Wooden doors will hold largest share of the overall industry throughout the forecast time period. Ease of machinability and availability of a wide range of customization alternatives are likely to propel the product demand in the forecast time period. However, stringent government regulations along with increasing consumer awareness related to deforestation will be affecting the segment's growth soon.

Asia Pacific doors market demand will have highest share of overall industry in the forecast time period. This is mainly due to rising urbanization and disposable income of consumer in China. Increasing construction projects across the country will drive the product demand in next few years. India will also witness considerable growth in the industry due to rapid industrialization and growing middle class income. Supporting government initiatives for smart cities is likely to boost construction industry in India, which will further enhance the market demand in the forecast time period. Growing disposable income in Asia Pacific will result into rise in expenditure on luxury products such as doors, bathroom fittings, decors, etc., which will further develop industry in future.

Global Doors Market, by Product	Market Forecast by Material	Doors Market, by Application
<ul style="list-style-type: none"> <li>Sliding</li> <li>Hinged</li> <li>French</li> <li>Others</li> </ul>	<ul style="list-style-type: none"> <li>uPVC</li> <li>Wood</li> <li>Metal</li> <li>Others</li> </ul>	<ul style="list-style-type: none"> <li>Residential               <ul style="list-style-type: none"> <li>New residential</li> <li>Improvement &amp; repair</li> </ul> </li> <li>Commercial               <ul style="list-style-type: none"> <li>New commercial</li> <li>Improvement &amp; repair</li> </ul> </li> </ul>

(Source: <https://www.gminsights.com/industry-analysis/doors-market>)

**INDIAN DOOR MARKET:**

Increasing consumer spending on construction and renovation of commercial & residential buildings will drive Indian doors market growth. Booming demand for energy efficient and impact resistant housing infrastructure will lead industry towards more innovative product materials. As per IBEF, Indian real estate industry is expected to reach USD 180 billion by 2020. Housing sector alone accounts for 5-6% of the Indian GDP. Private equity investment in real estate reached over USD 6 billion in 2016. Government initiatives across the countries for smart cities' development will support the Indian doors market penetration.

Shifting consumer preference towards economical housing solutions has encouraged manufacturers towards product innovations to fulfil the customers' demand. Emerging demand for uPVC and WPC doors due to their advantageous properties including enhancing strength, versatility, limited maintenance, high insulation against noise and resistance to moisture along at affordable prices. High demand for sliding and designer doors coupled with rising urbanization is likely to escalate Indian doors market growth over the coming years. Rapid economic growth has led to the construction of supermarkets, cinema, sports, and recreational complexes will positively influence demand.

Increasing central & state government finances for infrastructure development projects, public funding, and a decline in the construction material prices will boost the product market growth. In addition, private and public partnerships projects to support infrastructure development in rural areas are expected to induce immense potential to the industry size till 2024. Product price is highly influenced by the design and material along with the type of raw material grade used. Government involvement in terms of setting raw material price including aluminum, steel, and wood will impact Indian door market price trend.

(Source: <https://www.gminsights.com/industry-analysis/indian-doors-market>)

#### GLOBAL LAMINATES INDUSTRY:

The global laminate industry is estimated at US\$ 7.2 billion and is growing at 3-5% per annum. On a regional basis, the US leads the market with a share of 20%. With rising population and improving standards of living, there has been an increase in the demand for modern housing, particularly in emerging nations, which has grown the market. Advancements in printing technologies and the introduction of innovative designs have been other drivers of the global laminates market. The high-pressure laminates market is sub-divided in terms of surfaces, applications and end-users.

By surface	By application	By end-user
<ul style="list-style-type: none"> <li>Horizontal</li> <li>Vertical</li> </ul>	<ul style="list-style-type: none"> <li>Furniture and cabinets</li> <li>Flooring</li> <li>Wall panels</li> <li>Others</li> </ul>	<ul style="list-style-type: none"> <li>Residential</li> <li>Commercial</li> <li>Industrial</li> </ul>

(Source: <https://www.openpr.com/news/1892806/global-share-of-high-pressure-laminate-market-to-surpass-6340-0>)

#### INDIAN LAMINATES INDUSTRY:

The Indian laminates manufacturing sector saw less new plants in 2019 compared to the previous three years, but several new presses started commercial production in Northern India between January and November 2019. Demand in 2019 was subdued and various laminate manufacturers in western and northern parts of the country were compelled to increase the production of liner grade laminates. Favourable raw material prices throughout the year helped liner grade producers survive the year. Out of 300 HPL manufacturing units, more than 100 units ran their plants on liner laminate supplies. The rise in liner laminate was due to demand from Nepal, Bangladesh, Bhutan and other neighbouring countries. The 1 mm laminates market continued to see consolidation. GST, product offering, showrooms, innovation, aggressive working, project approvals from government, among others helped companies to maintain their growth despite oversupply and dull market. Mid-sized 1 mm laminate brands struggled, which increased supply of 0.92 mm laminates. The year 2019 also witnessed the growth in all value-added products such as exterior grade laminates, digital, interior cladding, anti-finger print laminate etc. that helped stronger brands to outgrow the market.

(Source: Ply Reporter)

#### Overview

During the year under review, growth in the Indian laminates market remained subdued due to slower real estate growth, tightened liquidity, slower overall economic growth and came to a halt during the last 10 days of the fiscal due to a lockdown to contain the spread of COVID-19.

#### OPPORTUNITIES:

Growing consumer preference for branded products is causing a shift from the unorganised to the organised market and we believe that when the market recovers from Covid-19 pandemic, there will be a greater preference to work with organised brands over unorganised ones, widening the market for companies like ours. We feel that imports could decline, creating a larger opportunity for world-class home-grown brands like ours. We believe that in this sectorial churn, local and regional players could yield ground to our Brand.

#### THREATS:

Unorganised players pose a threat to branded products on account of a pricing pressure. Further regulatory restrictions on imports from neighboring countries could also pose a challenge as in a deeply price competitive market, passing entire increased costs to consumers may not be feasible.

#### SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

The Company's operation predominantly comprise of only one segment. In view of the same, separate segmental information is not required to be disclosed as per the requirement of Indian Accounting Standard 108 Operating Segment.

**OUTLOOK:****Focus on Exports:**

- The Company focuses to significantly increase the export sales and put all its efforts in developing and growing the export markets of laminates. To elaborate, the company is presently exporting laminates to mainly Gulf and Middle East and other Asia Pacific countries. However, there is a much bigger export potential available both in terms of number of countries which can be covered and also additional supplies that can be made to the existing distributors/dealers/buyers in the international market.
- With investment in fire rated doors for developers along with engineered products for consistent and good quality supplies promise a positive outlook in the doors division. With revised distribution strategy putting more focus on payment security and profitability and less dependency on channel partners, Bloom is careful in not putting all its eggs in a single basket thereby reducing the risk of business disputes and ensuring better cash flows for sustainability.

**RISKS AND CONCERNS:**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

**HUMAN RESOURCE:**

Equipping Bloom with an engaged and productive workforce is essential to our success. We look for commitment, skills and innovative approach in people. In assessing capability, we consider technical skills and knowledge that have been acquired through experience and practice, along with mental processing ability, social process skills and their application.

We continue to invest in developing a pipeline of future talent and nurture them. As part of this process, we provide development and training opportunities to our workforce, which motivates and encourages them to grow in their work.

As on March 31, 2020 the company has 85 employees at its manufacturing plants and administrative office. The Company has been maintaining cordial and healthy Industrial Relations, which has helped to a great extent in achieving the upper growth.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:****Financial Performance:**

The net revenue from operations decreased to ₹ 4,012.88 lakhs as against ₹ 5104.12 lakhs in the previous year showing a downward trend of 21.38% due to decrease in domestic sales of Laminates and Door. On the other hand, the export sales have also decreased from ₹ 1175.47 lakhs in FY 2018-19 to ₹ 871.19 lakhs in FY 2019-20.

The loss before Tax for the current year is ₹ 197.09 lakhs as against the loss before tax of ₹ 919.53 lakhs in the previous year resulted into loss after tax of ₹ 162.79 lakhs compared to loss after tax of previous year ₹ 733.19 lakhs.

The reason for Loss is only due to huge Finance Cost. During the financial year 2019-20, the company's major loss is attributed to following factors:

**a) Capacity Under Utilization:**

Because of the sub-optimal operations, the profitability of the company has also suffered badly in FY 2019- 20. Thus, while the company had to incur fixed overheads and because of very poor capacity utilization, resulting into lower sales & the said fixed overheads could not be covered with lower utilization and therefore resulting into the operating loss as well as net loss.

**b) Market Forces:**

The domestic market sifting to the oversupply scenario and channel distributors started adopting dirty business practice. And the company had no other choice but to ask for unpaid stock return. This resulted in excess inventory and blockage of huge working capital. Thus, the company started cutting supplies to all those undesirable distributors/dealers in domestic market and this was also one of the reasons why there was a deliberate reduction in the sales of laminates in the domestic market.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has established internal control systems in line with its size, operations and complexity. These systems are verified and tested routinely by certified auditors as well as internal audits, which cover all the key areas of the business. The internal control system ensures measurability and verifiability, reliability of accounting management efficiency and management information. The system also ensures compliance with all applicable laws and regulations, protection of the Company's assets and identification of critical risk areas to address them effectively.

**KEY FINANCIAL RATIOS:**

Details of key financial ratios of the Company, changes therein as compared to previous financial year along with explanations for those ratios where change is 25% or more are as under:

Key Ratios	Units	F.Y. 2019-20	F.Y. 2018-19	Explanations
<b>Debtor Turnover</b>	Times	3.59	4.06	Debtor's turnover ratio has improved due to reduction in credit period given by the Company to Customers.
<b>Inventory Turnover</b>	Times	1.15	1.39	Inventory turnover ratio has also been improved in comparison with last fiscal year.
<b>Interest Coverage Ratio</b>	Times	1.03	(0.25)	Interest coverage ratio has improved due to decrease in loss.
<b>Current Ratio</b>	Times	1.09	0.96	Current ratio has been improved due to reduction in current financial liabilities.
<b>Debt Equity Ratio</b>	Times	29.51	18.77	Debt Equity ratio got increased due to fund infusion by directors to get smoothen the liquidity position of company.
<b>Operating Profit Margin</b>	%	13.80%	(2.73%)	Operating profit margin improved due to cost savings.
<b>Net Profit Margin</b>	%	(4.06%)	(14.36%)	Net profit margin also improved due to cost savings.
<b>Return on Net Worth</b>	%	(126.38)	(414.04%)	Though, Return to net worth is negative, but it has been improved as compared to the previous fiscal year.

**CAUTIONARY STATEMENT:**

This report contains statements that may be "forward looking" including, but without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to Company's future business developments and economic performance. While these forward looking statements indicate our assessment and future expectations concerning the development of our business, a number of risks, uncertainties and other unknown factors could cause actual developments and results to differ materially from our expectations. These factors include, but are not limited to, general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments, and other key factors that could affect our business and financial performance. Company undertakes no obligation to publicly revise any forward looking statements to reflect future/likely events or circumstances.

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# INDEPENDENT AUDITORS' REPORT

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To the Members of

**BLOOM DEKOR LIMITED**

## **Report on the Audit of the Standalone Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of **M/s. Bloom Dekor Limited** ("the Company"), which comprise the standalone balance sheet as at March 31, 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the financial statements, including 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 standalone Ind AS 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 accounting principles generally accepted in India including Indian Accounting standards (Ind AS) specified under section 133 of the Act, of the state of affairs (financial Position) of the Company as at March 31, 2020, and its losses (financial performance including other comprehensive income), its Cash flows and changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Ind AS 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 (ICAI) together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act, 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.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

### **Emphasis of Matter**

*We draw attention to Note 39 in the accompanying standalone Ind AS Financial statements of the Company which describes the management's assessment of the likely impact of uncertainties related to outbreak of COVID 19 global pandemic on the operations of the Company.*

Our opinion is not modified on the above matters.

### **Information other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. The other

Information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS 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 standalone Ind AS 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 Ind AS 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 Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), Profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. 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 standalone Ind AS 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.

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

## Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS 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 Standards on Auditing 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 standalone Ind AS financial statements

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

- Identify and assess the risks of material misstatement of the standalone Ind AS 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 Act, 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 standalone Ind AS financial statement 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 standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 section 197(16) of the Act, we report that the company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with schedule V to the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
3. 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 purposes 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 standalone Balance Sheet, the standalone Statement of Profit and Loss including other Comprehensive Income, standalone Statement of Changes in Equity and the standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian 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, 2020 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2020 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 over financial reporting 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 control over financial reporting.
  - g. 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, as amended, 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 pending litigations on its financial position in the standalone Ind AS Financial Statements (Refer Note No. 27 to the Standalone Ind AS Financial Statements.)
    - II. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - III. During the year, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Parikh & Majmudar  
Chartered Accountants  
FR No. 107525W

[CA (Dr) Hiten M. Parikh]  
Partner  
Membership No. 40230  
UDIN 20040230AAAAFB4950

Date: June 30, 2020  
Place: Ahmedabad



**ANNEXURE A -TO THE INDEPENDENT AUDIT REPORT OF EVEN DATE TO THE MEMBERS OF BLOOM DEKOR LTD**

**ON THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020**

- (i) Property Plant & Equipment
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) All Property plant & Equipment have not been physically verified by the management during the year, but there is regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets.. No material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of records of the company, title deeds of the immovable properties held are in the name of the company.
- (ii) As explained to us, inventories (excluding goods in transit and third party stock) were physically verified by management at reasonable intervals during the year. In our opinion, the frequency of the verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The company has not granted any loans secured or unsecured loans to Companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. (The Act). Accordingly, the provisions of clause 3(iii) (a) (b) and (c) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us, the company has not made any investment or given loans during the year. Accordingly paragraph 3(iv) of the order is not applicable.
- (v) The Company has not accepted any deposits from the public during the year under review.
- (vi) We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government of India for the maintenance of Cost records specified under section 148 of Companies Act 2013 and are of the opinion that prima facie, the prescribed accounts & records have been made and maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) :
- (a) *According to the information and explanation given to us and on the basis of examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, ESIC, income-tax, sales tax, Goods & Service Tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues have generally not been regularly deposited during the year with the appropriate authorities.*
- (b) *According to the information and explanation given to us no undisputed amounts payable in respect of provident fund, ESIC, service tax, duty of customs, duty of excise, cess and other statutory dues were outstanding as at March 31, 2020 for a period of more than six months from the date of becoming payable except dues for (1) VAT/CST of ₹ 6.17 Lakhs.*
- (c) According to the information and explanations given to us, there are no material dues of, service tax, Goods & Service tax and duty of Customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Income Tax, Sales tax and Duty of Excise have not been deposited by the company on account of Dispute:

Sr. No.	Name of the statute	Nature of Dues	Financial year to which it relates	From where the dispute is pending	Amount ₹ in Lakhs
1	Income Tax Act 1961	Income Tax	2001-02	CIT APPEALS 1, AHMEDABAD	21.30
2	Income Tax Act 1961	Income Tax	2016-17	CIT APPEALS 1, AHMEDABAD	17.20
3	Gujarat Sales Tax	Sales Tax	2004-05	COMMISSIONER - APPEAL - AHMEDABAD	3.70
4	Gujarat Sales Tax	Sales Tax	2005-06	COMMISSIONER - APPEAL - AHMEDABAD	2.28
5	Central Excise	Excise Duty	2009-10 to 2012-13	CUSTOMS EXCISE AND SERVICE TAX APPELLATE, TRIBUNAL, AHMEDBAD	46.38
6	Central Excise	Excise Duty	2013-14	CUSTOMS EXCISE AND SERVICE TAX APPELLATE, TRIBUNAL, AHMEDBAD	23.08
7	Central Excise	Excise Duty	2014-15	CUSTOMS EXCISE AND SERVICE TAX APPELLATE, TRIBUNAL, AHMEDBAD	28.51
8	Central Excise	Excise Duty	2015-16	CUSTOMS EXCISE AND SERVICE TAX APPELLATE, TRIBUNAL, AHMEDBAD	14.58
9	Central Excise	Excise Duty	January 2013 to June 2017	COMMISSIONER OF CENTRAL EXCISE APPEALS	104.51

- (viii) According to information & explanations given to us, the company has generally not defaulted in repayment of its dues to Banks or Financial institutions. The company does not have any borrowings from debenture holders or Government.
- (ix) According to the information & explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on 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.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Parikh & Majmudar  
Chartered Accountants  
FR No. 107525W

Date: June 30, 2020  
Place: Ahmedabad

[CA (Dr) Hiten M. Parikh]  
Partner  
Membership No. 40230  
UDIN 20040230AAAAFB4950

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF BLOOM DEKOR LIMITED  
ON THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2020  
INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3  
OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

In conjunction with our audit of the standalone Ind As financial statements of M/s BLOOM DEKOR LIMITED ("the Company") as at and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of the company as of that date.

**Management's Responsibility for Internal Financial Controls**

The Company's Board of Directors 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 that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to 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 based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting and the Guidance Note issued by ICAI. Those Standards and the Guidance Note require that we comply with 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, 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 risks of material misstatement of the financial statements, 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 system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting 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 generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with 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 (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition 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, 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 to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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 issued by the ICAI.

**For Parikh & Majmudar  
Chartered Accountants  
FR No. 107525W**

**[CA (Dr) Hiten M. Parikh]  
Partner  
Membership No. 40230  
UDIN 20040230AAAFB4950**

**Date:** June 30, 2020  
**Place:** Ahmedabad

## BALANCE SHEET AS AT MARCH 31, 2020

(₹ In Lakh)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>ASSETS</b>			
<b>Non- current Assets</b>			
Property, Plant and Equipment	1	1,130.91	1,323.10
Capital work-in-progress	1	-	14.59
Other Intangible assets	1	1.21	8.51
<b>Financial Assets</b>			
(i) Investments	2	4.11	4.11
Deferred Tax Assets (net)	15	330.55	296.48
Other non-current assets	3	223.78	161.51
<b>Total Non- current Assets</b>		<b>1,690.56</b>	<b>1,808.30</b>
<b>Current Assets</b>			
Inventories	4	3,368.58	3,423.63
<b>Financial Assets</b>			
(i) Trade receivables	5	1,063.82	1,169.85
(ii) Cash and cash equivalents	6	30.17	62.86
(iii) Bank balances other than (ii) above	7	47.42	87.05
(iv) Loans	8	0.46	0.39
Other current assets	9	145.92	136.94
<b>Total Current Assets</b>		<b>4,656.36</b>	<b>4,880.72</b>
<b>TOTAL ASSETS</b>		<b>6,346.92</b>	<b>6,689.02</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	10	685.00	685.00
(b) Other Equity	11	(529.05)	(363.57)
<b>Total Equity</b>		<b>155.95</b>	<b>321.43</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	12	1,777.95	1,153.53
(ii) Other Financial Liabilities	13	87.01	92.27
Provisions	14	48.56	41.87
<b>Total Non-Current Liabilities</b>		<b>1,913.52</b>	<b>1,287.67</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	16	2,627.20	2,981.54
(ii) Trade payables	17	1,505.42	1,971.80
(iii) Other financial liabilities	18	39.29	9.92
Other current liabilities	19	70.26	81.02
Provisions	20	35.28	35.64
<b>Total Current Liabilities</b>		<b>4,277.44</b>	<b>5,079.92</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,346.92</b>	<b>6,689.02</b>

The accompanying Notes 1 to 43 are integral part of these Financial Statements.

As per our report of even date attached.

For Parikh & Majmudar  
Chartered Accountants  
(Firm Regn.No.107525W)

For and on behalf of the Board of Directors,  
Bloom Dekor Limited

CA Dr. Hiten Parikh  
Partner  
Membership No.040230  
UDIN 20040230AAAAFB4950

Tushar Donda  
Company Secretary

Rupal Gupta  
Non-Executive Director  
DIN 00012611

Dr. Sunil Gupta  
Managing Director  
DIN 00012572

Date: June 30, 2020  
Place: Ahmedabad

Date: June 30, 2020  
Place: Ahmedabad

Date: June 30, 2020  
Place: Ahmedabad

Date: June 30, 2020  
Place: Ahmedabad

**STATEMENTS OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2020**
**(₹ In Lakh)**

Particulars	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from operations (gross)	21(a)	4,012.88	5,104.12
<b>Other incomes</b>	21(b)	84.35	53.79
<b>Total revenue (1+2)</b>		<b>4097.23</b>	<b>5,157.92</b>
<b>Expenses</b>			
(a) Cost of materials consumed	22(a)	2,106.56	2,942.71
(b) Purchases of stock-in-trade	22(b)	89.41	165.59
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22(c)	(106.09)	263.46
(d) Employee benefits expenses	23	635.57	820.02
(e) Finance costs	24	538.63	559.46
(f) Depreciation and amortization expense	1	212.30	220.58
(g) Other expenses	25	817.94	1,105.6
<b>Total expenses</b>		<b>4,294.32</b>	<b>6,077.44</b>
<b>Profit / (Loss) before exceptional items and tax</b>		<b>(197.09)</b>	<b>(919.53)</b>
<b>Exceptional Items</b>		-	-
<b>Profit / (Loss) before tax</b>		<b>(197.09)</b>	<b>(919.53)</b>
<b>Tax expense:</b>			
(a) Short / (Excess) Provision of Earlier years		-	(21.41)
(b) Deferred Tax		34.30	207.75
Tax expense relating to prior years			
<b>Net current tax expense</b>		<b>34.30</b>	<b>186.34</b>
		<b>34.30</b>	<b>186.34</b>
<b>Profit / (Loss) for the year</b>		<b>(162.79)</b>	<b>(733.19)</b>
<b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		(0.89)	(5.36)
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.23	1.39
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
<b>Total Other Comprehensive Income (VIII)</b>		<b>(0.66)</b>	<b>(3.97)</b>
<b>Total Comprehensive Income for the period (VII + VIII) (Comprising Profit and Other Comprehensive Income for the period)</b>		<b>(162.13)</b>	<b>(729.22)</b>
<b>Earnings Per Share</b>			
<b>(a) Basic</b>	26	(0.24)	(10.70)
<b>(b) Diluted</b>	26	(0.24)	(10.70)

The accompanying Notes 1 to 43 are integral part of these Financial Statements.

As per our report of even date attached.

**For Parikh & Majmudar**  
**Chartered Accountants**  
**(Firm Regn.No.107525W)**

**For and on behalf of the Board of Directors,**  
**Bloom Dekor Limited**

**CA Dr. Hiten Parikh**  
**Partner**  
**Membership No.040230**  
**UDIN 20040230AAAFB4950**

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

**Rupal Gupta**  
**Non-Executive Director**  
**DIN 00012611**

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

**Date:** June 30, 2020  
**Place:** Ahmedabad

**Date:** June 30, 2020  
**Place:** Ahmedabad

**Date:** June 30, 2020  
**Place:** Ahmedabad

**Date:** June 30, 2020  
**Place:** Ahmedabad

**STANDLONE STATEMENT OF CASH FLOW ANNEXED TO THE FINANCIAL STATEMENT  
FOR THE YEAR ENDED ON MARCH 31, 2020**

(₹ In Lakh)

	Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit as per P & L Account before Income Tax	(197.09)	(919.53)
	ADD/(LESS): - Adjustment for :		
	Depreciation	212.30	220.58
	Finance Cost	538.63	559.46
	Loss /(Profit) on sale of Assets	5.53	(1.10)
	Interest Income	(81.14)	(52.66)
	<b>Operating Profit before changes in working capital</b>	<b>478.23</b>	<b>(193.24)</b>
	(Increase) / Decrease in Current Assets & Non-Current assets		
	Closing Stock	55.05	279.9
	Receivables	106.04	173.0
	Other Current assets	(9.05)	47.09
	<b>Operating Profit After changes in Current Assets &amp; Non-current assets</b>	<b>630.27</b>	<b>306.79</b>
	Increase /( Decrease) in Current Liabilities & Non-current liabilities		
	Trade Payables (including other financial liabilities and OCL)	(453.03)	(602.02)
	Provisions	(0.36)	(57.87)
	Direct Taxes Paid (Net of Refunds)	-	(21.41)
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>176.87</b>	<b>(374.50)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
	Capital Exp. On Fixed Assets		
	Purchase of Fixed Assets	(9.27)	(25.31)
	Sales of Fixed Assets	5.18	5.89
	Changes in Investments	-	-
	Other non-current assets	(64.37)	42.09
	<b>NET CASH FROM INVESTMENT ACTIVITIES</b>	<b>(68.46)</b>	<b>22.67</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Changes in long term borrowings	624.42	366.77
	Changes in short term borrowings	(354.34)	449.51
	Changes in Long term provisions	6.69	(0.09)
	Interest Income	81.14	52.66
	Finance Cost	(538.63)	(559.46)
	<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(180.72)</b>	<b>309.38</b>
	<b>NET CHANGE IN CASH AND CASH EQUIVALENTS [A+B+C]</b>	<b>(72.32)</b>	<b>(42.45)</b>
	Opening Cash & Cash Equivalents	149.91	190.27
	Closing Cash and Cash Equivalents	77.59	149.91

**Notes:**

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS-7) Statement of Cash flows.

This is the Cash flow Statement referred to in our report of even date.

For Parikh & Majmudar  
Chartered Accountants  
(Firm Regn.No.107525W)

For and on behalf of the Board of Directors,  
Bloom Dekor Limited

CA Dr. Hiten Parikh  
Partner  
Membership No.040230  
UDIN 20040230AAAAFB4950

Tushar Donda  
Company Secretary

Rupal Gupta  
Non-Executive Director  
DIN 00012611

Dr. Sunil Gupta  
Managing Director  
DIN 00012572

Date: June 30, 2020  
Place: Ahmedabad

Date: June 30, 2020  
Place: Ahmedabad

Date: June 30, 2020  
Place: Ahmedabad

Date: June 30, 2020  
Place: Ahmedabad

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

### 1. DISCLOSURE OF ACCOUNTING POLICIES

#### 1.1. CORPORATE INFORMATION:

Bloom Dekor Limited, having CIN: L20210GJ1992PLC017341 is a public company domiciled in India and incorporated under the provision of Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in manufacturing and selling of laminated sheets and Doors. The company caters to both domestic and international markets.

#### 1.2. BASIS OF PREPARATION OF FINANCIAL STATEMENT:

These Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The Financial Statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS 1 - 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

Accounting policies have been consistently applied consistently to all the periods presented in the financial statements.

The financial statements are presented in Indian Rupees ('INR'). Where changes are made in presentation, the comparative figures of the previous year are regrouped and re-arranged accordingly.

#### 1.3. USE OF ESTIMATES:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

### 2. SIGNIFICANT ACCOUNTING POLICIES

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

#### 2.1. PROPERTY, PLANT AND EQUIPMENT:

- i) Property, Plant and Equipment are stated at original cost (net of tax/duty credit availed) less accumulated depreciation and impairment losses. Cost includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition, and pre-operative expenses including attributable borrowing costs incurred during pre-operational period.
- ii) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, 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 as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.
- iii) Assets which are not ready for their intended use on reporting date are carried as capital work-in-progress at cost, comprising direct cost and related incidental expenses.
- iv) Property, Plant and Equipment are depreciated and/or amortized on as per the Straight line method on the basis of their useful lives as notified in Schedule II to the Companies Act, 2013. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.
- v) Depreciation in respect of additions to assets has been charged on pro rata basis with reference to the period when the assets are ready for use.
- vi) An asset's carrying amount is written down immediately on discontinuation 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/ Loss on Sale and Discard of Fixed Assets.

- vii) Useful lives of the Property, Plant and Equipment as notified in Schedule II to the Companies Act, 2013 are as follows:

Type of Assets	Life
Buildings	30 to 60 years
Plant and Equipments	15 to 25 years
Furniture and Fixtures	10 years
Vehicles	8 to 10 years
Office Equipments	5 years
Computers	3 years

- viii) At each balance sheet date, the Company reviews the carrying amount of property, plant and equipment to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

## 2.2. **INTANGIBLE ASSETS:**

- Intangible assets acquired by payment e.g. Computer Software are disclosed at cost less amortization on a straight-line basis over its estimated useful life.
- Intangible assets are carried at cost, net of accumulated amortization and impairment loss, if any.
- Intangible assets are amortized on straight-line method as follows :  
Computer Software - 5 years
- At each balance sheet date, the Company reviews the carrying amount of intangible assets to determine whether there is any indication of impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and the value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

## 2.3. **REVENUE RECOGNITION:**

- Revenue comprises of all economic benefits that arise in the ordinary course of activities of the Company which result in increase in Equity, other than increases relating to contributions from equity participants. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.
- Sale of Goods: Revenue from sales of goods is recognized on transfer of significant risks and rewards of ownership to the customers. Revenue shown in the Statement of Profit and Loss excludes, returns, trade discounts, cash discounts, Goods and Service tax.
- Services: Revenue from Services are recognized as and when the services are rendered.
- Interest: Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.
- Export Benefits are accounted on accrual basis.

## 2.4. **EMPLOYEE BENEFITS:**

- Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- Post-Employment and Retirement benefits in the form of Gratuity are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.
- The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on government bonds that have terms approximating to the terms of the related obligation.
- Employee benefits in the form of Provident Fund is considered as defined contribution plan and the contributions to Employees' Provident Fund Organization established under The Employees' Provident Fund and Miscellaneous Provisions Act 1952 is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.



## **2.5. VALUATION OF INVENTORIES:**

- i) The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. The costs of Raw Materials, Stores and spare parts etc., consumed consist of purchase price including duties and taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), freight inwards and other expenditure directly attributable to the procurement.
- ii) Stock of Raw Materials are valued at cost and of those in transit and at port related to these items are valued at cost to date. Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet. Material and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.
- iii) Stock of Stores and spare parts, Packing Material, Power & Fuel and Folders are valued at cost; and of those in transits and at port related to these items are valued at cost.
- iv) Goods-in-process is valued at lower of cost or net realizable value.
- v) Stock of Finished goods is valued at lower of cost or net realizable value.
- vi) Stock-in-trade is valued at lower of cost or net realizable value.

## **2.6. CASH FLOW STATEMENT:**

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company is segregated. Cash and cash equivalents in the balance sheet comprise cash at bank, cash/cheques in hand and short term investments with an original maturity of three months or less.

## **2.7. FINANCIAL ASSETS:**

- i) The Company classifies its financial assets as those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those to be measured at amortized cost.
- ii) Trade receivables represent receivables for goods sold by the Company up to the end of the financial year. The amounts are generally unsecured and are usually received as per the terms of payment agreed with the customers. The amounts are presented as current assets where receivable is due within 12 months from the reporting date.
- iii) Trade receivables are impaired using the lifetime expected credit loss model under simplified approach. The Company uses a matrix to determine the impairment loss allowance based on its historically observed default rates over expected life of trade receivables and is adjusted for forward looking estimates. At every reporting date, the impairment loss allowance is determined and updated and the same is deducted from Trade Receivables with corresponding charge/credit to Profit and Loss.
- iv) A financial asset is derecognized only when the Company has transferred the rights to receive cash flows from the financial asset, or when it has transferred substantially all the risks and rewards of the asset, or when it has transferred the control of the asset.

## **2.8. FINANCIAL LIABILITIES:**

- i) Borrowings are removed from balance sheet when the obligation specified in the contract is discharged, cancelled or expired.
- ii) Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.
- iii) Trade Payables represent liabilities for goods and services provided to the Company up to the end of the financial year. The amounts are unsecured and are usually paid as per the terms of payment agreed with the vendors. The amounts are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially and subsequently measured at amortized cost.
- iv) Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**2.9. FAIR VALUE MEASUREMENT:**

- i) Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.
- ii) The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
- iii) A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
- iv) The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.
- v) The assets and liabilities which has been measured at fair value is Derivatives

**2.10. FOREIGN CURRENCY TRANSACTIONS:**

- i) Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the period in which they arise.
- ii) Non-monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined.

**2.11. BORROWING COSTS:**

- i) Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds.
- ii) General and specific borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use.
- iii) All other borrowing costs are expensed in the period in which they are incurred.

**2.12. ACCOUNTING FOR TAXES ON INCOME:**

- i) Tax expenses comprise of current tax and deferred tax including applicable surcharge and cess.
- ii) Current Income tax is computed using the tax effect accounting method, where taxes are accrued in the same period in which the related revenue and expenses arise. A provision is made for income tax annually, based on the tax liability computed, after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to disallowances or other matters is probable.
- iii) Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences; the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profits against which the deductible temporary differences, and the carry forward unused tax credits and un used tax losses can be utilized.
- iv) The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it is become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.
- v) Deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income. As such, deferred tax is also recognized in other comprehensive income.
- vi) Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the Deferred Tax Assets and Deferred Tax Liabilities relate to taxes on income levied by same governing taxation laws.

## **2.13. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

- i) Provisions are made when (a) the Company has a present legal or constructive obligation as a result of past events; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate is made of the amount of the obligation.
- ii) Contingent liabilities are not provided for but are disclosed by way of Notes on Accounts. Contingent liabilities is disclosed in case of a present obligation from past events (a) when it is not probable that an outflow of resources will be required to settle the obligation; (b) when no reliable estimate is possible; (c) unless the probability of outflow of resources is remote.
- iii) Contingent assets are not accounted but disclosed by way of Notes on Accounts where the inflow of economic benefits is probable.

## **2.14. CURRENT AND NON-CURRENT CLASSIFICATION:**

- i) The Normal Operating Cycle for the Company has been assumed to be of twelve months for classification of its various assets and liabilities into "Current" and "Non-Current".
- ii) The Company presents assets and liabilities in the balance sheet based on current and non-current classification.
- iii) An asset is current when it is (a) expected to be realized or intended to be sold or consumed in normal operating cycle; (b) held primarily for the purpose of trading; (c) expected to be realized within twelve months after the reporting period; (d) Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.
- iv) A liability is current when (a) it is expected to be settled in normal operating cycle; (b) it is held primarily for the purpose of trading; (c) it is due to be discharged within twelve months after the reporting period; (d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

## **2.15. RELATED PARTY TRANSACTIONS:**

- i) A related party is a person or entity that is related to the reporting entity preparing its financial statements
  - (a) A person or a close member of that person's family is related to reporting entity if that person;
    - (i) Has control or joint control of the reporting entity;
    - (ii) Has significant influence over the reporting entity; or
    - (iii) Is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
  - (b) An entity is related to a reporting entity if any of the following conditions applies;
    - (i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
    - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
    - (iii) Both entities are joint ventures of the same third party;
    - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
    - (v) the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity;
    - (vi) The entity is controlled or jointly controlled by a person identified in (a);
    - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity);
    - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

- ii) A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Compensation includes all employee benefits i.e. all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

- iii) Disclosure of related party transactions as required by the accounting standard is furnished in the Notes on Financial Statements.

## **2.16. EARNINGS PER SHARE:**

- i) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- ii) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## **2.17. LEASE:**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

On transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

## **2.18. CRITICAL ACCOUNTING JUDGMENTS, ASSUMPTIONS AND KEY SOURCES OF ESTIMATION UNCERTAINTY:**

The preparation of the Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### **a) Judgements:**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the standalone financial statements:

#### **(i) Determination of Functional Currency:**

Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (₹) in which the company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (₹).

#### **(ii) Evaluation of Indicators for Impairment of Property, Plant and Equipment:**

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline asset's value, significant changes in the technological, market, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment.

**b) Assumptions and Estimation Uncertainties:**

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

**(i) Taxes:**

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has carried forward loss on which deferred tax asset is created, based on probability that future profits will be available against which the deductible temporary difference can be realized.

**(ii) Useful lives of Property, Plant and Equipment/Intangible Assets:**

Property, Plant and Equipment/ Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The depreciation/amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/depreciable amount is charged over the remaining useful life of the assets.

**(iii) Contingent Liabilities:**

In the normal course of business, Contingent Liabilities may arise from litigation and other claims against the company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the Notes but are not recognised. Potential liabilities that are remote are neither recognised nor disclosed as contingent liability. The management decides whether the matters need to be classified as 'remote', 'possible' or 'probable' based on expert advice, past judgements, experiences etc.

**(iv) Evaluation of Indicators for Impairment of Property, Plant and Equipment:**

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the idle assets etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment and such assessment is based on estimates, future plans as envisaged by the Group.

**(v) Provisions:**

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

**BLOOM DEKOR LIMITED**  
**NOTES FORMING PARTS OF FINANCIAL STATEMENTS**

**Note-1 Fixed Assets**

(₹ in lakhs)

PARTICULARS	Gross Block				Depreciation				Net block	
	As at April 1, 2019	Addition during the year	Disposal during the year	As at March 31, 2020	As at April 1, 2019	Depreciation for the year	Eliminated on disposal of assets	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
<b>1) Property, Plant and Equipment</b>										
(a) Land	5.48	-	-	5.48	-	-	-	-	5.48	5.48
(b) Building	522.99	-	-	522.99	275.42	16.43	-	291.85	231.14	247.57
(c) Plant & Equipment	3,022.54	5.91	-	3,028.45	2,121.50	156.58	-	2,278.08	750.37	901.03
(d) Furniture and Fixtures	263.77	16.46	10.01	270.23	159.27	18.45	4.01	173.71	96.52	104.51
(e) Vehicles	181.81	-	16.00	165.80	121.78	16.06	11.76	126.08	39.72	60.02
(f) Office Equipment	81.51	0.44	2.56	79.39	71.27	2.98	2.53	71.72	7.68	4.49
<b>TOTAL</b>	<b>4,078.10</b>	<b>22.81</b>	<b>28.57</b>	<b>4,072.34</b>	<b>2,749.24</b>	<b>210.49</b>	<b>18.30</b>	<b>2,941.43</b>	<b>1,130.91</b>	<b>1,323.11</b>
<b>2) Capital Work in Progress</b>	14.59	-	14.59	-	-	-	-	-	-	14.59
<b>TOTAL</b>	<b>14.59</b>	<b>-</b>	<b>14.59</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14.59</b>
<b>3) Other Intangible Assets</b>										
Computer & Software	8.51	0.55	-	9.06	5.75	2.10	-	7.85	1.21	8.51
<b>TOTAL</b>	<b>8.51</b>	<b>0.55</b>	<b>-</b>	<b>9.06</b>	<b>5.75</b>	<b>2.10</b>	<b>-</b>	<b>7.85</b>	<b>1.21</b>	<b>8.51</b>
<b>GRAND TOTAL</b>	<b>4,101.20</b>	<b>23.36</b>	<b>43.16</b>	<b>4,081.40</b>	<b>2,755.00</b>	<b>212.59</b>	<b>18.30</b>	<b>2,949.29</b>	<b>1,132.12</b>	<b>1,346.22</b>

**Note-2 Investments**

(₹ in lakhs)

Particulars	As at March 31, 2020			As at March 31, 2019		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
<b>Investments</b>						
<b>Other non-current investments</b>						
Investments in Gold Coin	-	4.11	4.11	-	4.11	4.11
<b>Total - Other investments</b>	-	4.11	4.11	-	4.11	4.11
<b>Total</b>	-	4.11	4.11	-	4.11	4.11
Less: Provision for diminution in value of investments	-	-	-	-	-	-
<b>Total</b>	-	-	4.11	-	-	4.11
<b>Aggregate amount of unquoted investments</b>	-	4.11	4.11	-	4.11	4.11

**Note-3 Other non-current assets**

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(a) Security deposits</b>		
Unsecured, considered good	34.63	42.54
Less: Provision for doubtful loans and advances	-	-
	<b>34.63</b>	<b>42.54</b>
<b>(b) Loans and advances to employees</b>		
Unsecured, considered good	-	-
Less: Provision for doubtful loans and advances	-	-
	-	-
<b>(b) Advance income tax (net of provisions - Unsecured, considered good)</b>	72.32	69.73
<b>(c) Balances with government authorities</b>		
Unsecured, considered good	116.84	49.24
<b>Totals</b>	<b>116.84</b>	<b>49.24</b>
<b>(d) Other loans and advances</b>	-	-
<b>TOTAL</b>	<b>223.78</b>	<b>161.51</b>

## Note-4 Inventories (As taken, valued and certified by director)

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(a) Raw materials</b>	<b>981.56</b>	<b>1,131.17</b>
Goods-in-transit	-	-
	<b>981.56</b>	<b>1,131.17</b>
<b>(b) Stock under Work-in-progress</b>	<b>611.57</b>	<b>509.94</b>
Goods in Process At Job Work Party	2.93	2.19
	<b>614.50</b>	<b>512.13</b>
<b>(c) Finished goods</b>	<b>1,677.45</b>	<b>1,687.03</b>
	<b>1,677.45</b>	<b>1,687.03</b>
<b>(d) Stock-in-trade</b>	<b>0.10</b>	<b>0.10</b>
	<b>0.10</b>	<b>0.10</b>
<b>(e) Stores and spares</b>		
Store	22.90	23.24
Packing Materials	5.85	6.12
	<b>28.75</b>	<b>29.36</b>
<b>(g) Others Inventories</b>		
Folder And Advertise articles	64.34	62.96
Fire Wood & Lignite	1.88	0.89
	<b>66.22</b>	<b>63.85</b>
<b>TOTAL</b>	<b>3,368.58</b>	<b>3,423.63</b>

## Note-5 Trade receivables

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Trade Receivables</b>		
Unsecured, considered good	1,063.82	1,169.85
Doubtful	15.00	15.00
	<b>1,078.82</b>	<b>1,184.85</b>
<b>Less: Provision for doubtful trade receivables</b>	<b>15.00</b>	<b>15.00</b>
	<b>1,063.82</b>	<b>1,169.85</b>
<b>TOTAL</b>	<b>1,063.82</b>	<b>1,169.85</b>



**Note-6 Cash and cash equivalents**
**(₹ in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(a) Cash on hand</b>		
In form of Indian Rupees	1.10	2.45
In Form of Foreign Currencies	-	-
<b>(b) In current accounts</b>	24.18	35.80
<b>(c) In EEFC accounts</b>	-	18.29
<b>(d) In earmarked accounts</b>	-	-
<b>(e) Unpaid dividend accounts</b>	4.90	6.33
<b>TOTAL</b>	<b>30.17</b>	<b>62.86</b>

**Note-7 Bank balances other than (Note-6) above**
**(₹ in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Balances with banks</b>		
- held as margin money or security against	47.42	87.05
<b>TOTAL</b>	<b>47.42</b>	<b>87.05</b>

**Note-8 Loans**
**(₹ in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Loans and advances to employees</b>	-	-
<b>Unsecured, considered good</b>	0.46	0.39
<b>TOTAL</b>	<b>0.46</b>	<b>0.39</b>

**Note-9 Other current assets**
**(₹ in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(a) Prepaid expenses - Unsecured, considered good</b>	6.93	7.71
<b>Sub- Total</b>	<b>6.93</b>	<b>7.71</b>
<b>(b) Balances with government authorities</b>		
<b>Unsecured, considered good</b>	97.68	113.54
<b>Sub- Total</b>	<b>97.68</b>	<b>113.54</b>
<b>(c) Advance to suppliers</b>		
<b>Unsecured, considered good</b>	21.50	14.51
<b>Doubtful</b>	-	-
	<b>21.50</b>	<b>14.51</b>
<b>Less: Provision for other doubtful loans and advances</b>		
<b>Sub- Total</b>	<b>21.50</b>	<b>14.51</b>
<b>(d) other receivable</b>	19.80	1.19
<b>Sub- Total</b>	<b>19.80</b>	<b>1.19</b>
<b>TOTAL</b>	<b>145.92</b>	<b>136.94</b>

## Note-10 Equity Share capital

(₹ in lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of shares	₹	Number of shares	₹
(a) Authorised				
Equity shares of ₹ 10/- each with voting rights	10000000	1,000.00	10000000	1,000.00
(b) Issued				
Equity shares of ₹ 10/- each with voting rights	6850000	685.00	6850000	685.00
(c) Subscribed and fully paid up				
Equity shares of ₹ 10/- each with voting rights	6850000	685.00	6850000	685.00
<b>TOTAL</b>	<b>6850000</b>	<b>685.00</b>	<b>6850000</b>	<b>685.00</b>

## A. Reconciliation of Shares outstanding at the beginning and at the end of reporting year.

(₹ in lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of shares	₹	Number of shares	₹
Equity shares with voting rights				
At the beginning of the year	6850000	685.00	6850000	685.00
Issued During the year	-	-	-	-
Outstanding at the end of the year	6850000	685.00	6850000	685.00

## B. Details of shares held by each shareholder holding more than 5% shares.

Class of shares / Name of shareholder	As at March 31, 2020		As at March 31, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Dr. Sunil Gupta	2189480	31.96%	2189480	31.96%
Rupal Gupta	524644	7.66%	524644	7.66%
Karan Gupta	358393	5.23%	357893	5.22%
Bimalkumar P Brahmabhatt	819351	11.96%	819351	11.96%
Bennett Coleman & Co Ltd	561307	8.19%	561307	8.19%

**Note-11 Reserves and surplus**
**(₹ in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Capital reserve</b>		
Opening balance	117.29	117.29
Add: Additions during the year	-	-
Less: Utilized / transferred during the year	-	-
<b>Closing balance</b>	<b>117.29</b>	<b>117.29</b>
<b>Securities premium account</b>		
Opening balance	246.17	246.17
Add : Premium on shares issued during the year	-	-
Less : Utilized during the year	-	-
<b>Closing balance</b>	<b>246.17</b>	<b>246.17</b>
<b>General reserve</b>		
Opening balance	66.79	66.79
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Less: Utilized / transferred during the year	-	-
<b>Closing balance</b>	<b>66.79</b>	<b>66.79</b>
<b>Retained Earnings</b>		
Opening balance	(784.30)	(51.11)
IND AS Adjustment	-	-
Add: Profit / (Loss) for the year	(162.79)	(733.19)
<b>Closing balance</b>	<b>(947.09)</b>	<b>(784.30)</b>
<b>Other Comprehensive Income</b>		
<b>Re-measurement of Defined Benefit Plans</b>		
Balance as per last Financial year	(12.87)	(8.90)
Add: For the Year	0.66	(3.97)
<b>Closing Balance</b>	<b>(12.21)</b>	<b>(12.87)</b>
<b>TOTAL</b>	<b>(529.05)</b>	<b>(363.57)</b>

## Note-12 Borrowings

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured loans		
From Financial Institutions	739.95	773.53
From Directors	1,038.00	290.00
Inter Corporate loans	-	90.00
<b>TOTAL</b>	<b>1,777.95</b>	<b>1,153.53</b>

**Additional Disclosure for secured Loan:** Loan from Bajaj Finance Ltd. bearing Loan Agreement No.: 418CSH17862363 and 418CSP13734719 is secured primarily by first charge on Residential Bungalows situated at 9, Kalhar Bunglows, Shilaj, Ahmedabad registered in the name of M.D. Shri. Dr. Sunil Gupta and the collaterally by personal guarantee by Directors.

**Repayment Schedule:**

Repayable in 136 monthly installment of ₹ 9.94 Lakh (including interest) commencing from January 2, 2020.

## Note-13 Other Financial Liabilities

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Trade / security deposits received	87.01	92.27
<b>TOTAL</b>	<b>87.01</b>	<b>92.27</b>

## Note-14 Provisions

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits	48.56	41.87
<b>TOTAL</b>	<b>48.56</b>	<b>41.87</b>

## Note-15 Deferred Tax (Assets)/Liability

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>DIFFERED TAX LIABILITY</b>		
Timing diff. between book and tax depreciation	94.36	117.31
<b>Gross Differed Tax Liability</b>	<b>94.36</b>	<b>117.31</b>
<b>DIFFERED TAX ASSETS</b>		
Unabsorbed Depreciation & Business Loss and 43b disallowances	(424.91)	(413.79)
<b>Gross Differed Tax Assets</b>	<b>(424.91)</b>	<b>(413.79)</b>
<b>NET DIFFERED TAX ASSET</b>	<b>(330.55)</b>	<b>(296.48)</b>

**Note-16 Short-term borrowings**
**(₹ in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Secured Borrowings</b>		
From banks	2,627.20	2,977.48
Vehicle loan from banks	-	4.06
<b>TOTAL</b>	<b>2,627.20</b>	<b>2,981.54</b>

**ADDITIONAL DISCLOSURE FOR SECURED LOAN:**

- (i) Loans from Punjab National Bank is secured primarily by first charge on entire current assets (present and future) of the company including stock of Raw material, Finish goods, stores & spares consumables Book debts, work in progress, demand/usance bills accompanied by RRs and GRs of approved transport companies, DP/DA bills and counter guarantee from borrower:  
Further secured by following collateral securities.
- Registered Mortgaged of factory Land & building at Block No.: 267, 268, 269, 271/P/2 at Village - Oran, Taluka - Prantij, District: Sabarkantha.
  - Registered Mortgaged of Plot No.: 28, Saket, Himalya Darshan Society, Makarba, Ahmedabad in the name of Director - Dr. Sunil Gupta.
  - Registered Mortgaged of Office No - 1, 2/F, Sumel Complex, S.G. Highway, Thaltej, Ahmedabad in the name of Director - Dr. Sunil Gupta.
  - Personal guarantee in individual capacity of Directors - Dr. Sunil Gupta, Mrs. Rupal S. Gupta, Mr. Karan S Gupta and Mrs. Brinda K Gupta.

**Note-17 Trade payables**
**(₹ in lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Trade payables:</b>		
Total outstanding dues of micro and small enterprises	25.22	88.33
Total outstanding dues of creditors other than micro enterprises and small enterprises.	1480.20	1883.47
<b>TOTAL</b>	<b>1,505.42</b>	<b>1,971.80</b>
<b>Trade Payables - Total outstanding dues of Micro &amp; Small Enterprises</b>		
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal	25.22	88.33
b) Interest paid by the company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	3.96	6.58
d) Interest accrued and remain unpaid as at year end	3.96	6.58
e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises	-	-

\*Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

## Note-18 Other financial liabilities

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Current maturities of long-term debt		
Secured		
From banks	-	4.09
Unsecured		
From Financial Institutions	39.29	5.83
Inter -Corporate loan	-	-
<b>TOTAL</b>	<b>39.29</b>	<b>9.92</b>

**Additional Disclosure for secured Loan:** Loan from Bajaj Finance Ltd. bearing Loan Agreement No.: 418CSH17862363 and 418CSP13734719 is secured primarily by first charge on Residential Bungalows situated at 9, Kalhar Bunglows, Shilaj, Ahmedabad registered in the name of M.D. Shri. Dr. Sunil Gupta and the collaterally by personal guarantee by Directors.

## Note-19 Other current liabilities

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Unpaid dividends	4.90	6.33
(b) Statutory remittances	12.46	41.37
(c) Advance from Customers	52.91	33.32
<b>TOTAL</b>	<b>70.26</b>	<b>81.02</b>

## Note-20 Provisions

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits	35.28	35.64
<b>TOTAL</b>	<b>35.28</b>	<b>35.64</b>

## Note-21(a) Revenue from operations

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
(a) Sale of Products	3,920.14	4,955.22
(b) Sale of Services	18.64	36.17
(c) Other Operating Revenues (Refer Note-21(a)(i))	74.10	112.73
<b>TOTAL</b>	<b>4,012.88</b>	<b>5,104.12</b>

## Note-21(a)(i) Other Operating Revenues

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Other operating revenues comprise:</b>		
Insurance claim received	0.17	2.48
Freight outward collected	21.70	12.25
Duty drawback and other export incentives	47.56	97.69
Discount Received	4.65	0.31
Round off	0.01	0.01
<b>TOTAL - OTHER OPERATING REVENUES</b>	<b>74.10</b>	<b>112.73</b>

**Note-21(b) Other income**
**(₹ in lakhs)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
(a) Interest income (Refer Note-21(b)(i))	81.14	52.66
Interest income from C & F	-	-
<b>Head Total</b>	<b>81.14</b>	<b>52.66</b>
(b) Dividend income:		
Nutan Nagarik Sahakari Bank Limited	0.02	0.01
<b>Head Total</b>	<b>0.02</b>	<b>0.01</b>
(c) Other non-operating income (net of expenses directly attributable to such income) (Refer Note-21(b)(ii))	3.19	1.12
<b>Head Total</b>	<b>3.19</b>	<b>1.12</b>
<b>TOTAL</b>	<b>84.35</b>	<b>53.79</b>

**Note-21(b)(i)**
**(₹ in lakhs)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Interest income comprises:</b>		
Interest from banks	4.80	6.73
Interest Income from others	76.35	45.92
<b>TOTAL - INTEREST INCOME</b>	<b>81.14</b>	<b>52.66</b>

**Note-21(b)(ii)**
**(₹ in lakhs)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Credit Debit Balance W/off	3.19	6.86
Foreign Currencies Fluctuation	-	(2.90)
Loss on Forward Contract	-	(2.84)
<b>TOTAL - OTHER NON-OPERATING INCOME</b>	<b>3.19</b>	<b>1.12</b>

## Note-22(a) Cost of Materials Consumed

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Opening stock	1,132.80	1,079.39
Add: Purchases	1,944.29	2,913.38
	3,077.08	3,992.78
Less: Closing Stock	984.59	1,132.80
	2,092.50	2,859.98
Less: Sale of Raw Materials	(7.74)	(6.29)
Add: Export Benefit	6.32	76.44
<b>TOTAL</b>	<b>2,106.56</b>	<b>2,942.71</b>

## Note-22(b) Purchase of Traded Goods

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
DOOR	19.60	0.26
Laminate Sheet Purchases	4.45	29.26
Laminate Sheet Purchases	65.36	136.07
<b>TOTAL</b>	<b>89.41</b>	<b>165.59</b>

## Note-22(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b><u>Inventories at the end of the year:</u></b>		
Finished goods	1,449.36	1,179.45
Finished goods with consignments agents	-	-
Work-in-progress	611.57	509.94
Stock-in-trade	-	-
Finished Goods -Branch -	210.97	390.50
Stock in transit	17.13	103.04
<b>Inventories at the end of the year</b>	<b>2,289.02</b>	<b>2,182.93</b>
<b><u>Inventories at the beginning of the year:</u></b>		
Finished goods	1,179.45	1,175.91
Finished goods with consignments agents	-	-
Work-in-progress	509.94	496.33
Stock-in-trade	-	-
Finished Goods -Branch -	390.50	662.71
Stock in transit	103.04	111.43
<b>Inventories at the beginning of the year</b>	<b>2,182.93</b>	<b>2,446.39</b>
Increase\decrease of Excise Duty on Inventory	-	-
<b>NET (INCREASE) / DECREASE</b>	<b>106.09</b>	<b>(263.46)</b>



**Note-23 Employee benefits expense**
**(₹ in lakhs)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries and wages	604.51	790.71
Contributions to provident and other funds	25.65	24.06
Staff welfare expenses	5.41	5.25
<b>TOTAL</b>	<b>635.57</b>	<b>820.02</b>

**Note-24 Finance costs**
**(₹ in lakhs)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>(a) Interest expense on:</b>		
(i) Borrowings	518.95	446.13
(iii) Others	-	10.52
<b>(b) Other borrowing costs</b>	<b>19.68</b>	<b>102.80</b>
<b>TOTAL</b>	<b>538.63</b>	<b>559.46</b>

**Note-25 Other expenses**
**(₹ in lakhs)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Consumption Of Stores And Spare Parts	41.92	77.23
Consumption Of Folder & Pub.	33.24	32.66
Consumption Of Packing Materials	10.60	21.55
Power And Fuel	317.95	335.38
Rent Including Lease Rentals	36.37	59.11
Repairs And Maintenance - Building	1.88	1.37
Repairs And Maintenance - Factory Building	0.23	1.89
Repairs And Maintenance - Machinery	15.48	10.56
Repairs And Maintenance - Others	-	0.75
Insurance	13.35	21.86
Rates And Taxes	2.40	1.98
Communication	12.30	17.12
Travelling And Conveyance	61.90	91.09
Printing And Stationery	5.25	5.45
Freight And Forwarding Expenses	69.00	120.75
Sales Commission	6.07	4.76
Sales Discount	-	7.77
Business Promotion	3.82	15.47
Donations And Contributions	-	0.36
Legal And Professional Expenses	32.91	25.62
Excise Duty On Stock Transfer	8.33	-
Payments To Auditors	7.88	7.88
Bad Trade And Other Receivables, Loans And Advances Written Off	0.22	16.49
Loss / (Profit ) On Disposal Of Fixed Assets	5.53	(1.10)
Paper And Printing Expenses	5.40	3.93
Export Clearing And Forwarding Expenses	31.11	31.14
ISO/ISI Certification Expenses	0.24	0.15
Security Expenses	3.96	3.96
Electricity Expenses	3.60	4.16
Discount And Claims	-	-
Office Expenses	5.32	6.60
Advertisement Expenses	0.43	0.33
License Fees	4.83	4.33
Labour Charges	63.22	153.84
Others Miscellaneous Expenses	13.22	21.18
<b>TOTAL</b>	<b>817.94</b>	<b>1,105.62</b>

## Note-25(i) Payments to the auditors comprises

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
As auditors - statutory audit & tax audit	3.00	3.00
For taxation matters	-	-
Taxation	1.20	1.20
For company law matters	-	-
Review Report	0.60	0.60
Certification Fees	0.20	0.20
For other services	-	-
<b>TOTAL</b>	<b>5.00</b>	<b>5.00</b>

## Note-26 Earning Per Share (EPS)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Face Value per Share (₹)	10.00	10.00
Net Profit after Tax (₹ in lakhs)	(162.79)	(733.19)
Weighted Average Number of Shares (in Lakhs)	685.00	685.00
<b>Basic and Diluted Earnings Per Share</b>	<b>(2.38)</b>	<b>(10.70)</b>

27. Capital Commitments and Contingent Liabilities:a. Contingent liabilities :(1) Claims against the Company not acknowledged as debts:

Particulars
1. Disputed Income Tax Demand Matter Under Appeal ₹ 38.50 Lakhs (P.Y ₹ 21.30 lakhs)
2. Disputed Excise Demand Matter Under Appeal ₹ 217.06 lakhs /- (P.Y ₹ 112.55 lakhs)
3. Disputed Sales tax Matter Under Appeal ₹ 5.98 lakhs/ (P.Y ₹ 5.98 lakhs)

Note:

- (a) It is not practicable for the company to estimate the timings of cash outflows, if any, in respect of the above, pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/ authorities.
- (b) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

(2) Outstanding Bank Guarantee ₹ 36.44 lakhs (PY ₹ 90.96 lakhs)

**b. Capital Commitments**

Estimated amount of contracts remaining to be executed on capital account [net of advances] and not provided for ₹ NIL (P.Y ₹ NIL).

**28. Financial and derivative instruments**

**- Capital Management**

The company's objective when managing capital is to:

- Safeguard its ability to continue as a going concern so that the Company is able to provide maximum return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company's Board of director's reviews the capital structure on regular basis. As part of this review the board considers the cost of capital risk associated with each class of capital requirements and maintenance of adequate liquidity.

**Disclosures**

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in accounting policies as stated above

**(i) Categories of Financial Instruments:**

(₹ in Lakh)

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>Financial Assets</b>		
<b>Measured at Amortized Cost</b>		
(i) Trade and Other Receivables	1063.82	1169.85
(ii) Cash and Cash Equivalents	30.17	62.86
(iii) Loans	0.46	0.39
(v) Bank balances other than (ii) above	47.42	87.05
<b>Financial Liabilities</b>		
<b>Measured at Amortized Cost</b>		
(i) Borrowings	4405.15	4135.07
(ii) Trade Payables	1505.42	1971.80
(iii) Other Financial Liabilities	39.29	9.92

**(ii) Fair Value Measurement**

This note provides information about how the Company determines fair values of various financial assets.

**Fair Value of financial assets and liabilities that are not measured at fair value (but fair value disclosures are required).**

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

**(iii) Financial Risk Management Objectives**

While ensuring liquidity is sufficient to meet Company's operational requirements, the Company's financial management committee also monitors and manages key financial risks relating to the operations of the Company by analyzing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

**Market Risk**

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 two types of risk: interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include FVTPL investments, trade payables, trade receivables, etc.

**Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company has a treasury department which monitors the foreign exchange fluctuations on the continuous basis and advises the management of any material adverse effect on the Company.

**Interest Rate Risk**

The Company's interest rate risk arises from the Long Term Borrowings with fixed rates. The Company's fixed rates borrowings are carried at amortized cost.

**Liquidity Risk**

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due.

Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The contractual maturity is based on the earliest date on which the Company may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

(₹ in Lakh)

Particulars	Due in 1 Year	1 Year - 3 Years	More than 3 Years	Total
<b>As at March 31, 2020</b>				
Borrowings	2627.20	-	1777.95	4405.15
Trade Payables	1505.42	-	-	1505.42
Other Financial Liabilities	39.28	-	-	39.28
<b>As at March 31, 2019</b>				
Borrowings	2981.54	90.00	1063.53	4135.07
Trade Payables	1971.80	-	-	1971.80
Other Financial Liabilities	9.92	-	92.27	102.19

## Credit Risk

Credit risk is the risk that 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

An impairment analysis is performed at each reporting date on an individual basis for all the customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 5 as the Company does not hold collateral as security. The Company has evaluated the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

The Company has a detailed review mechanism of overdue customer receivables at various levels within organization to ensure proper attention and focus for realization.

(₹ in Lakh)

Particulars	Upto 1 Year	1 Year - 3 Years	More Than 3 Years	Total
<b>As at March 31, 2020</b>				
Loans to Employees	0.46	-	-	<b>0.46</b>
Trade Receivables	1063.82	-	-	<b>1063.82</b>
<b>As at March 31, 2019</b>				
Loans to Employees	0.39	-	-	<b>0.39</b>
Trade Receivables	1169.85	-	-	<b>1169.85</b>

### For hedging currency

(₹ in Lakh)

Particulars	As at March 31, 2020	As at March 31, 2019
Outstanding Forward Contract	NIL	67.53

## 29. Disclosures Regarding Employee Benefits

As per Indian Accounting Standard 19 "Employee Benefits" the disclosures are given below:

### Defined Contribution Plan

Contribution to defined contribution plan, recognized as expense for the year is as under:

(₹ in Lakh)

Particulars	F.Y. 2019-20	F.Y. 2018-19
Employers contribution to provident fund	14.90	20.77

- (i) **Defined Contribution Plan:** Employee benefits in the form of Provident Fund are considered as defined contribution plan and the contributions to Employees Provident Fund Organization established under The Employees Provident Fund and Miscellaneous Provisions Act 1952 and Employees State Insurance Act, 1948, respectively, are charged to the profit and loss account of the year when the contributions to the respective funds are due.

- (ii) **Defined Benefit Plan:** Retirement benefits in the form of Gratuity are considered as defined benefit obligation and are provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.

As the Company has not funded its liability, it has nothing to disclose regarding plan assets and its reconciliation.

- (iii) **Major risk to the plan:**

I have outlined the following risks associated with the plan:

**Interest rate risk:**

A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

**Salary Risk:**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

**Investment Risk:**

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

**Asset Liability Matching Risk:**

The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

**Mortality risk:**

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**Concentration Risk:**

Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

- (iv) **Defined Benefit Cost:**

(₹ in Lakh)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current Service Cost	6.03	4.84
Net Interest Cost	3.93	3.76
Defined Benefit Cost included in Profit and Loss	9.96	8.60
Defined Benefit Cost included in Other Comprehensive Income	(0.89)	(5.36)
Total Defined Benefit Cost in Profit and Loss and OCI	9.07	3.24

**(v) Movement in Defined benefit liability:**
**(₹ in Lakh)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Opening Defined Benefit Obligation	52.59	49.84
Interest Expense on Defined Benefit Obligation (DBO)		-
Current Service Cost	9.96	8.60
Total Re-measurements included in OCI	(0.89)	(5.36)
Less: Benefits paid		-
Less: Contributions to plan assets	0.38	0.48
<b>Closing benefit obligation</b>	<b>61.28</b>	<b>52.59</b>

**(vi) Sensitivity Analysis of Defined Benefit Obligation:**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Projected Benefit Obligation on Current Assumptions (₹ in Lakh)	72.86	63.99
Delta Effect of +1% Change in Rate of Discounting	(3.36)	(2.96)
Delta Effect of -1% Change in Rate of Discounting	3.87	3.39
Delta Effect of +1% Change in Rate of Salary Increase	3.52	3.15
Delta Effect of -1% Change in Rate of Salary Increase	(3.19)	(2.85)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.09)	0.03
Delta Effect of -1% Change in Rate of Employee Turnover	0.07	(0.07)

**(vii) Actuarial assumptions:**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Expected Return on Plan Assets	6.82%	7.47%
Rate of Discounting	6.82%	7.47%
Rate of Salary Increase	7.00%	7.00%
Rate of Employee Turnover	6.00%	6.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Mortality Rate After Employment	N.A.	N.A.

**(viii)** The above details are certified by the actuary.

30. In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and the provisions for depreciation and all known and ascertained liabilities are adequate and not in excess of the amounts reasonably necessary.
31. Inventories are as taken, valued and certified by the management.
32. The balances of receivables, trade payables as well as loans and advances have been taken as per the books of accounts submitted by the company and are subject to confirmation from the respective parties.
33. The company has ₹ 154.58 lakhs/- (P.Y. ₹ 113.53 lakhs) as export benefit receivable and outstanding as on March 31, 2020 in terms of duty free import of Raw materials on the basis of advance licenses, DFRC and DEPB received/ receivable against export sale of the company as accepted, ascertained and estimated realizable benefit on accrual basis. The realization of said benefit is dependent on the utilization thereof, custom duty rate and exchange rate.
34. **Related Party Information**

**Information about related parties**

Sr. No	Name of the related party	Description of relation Key management personnel
1	Dr. Sunil Gupta	Managing Director
2	Mr. Karan Gupta	Executive Director (Resigned w.e.f. June 20, 2020)
3	Mrs. Brinda K. Gupta	Non-Executive Director cum CFO (Resigned w.e.f. April 22, 2020)
4	Mrs. Rupal Gupta	Non-Executive Director (appointed w.e.f. June 30, 2020)
5	Karan Interior Limited	Enterprise over which control exercised by key management personnel

(Related Parties have been identified by the management)

**Summary of Related Party Transaction:**

(₹ in Lakh)

Description of transaction	Enterprise over which control exercised by key management personnel	Key Management Personnel	Relatives of Key Management Personnel
<b>Sale of Goods</b>	Nil	Nil	Nil
<b>Purchase of Goods</b>	Nil	Nil	Nil
<b>Remuneration</b>			
Dr. Sunil Gupta	Nil	37.20 (33.46)	Nil
Mr. Karan S. Gupta	Nil	16.19 (16.65)	Nil
<b>Perquisites</b>			
Dr. Sunil Gupta	Nil	4.46 ( 5.20)	Nil
<b>Rent Payment</b>			
Dr. Sunil Gupta	Nil	19.73 (19.65 )	Nil
<b>Salary</b>			
Mrs. Brinda Gupta	Nil	6.60 (7.20)	Nil

**Note:** The remuneration to directors and other members of Key Management Personnel during the year are in the nature of short term benefits.



### 35. SEGMENT INFORMATION

#### Primary Segment - Business Segment

The Company's operation predominantly comprise of only one segment. In view of the same, separate segmental information is not required to be disclosed as per the requirement of Indian Accounting Standard 108 Operating Segment. All assets are located in the company's country of domicile.

#### Secondary Segment - Geographical Segment

The analysis of geographical segment is based on the geographical location of the customers. The geographical segments considered for disclosure are as follows:

Sales within India include sales to customers located within India.

Sales outside India include sales to customers located outside India.

(₹ in lakhs)

Particulars	F.Y. 2019-20	F.Y. 2018-19
Segment revenue by Geographical area based on Geographical Location of customers		
<b>Sales from Production &amp; Service</b>		
Domestic	3,067.59	3,815.92
Export	871.19	1,175.47
<b>TOTAL</b>	<b>3,938.78</b>	<b>4,991.39</b>

### 36. Deferred Tax Liability/(Assets)

The breakup of Deferred Tax as at March 31, 2020 is as under.

(₹ in Lakh)

Particulars	As on March 31, 2020	As on March 31, 2019
<b>Deferred Tax Liabilities.</b>		
- Timing Difference of Depreciation (Deferred tax liability)	94.36	117.31
<b>Deferred Tax Assets.</b>		
- Gratuity & other Payment & Unabsorbed Loses	(424.91)	(413.79)
<b>Net Deferred Tax Liability/(Assets)</b>	<b>(330.55)</b>	<b>(296.48)</b>

37. The company has recognized MAT Credit Asset of ₹ 41.55 Lakhs (P.Y. ₹ 47.40 Lakhs) which can be recovered based on the provisions of Section 115JAA/115JB of the Income Tax Act, 1961. The management based on the present trend of profitability and also the future profitability projections, is of the view that there would be sufficient taxable income in foreseeable future, which will enable the company to utilize MAT Credit Asset.

38. Previous year figures have been re-grouped / rearranged, wherever necessary to make them comparable with those of current year.

39. *The outbreak of COVID-19 pandemic globally and in India is causing significant disturbance and slow down of economic activity, COVID 19 has caused interruption in production, supply chain disruption, unavailability of personnel, etc. during last week of March, 2020 and thereafter. The management of the Company has exercised due care in concluding significant accounting judgments and estimates in preparation of the financial results. In assessing the recoverability of Trade receivables, the Company has considered subsequent recoveries, past trends, credit risk profiles of the customers and internal and external information available up to the date of issuance of these financial results. In assessing the recoverability of inventories, the Company has considered the latest selling prices, customer orders on hand and margins. Based on the above assessment, the Company is of the view that the carrying amounts of Trade receivables and inventories are expected to be realisable to the extent shown in the financial results. The impact of COVID-19 may be different from the estimates as at the date of approval of these financial results and the Company will continue to closely monitor the development.*

40. The financial statements were authorized for issue by the directors on June 30, 2020.

#### 41. Other Equity

(₹ in lakhs)

Particulars	General Reserve	Securities Premium	Capital Reserve	Retained Earnings	Total
Balance at April 1, 2018	66.79	246.17	117.29	(60.01)	373.59
Profit for the year (Including other comprehensive income)	-	-	-	(733.81)	(733.81)
Balance at March 31, 2019	66.79	246.17	117.29	(793.82)	(363.58)
Balance at April 1, 2019	66.79	246.17	117.29	(793.82)	(363.58)
Profit for the year (Including other comprehensive income)	-	-	-	(162.13)	(162.13)
Balance at March 31, 2020	66.79	246.17	117.29	(959.30)	(529.05)

#### 42. TAX RECONCILIATION

Income taxes recognized in Statement of Profit and Loss

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax		
In respect of the current year	-	-
(Excess)/Short provision for tax of earlier years	-	(21.41)
	-	(21.41)
Deferred tax(credit) /Charged	34.30	207.75
Total income tax expense recognized in respect of continuing operations	34.30	186.34

The income tax expense for the year can be reconciled to the accounting profit as follows:

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit before taxes	(197.09)	(919.53)
Enacted tax rate in India	26.00%	26.00%
Expected income tax benefit/(expense) at statutory tax rate	-	-
Effect of:		-
Deferred tax(credit) /Charged	(34.30)	(207.75)
Income taxes recognized in the Statement of Profit and Loss	(34.30)	186.34

The tax rate used for the 2018-19 and 2019-20 - 25% and health education cess 4%.

## Income tax recognized in other comprehensive income

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Deferred tax</b>		
Arising on income and expenses recognized in other comprehensive income:	-	-
Re-measurement of defined benefit obligation	(0.89)	(5.36)
<b>Total income tax recognized in other comprehensive income</b>	<b>0.23</b>	<b>1.39</b>
Bifurcation of the income tax recognized in other comprehensive income into:-	-	-
Items that will not be reclassified to Statement of Profit and Loss	-	-
<b>Income tax recognized in other comprehensive income</b>	<b>0.23</b>	<b>1.39</b>

Note: The tax rate used for the 2018-19 and 2019-20 - 25% and health education cess 4%.

## Components of Deferred Tax (Assets) / Liabilities

(₹ in lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>(a) Deferred Tax Liabilities</b>		
Difference between book and tax depreciation	94.36	117.31
	<b>94.36</b>	<b>117.31</b>
<b>(b) Deferred Tax Assets</b>		
Unpaid Bonus and ex-gratia u/s 43B & Unabsorbed loss	(424.91)	(413.79)
	<b>(424.91)</b>	<b>(413.79)</b>
<b>Deferred Tax (Assets) / Liabilities (Net)</b>	<b>(330.55)</b>	<b>(296.48)</b>

## 43. IND AS 115- Illustrative disclosures

The Company has recognized the following amounts relating to revenue in the statement of profit or loss:

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from contracts with customers	4,012.88	5,104.12
<b>Total revenue</b>	<b>4,012.88</b>	<b>5,104.12</b>

Revenue is recognized upon transfer of control of products to customers.

### (a) Disaggregation of revenue from contract with customers:

Revenue from sale of products represents revenue generated from external customers which is attributable to the company's country of domicile i.e. India and external customers outside India as under:

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from		
Outside India	871.19	1,175.47
In India	3,141.69	3,928.65

No single customer contributed 10% or more to the company's revenue for 2019-20 and 2018-19.

## (b) Contract assets and liabilities:

(₹ in lakhs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Contract Assets	1,063.82	1,169.85
<b>Total contract assets</b>	<b>1,063.82</b>	<b>1,169.85</b>
Contract liability	52.91	33.32
<b>Total contract liabilities</b>	<b>52.91</b>	<b>33.32</b>

## (c) Performance obligations:

The performance obligation is satisfied upon delivery of the finished goods and payment is generally due within 1 to 3 months from delivery. The performance obligation to deliver the finished goods is started after receiving of sales order. The customer can pay the transaction price upon delivery of the finished goods within the credit period, as mentioned in the contract with respective customer.

## Signatures to Notes - 1 to 43.

For Parikh & Majmudar  
Chartered Accountants  
(Firm Regn.No.107525W)

For and on behalf of the Board of Directors,  
Bloom Dekor Limited

CA Dr. Hiten Parikh  
Partner  
Membership No.040230  
UDIN 20040230AAAAFB4950

Tushar Donda  
Company Secretary

Rupal Gupta  
Non-Executive Director  
DIN 00012611

Dr. Sunil Gupta  
Managing Director  
DIN 00012572

Date: June 30, 2020  
Place: Ahmedabad

Date: June 30, 2020  
Place: Ahmedabad

Date: June 30, 2020  
Place: Ahmedabad

Date: June 30, 2020  
Place: Ahmedabad



# PURVA SHAREGISTRY (I) PVT. LTD.

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

CIN: U67120MH1993PTC074079

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

Email: purvakyc18@gmail.com, support@purvashare.com; Website: www.purvashare.com; Tel: +91 2301 6761 / 8261

Date:

To,  
Dear Shareholder(s),

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

As per our records, your folio needs to be updated with the PAN / Complete Bank details so that the investments held by you are in compliance with the aforementioned circular.

The Securities and Exchange Board of India vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated submission of Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form. Kindly submit the following details and documents to the address mentioned below within **21 days of receipt of this communication**.

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

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

**Note:**

- Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY.
- Original Copy of this letter, duly filled, shall be sent to Purva Shareregistry (India) Pvt. Ltd. (Unit - BLOOM DEKOR LIMITED - INE253C01013) at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011.
- Kindly enclose:-
  - Copy of Self attested Pan Cards of all the shareholder(s) i.e. all joint shareholders
  - Copy of address proof of First Holder (Preferably Aadhar Card)
  - Copy of cancelled cheque of First Holder
  - In case of updation / change of signature, please provide the signature attested by bank manager with his name, employee code no., address of the bank and bank seal.

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