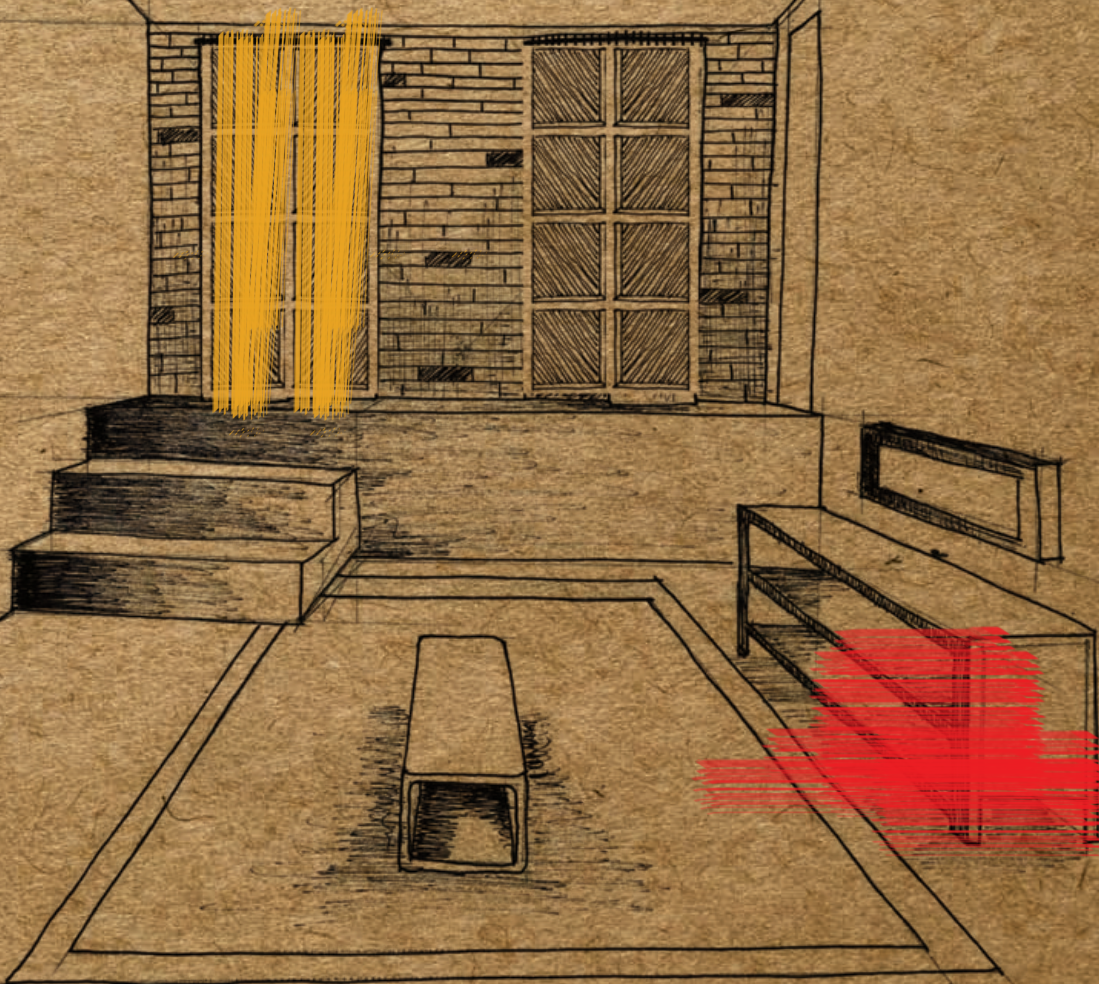


# BLOOM

SIMPLY D'FRONT ►



BLOOM DEKOR LIMITED  
ANNUAL REPORT  
2015 - 2016

### **CORPORATE INFORMATION**

**Board of Directors**

Dr. Sunil Gupta	Managing Director
Mr. Karan Gupta	Executive Director
Mrs. Brinda Gupta	Executive Director
Mr. Mayur Parikh	Independent Director
Mr. Ashok Gandhi	Independent Director

**Committees of Board of Directors**
**Audit Committee**

Mr. Mayur Parikh	Chairman
Mr. Ashok Gandhi	Member
Mr. Karan Gupta	Member

**Chief Financial Officer**

Mr. Prakash Daga

**Stakeholders' Relationship Committee**

Mr. Mayur Parikh	Chairman
Mr. Ashok Gandhi	Member
Mr. Karan Gupta	Member

**Company Secretary & Compliance Officer**

Ms. Shivangi Gajjar

**Nomination and Remuneration Committee**

Mr. Mayur Parikh	Chairman
Mr. Ashok Gandhi	Member
Mr. Karan Gupta	Member

**Registered Office**

Block No. 267, Village: Oran, Tal: Prantij,  
N.H. 8, Dist. Sabarkantha, North Gujarat-383205  
Tel No. 02770 – 250110 Fax No. 02770 – 250101  
Email: redressal@bloomdekor.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 1916/17/18  
Fax No. 079 – 2684 1914

**Statutory Auditor**
**M/s. Dharmendra Shah & Co.**

Chartered Accountants  
506, Mangal Murti Complex, Opp. City Gold,  
Multiplex, Ashram Road, Ahmedabad – 380 009

**Secretarial Auditor**
**Mr. Anand Lavingia**

Practicing Company Secretary  
Office No. 415 – 416, "Pushpam", Opp. Seema Hall,  
Anandnagar Road, Satellite, Ahmedabad – 380 051

**Bankers**

Punjab National Bank

**Registrar & Share Transfer Agent**
**Purva Sharegistry (India) Private Limited**

Unit no. 9 Shiv Shakti Ind. Estt.,  
J .R. Borichamarg, Opp.  
Kasturba Hospital Lane Lower Parel (E),  
Mumbai 400 011  
Tel No. 022 – 2301 8261  
Fax No. 022 – 2301 2517  
Email: busicomp@vsnl.com  
Web: www.purvashare.com

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## **NOTICE TO SHAREHOLDERS**

Notice is hereby given that the twenty-fifth Annual General Meeting of Bloom Dekor Limited ("The Company") will be held on Friday, September 23, 2016 at 11.00 a.m. at the registered office of the Company situated at Block No. 267, Village: Oran, Tal: Prantij, N.H.8, Dist. Sabarkantha, Gujarat – 383 205, 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, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. Sunil Gupta (DIN 00012572), who retires by rotation and being eligible, seeks re-appointment.
3. Ratification of Appointment of Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company hereby ratify the appointment of M/s. Dharmendra Shah & Co., Chartered Accountants, Ahmedabad (FRN: 102474W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-sixth AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, apart from receiving out of pocket expenses that may be incurred by them for the purpose of audit."

### **Special Businesses:**

4. Appointment cum regularization of appointment of Mrs. Brinda Gupta (DIN 07236661) as Whole - time Director, designated as Executive Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** in accordance with the provisions of Section 152 read with Section 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) approval of the Members of the Company be and is hereby accorded to the appointment cum regularization of appointment of Mrs. Brinda Gupta (DIN07236661) as a Whole - time Director, designated as Executive Director of the Company, liable for retire by rotations, for a period of 3 (Three) years with effect from September 23, 2016, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Brinda Gupta, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.  
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
5. Authority to the Board of Directors to borrow monies and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:  
**"RESOLVED THAT** in supersession to the resolution passed under section 293(1)(d) of the erstwhile Companies Act, 1956 on the matter and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013

("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of ₹ 100 crore (Rupees One Hundred Crore only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

6. Authority for Creation of Charge / Mortgage on Property of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession to the resolution passed under section 293(1)(a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of Companies Act, 2013, read with relevant rules made thereon, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as "the Board" which term shall be deemed to include any committee thereof for the time being exercising powers conferred on the Board by this resolution) to create charges, mortgages and hypothecations in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and/or immovable properties both present and future and/or to lease, or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings(s), in favor of the lender(s), agent(s), and the trustee(s) including body(ies) corporate or person(s) for securing the borrowing/ financial assistance (in foreign currency and/or rupee currency) and/or to give a collateral securities for the borrowing/ guarantee of any group/associate Companies or otherwise, to charge the assets of the Company for money availed/to be availed by way of loan and securities issued/to be issued by the Company from time to time, up to value not exceeding the limit approved by the Shareholders under section 180(1)(c) of the Companies Act, 2013 from time to time together with interest, additional interest, compounded interest in case of default, accumulated interest, damages, commitment charges and other money payable by the Company to the respective lender(s) in terms of any agreement(s)/any other document(s) entered into/to be entered into by the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

**Registered Office:**

Block No. 267, Village: Oran,  
Tal: Prantij, N.H.8, Dist. Sabarkantha,  
Gujarat – 383 205  
**Place :** Ahmedabad  
**Date :** August 13, 2016

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

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

## Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment/appointment as Director under Item No. 2 and 4 respectively of the Notice are also annexed.

2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 17, 2016 to Friday, September 23, 2016 (both days inclusive) and same will be re-opened from Saturday, September 24, 2016 onwards.
7. The route map showing directions to reach the venue of the twenty-fifth AGM is provided at the end of this Notice.
8. 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.
9. **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, 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. The Performa of updation of Shareholder information is provided at the end of Annual Report.**

10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
11. 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. Members holding shares in physical form can submit their PAN details to PSIPL.
12. 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.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to 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.
14. 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. The Nomination Form can be obtained from the PSIPL. Members holding shares in physical form may submit the same to PSIPL. Members holding shares in electronic form may submit the same to their respective depository participant.
15. 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.
16. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. [www.bloomdekor.com](http://www.bloomdekor.com).
17. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders to ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the unclaimed and unclaimed Dividends, as on the closure financial year 2015-16 i.e. March 31, 2016 on the website of the Company viz. [www.bloomdekor.com](http://www.bloomdekor.com).

Members who have not yet encashed their dividend warrant(s) pertaining to the final dividend for the financial year 2012-13 & 2014-15 are requested to lodge their claims with PSIPL. It may be noted that the unclaimed and unpaid final dividend for the financial year 2012-13 declared by the Company on September 28, 2013 can be claimed by the Members by September 27, 2020 and unclaimed and unpaid final dividend for the financial year 2014-15 declared by the Company on August 11, 2015 can be claimed by the Members by August 10, 2022.

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividend for a period of seven years from the date they became due for payment, in relation to the Company will be transferred to the IEPF established by the Central Government. No claim shall be entertained against the IEPF or the Company for the amounts so transferred.

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
20. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
21. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM.
22. The remote e-voting period commences on Tuesday, September 20, 2016 (09:00 a.m.) and ends on Thursday, September 22, 2016 (05:00 p.m.). During these period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 16, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 16, 2016.
24. The facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 16, 2016 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
25. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
26. The Board of Directors has appointed Mr. Anand Lavingia, Practicing Company Secretary (Membership No. ACS 26458 COP 11410) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
27. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
28. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
29. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.bloomdekor.com](http://www.bloomdekor.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**30. The instructions for e-voting are as under:**

- A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

Step 1. Open email and open PDF file viz; "Bloom Dekor remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Step 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

Step 3. Click on Shareholder – Login.

Step 4. Put user ID and password as initial password/PIN noted in step 1 above. Click Login.

Step 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

Step 7. Select "REVEN" of Bloom Dekor Limited.

Step 8. Now you are ready for remote e-voting as Cast Vote page opens.

Step 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.

Note that once you have voted on the resolution, you will not be allowed to modify your vote.

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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [redressal@bloomdekor.com](mailto:redressal@bloomdekor.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

Step 1. For Initial Password, Member may write an e-mail at [redressal@bloomdekor.com](mailto:redressal@bloomdekor.com) or contact at the corporate office of the Company. Member may also contact Registrar and Share Transfer Agent i.e. PSIPL.

Step 2. Please follow all steps from Step 2 to Step 9 above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. Friday, September 16, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice:

### Item No.: 4

The Board of Directors of the Company, in their Board Meeting held on May 17, 2016 has appointed Mrs. Brinda Gupta as an Additional (Executive) Director of the Company w.e.f. May 1, 2016 under Section 161 of the Companies Act, 2013 and applicable Articles of the Company's Articles of Association. In terms of Section 161(1) of the Act, Mrs. Brinda Gupta holds office only up to the date of the ensuing AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Companies Act, 2013 has been received from a Member signifying its intention to propose appointment of Mrs. Brinda Gupta as a Director. The Board also recommend the appointment of Mrs. Brinda Gupta as the Whole - time Director, designated as Executive Director of the Company for the period from September 23, 2016 to September 22, 2019, subject to approval of Members.

Mrs. Brinda Gupta joined the Company as Management Trainee on September 5, 2015 after completion of her post-graduation from the reputed U.K. University in the area of management, accounts and finance. During her tenure as Management Trainee, she was looking after general administration of the Company. Further, she has been promoted and appointed as Chief Financial Officer of the Company w.e.f. January 25, 2016 and was managing the accounting and financing affairs of the Company. This varied experience over a period has resulted into a wide and deep understanding of the levers of business. This enables her to drive operational excellence across the breadth of responsibilities.

The principal terms and conditions of appointment of Mrs. Brinda Gupta as Whole - time Director, designated as Executive Director (hereinafter referred to as 'Executive Director') is as follows;

**Term of Appointment:** From September 23, 2016 to September 22, 2019.

**Remuneration:** The Executive Director shall be entitled to basic salary up to a maximum of ₹ 60,000/- per month, with annual increments of 15% which will be effective from 1<sup>st</sup> April of each year during her term of appointment.

**Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director remuneration by way of Salary.

The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.

The Board of Directors is of the view that the appointment of Mrs. Brinda Gupta as Whole - time Director, designated as Executive Director will be beneficial to the operations of the Company and the remuneration payable to her is commensurate with her abilities and experience and accordingly commend the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

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

None of the Directors or Key Managerial Personnel of the Company including their relatives except Mr. Karan Gupta and Dr. Sunil Gupta, to the extent of their shareholding in the Company, is interested or concerned in the Resolution.

### Item No.: 5

The Members of the Company, at the Annual General Meeting held on September 18, 1999 has accorded their approval to the Board of Directors of the Company for borrowing monies on behalf of the Company, from time to time, exceeding the paid up capital and free reserves up to an aggregate amount to ₹ 100 crore (Rupees Hundred Crore only) under section 293(1)(d) of the erstwhile Companies Act, 1956.

Now with the enactment of new Companies Act, 2013, the provisions of the earlier Act ceased to exist. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of the Company shall not, except with the consent of the Company in General Meeting by way of special resolution, borrow, together with the money already borrowed by the company, in excess of the paid-up capital and free reserves of the Company and therefore in supersession of earlier resolutions passed as aforesaid, it is necessary to pass a special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and Rules made there under as set out at item no. 5 of the notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

Hence, it is proposed to empower and authorize the Board of Directors of the Company or any committee thereof to borrow money from any Bank(s), Financial Institutions (FIs,) Bodies Corporate or Business Associates or other any person or entity etc., in excess of paid up capital and free reserves of the Company by a sum not exceeding ₹ 100 Crore (Rupees One Hundred Crore only) for the purposes of business activities of the Company.

As per Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution. The Board of Directors recommends passing of special resolution mentioned at item No. 5 in the notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

#### **Item No.: 6**

The Members of the Company, at the Annual General Meeting held on September 18, 1999 accorded their approval to the Board of Directors of the Company for creating Charges or mortgages on immovable and movable properties under section 293(1)(a) of the erstwhile Companies Act, 1956 in favor of its lenders up to the limit approved under Section 293(1)(d) of the erstwhile Companies Act, 1956 .

Section 180(1)(a) of the Companies Act, 2013, which has replaced section 293(1)(a) of the Companies Act, 1956. As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of Special Resolution.

In connection with the loan/credit facilities availed or to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favor of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

As per Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, approval of the members is sought by way of Special resolution. Hence, the Board of Directors recommends passing of the resolution mentioned at item No. 6 in the notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

#### **Registered Office:**

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

**Place :** Ahmedabad

**Date :** August 13, 2016

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

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

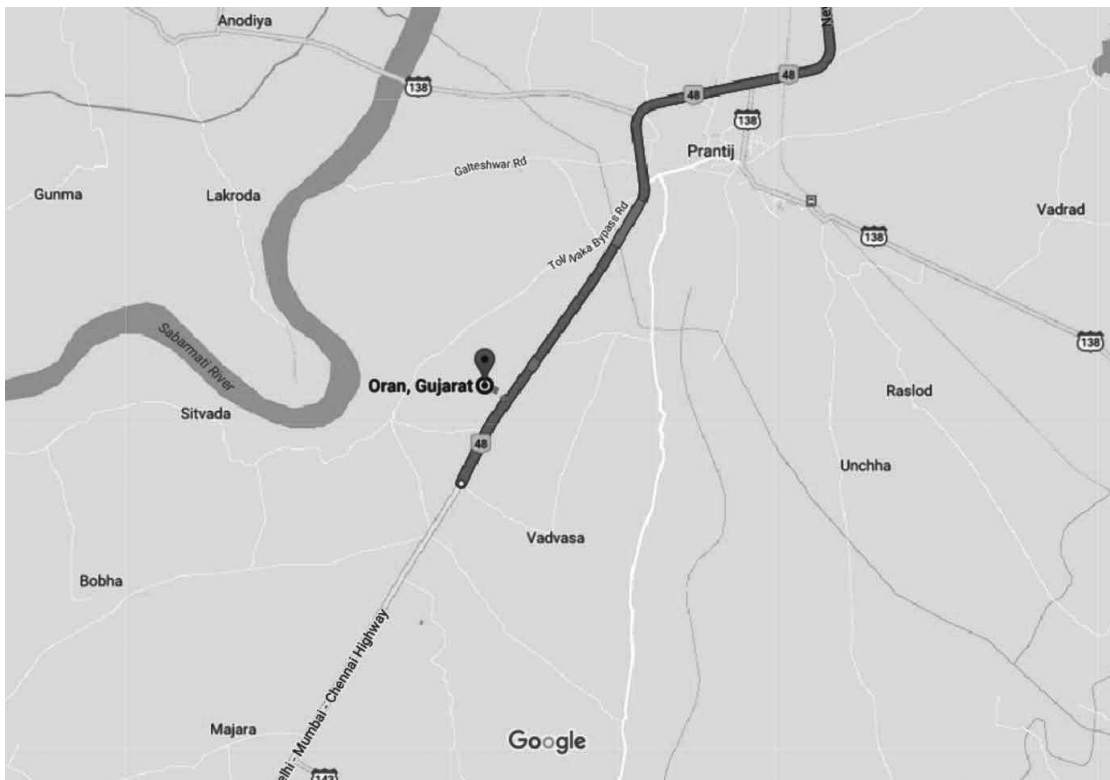
## Details of Director Seeking Re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	Dr. Sunil Gupta	Mrs. Brinda Gupta
<b>Date of Birth</b>	December 6, 1958	November 2, 1992
<b>Date of Appointment</b>	March 23, 1992	May 1, 2016
<b>Educational Qualifications</b>	He is M.B.B.S. He has been the Managing Director of the Company since September 1, 1992 and has shouldered the responsibilities of managing the affairs of the Company. The Company has been adjudged as the Second Highest Exporter of Decorative Laminates for financial year 2003-2004 by PLEXICON (under the aegis of Ministry of Commerce & Industry, Government of India) for the fifth consecutive time to receive the prestigious Award.	She has completed her MSc. International Management from reputed U.K. University and having experience in the area of management, accounts and finance.
<b>Expertise in specific functional areas - Job profile and suitability</b>	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 continue its existing performance.	She is having experience in the area of management, accounts and finance. Earlier, She was appointed as CFO of the Company. Currently, she is managing day to day financial and administration activities of the Company.
<b>Directorships held in public companies*</b>	1. Suncare Traders Limited	Nil
<b>Memberships / Chairmanships of committees of other public companies**</b>	Nil	Nil
<b>Inter-se Relationship with other Directors.</b>	Mr. Karan Gupta is son and Mrs. Brinda Gupta is daughter in law of Dr. Sunil Gupta.	Mr. Karan Gupta is husband and Dr. Sunil Gupta is father in law of Mrs. Brinda Gupta.

\* Excluding foreign companies and Section 8 companies

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

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



## BOARDS' REPORT

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, 2016.

### Financial Results:

(Amt in ₹)

Particulars	F.Y. 2015-16	F.Y. 2014-15
Revenue from operations	619,516,478	631,561,927
Other Income	4,019,167	8,950,456
<b>Total Income</b>	<b>623,535,645</b>	<b>640,512,383</b>
Operating expenditure	569,599,483	559,032,175
<b>Earnings before interest, tax, depreciation and amortization (EBITDA)</b>	<b>53,936,162</b>	<b>81,480,208</b>
Less : Finance costs	53,752,664	39,209,702
Depreciation and amortization expense	24,882,239	27,616,211
<b>Profit before exceptional item and tax</b>	<b>(24,698,741)</b>	<b>14,654,295</b>
Less : Exceptional item	—	—
<b>Profit before tax (PBT)</b>	<b>(24,698,741)</b>	<b>14,654,295</b>
Less: Tax expense	(5,766,319)	7,790,952
<b>Profit for the year (PAT)</b>	<b>(18,932,422)</b>	<b>6,863,343</b>
Balance brought forward from previous year	58,273,359	56,361,526
Less : Proposed Dividends	—	4,110,000
Tax on Dividends	—	841,510
<b>Balance carried to balance sheet</b>	<b>39,340,937</b>	<b>58,273,359</b>

### YEAR AT A GLANCE:

#### Financial Performance:

The Net revenue from operations decreased to ₹ 6195.16 lakh as against ₹ 6315.62 Lakh in the previous year showing a downward trend of 1.91% due to decrease in export sales of laminates by 26.41%.

The loss before Tax for the current year is ₹ 246.99 lakh as against the profit before tax of ₹ 146.54 lakh in the previous year resulted into loss after tax of ₹ 189.32 Lakh compared to profit after tax of previous year ₹ 68.63 Lakh.

The reason for fall in the Profit after tax is increase in the employment cost and finance cost as well in the financial year 2015-16. During the financial year 2015-16, the company's major loss is attributed to the investments made to lay the foundation for a revenue enhancement strategy along with sustainable growth to enter the Rs. 100 crores league in terms of top line. Strategic and calculated decisions have been taken to enhance the business model in order to compete with the market leaders in terms of product delivery and service. As part of this strategy, the company has opened up its own depots carrying full stock at various new locations thereby affecting the inventory in the short term but giving it a huge competitive advantage in the longer run.

The company has had 2 major investments – one with the Times Treaty and the other appointing KPMG as a strategic consultant to provide inputs on revenue enhancements, SOPs for a sustainable growth and leading HR practices to refine the hierarchy of the organization to be able to implement the growth plan. All these investments



are already proving to garner benefits and the next financial year to witness better numbers as a result of this ground work that is done.

**Dividend:**

In view of loss during the financial year 2015-16, your Directors regret to declare any dividend for the financial year 2015-16 although, the Company has paid Final Dividend of ₹ 0.60/- (i.e. 6%) per Equity Share for the financial year 2014-15.

The details of total amount lying in the unclaimed Dividend account of the Company as on March 31, 2016 are given below;

Financial year	Date of declaration of dividend	Amount per Equity share (in ₹)	Dividend payment (%)	Unclaimed Amount (in ₹)	Due date for claiming Dividend
2014-15	August 11, 2015	0.60	6%	307,939.80	August 10, 2022
2012-13	September 28, 2013	0.80	8%	252,498.40	September 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).

**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 adjusted against the carry forward credit balance of Profit and Loss account.

**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.

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

The Board of the Company comprises five Directors out of which three are Promoter Executive Directors and two are Non-Promoter Independent Directors. As on the date of this report, the Board comprises following Directors;

Name of Director	Category Cum Designation	Date of Appointment at current Term & designation	Total Directorship	No. of Committee <sup>A</sup>		No. of Shares held as on March 31, 2016
				in which Director is Members	in which Director is Chairman	
Dr. Sunil Gupta	Managing Director (Promoter)	September 1, 2014	3	-	-	21,84,908 Equity Share
Mr. Karan Gupta	Executive Director (Promoter Group)	April 1, 2014	2	2	-	3,28,304 Equity Share
Mrs. Brinda Gupta	Executive Director# (Promoter Group)	May 1, 2016	1	-	-	11,000 Equity Share
Mr. Mayur Parikh <sup>S</sup>	Non-Executive Independent Director	September 27, 2014	7	4	4	-
Mr. Ashok Gandhi	Non-Executive Independent Director	September 27, 2014	5	7	1	-

- ^ Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies.  
 ~ excluding Section 8 Company  
 # Additional (Executive) Director.  
 \$ acting as the Chairman of the Company.

The composition of Board complies with the requirements of the Companies Act, 2013. 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 Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman 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.

## 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 generally held at corporate office of the Company.

During the year under review, Board of Directors of the Company met 8 times, viz May 25, 2015, July 14, 2015, July 20, 2015, August 13, 2015, November 4, 2015, January 27, 2016, February 13, 2016 and March 30, 2016.

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. Rupal Gupta^	Mrs. Brinda Gupta*	Mr. Mayur Parikh	Mr. Ashok Gandhi
No. of Board Meeting held	8	8	8	N.A.	8	8
No. of Board Meeting attended	8	7	2	N.A.	8	8
Presence at the previous AGM	Yes	Yes	Yes	N.A.	Yes	Yes

^ resigned w.e.f. April 30, 2016

\* Appointed w.e.f. May 1, 2016

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 meetings.

## 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. A separate meeting of Independent Directors was held on March 30, 2016 to review the performance of Non-Independent Directors and 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 2015-16, there was no change in the constitution of the Board. However, after the closure of financial year, Mrs. Rupal Gupta, whose term of office had expired on April 30, 2016, has resigned from the Board. The Board of Directors, in their Meeting held on May 17, 2016, has appointed Mrs. Brinda Gupta as an Additional (Executive) Director w.e.f. May 1, 2016. Further, in terms of Section 161, she is eligible to hold office

as such up to the date of ensuing Annual General Meeting. The Board of Directors recommends the appointment of Mrs. Brinda Gupta, as Whole-time Director, designated as Executive Director of the Company, for a period of 3 (Three) years with effect from September 23, 2016 and resolution to that effect has been proposed for the approval of Members.

Further, in accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Dr. Sunil Gupta, 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 on the Board.

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment/ appointment as Director are also annexed to the Notice convening the annual general meeting.

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 and none of the Director of the Company is holding position as Independent Director in more than 7 Listed Company. Further, 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.

#### **Key Managerial Personnel:**

In accordance with Section 203 of the Companies Act, 2013, the Company has Dr. Sunil Gupta who is acting as Managing Director of the Company. Further, the Company has appointed Ms. Shivangi Gajjar as the Company Secretary and Compliance officer of the Company.

During the year, late Mr. Kamlesh Sompura, the then Chief Financial Officer of the Company, passed away in January 2016. The Board of Directors places its deepest condolences to him and his family for their loss and prays God to rest his soul in peace.

The Board of Directors had appointed Mrs. Brinda K Gupta as the Chief Financial Officer of the Company w.e.f. January 25, 2016 who has subsequently tendered her resignation from the post w.e.f. April 30, 2016. The Board of Directors has appointed Mr. Prakash Daga as the Chief Financial Officer of the Company w.e.f. May 1, 2016.

#### **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 Act.

- o 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.
- o 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.
- o 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 chairman was also evaluated on the key aspects of his role.

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 chairman, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. 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, 2016, 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, 2016 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; and
- 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 one 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 7 (Seven) times on May 25, 2015, July 14, 2015, July 20, 2015, August 13, 2015, November 4, 2015, January 27, 2016 and February 13, 2016.

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

Name	Designation	Number of meetings during the financial year 2015 -16	
		Held	Attended
Mr. Mayur Parikh	Chairman	7	7
Mr. Ashok Gandhi	Member	7	7
Mr. Karan Gupta	Member	7	7

The Statutory Auditors and Internal Auditors 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 Chairman of the Committee had attended last Annual General Meeting of the Company held on August 11, 2015.

Recommendations of Audit Committee have been accepted by the Board wherever given.

### 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 Chairman 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. During the year under review, Nomination and Remuneration Committee met 4 (Four) times on July 20, 2015, January 27, 2016, February 13, 2016 and March 30, 2016.

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

Name	Designation	Number of meetings during the financial year 2015 -16	
		Held	Attended
Mr. Mayur Parikh	Chairman	4	4
Mr. Ashok Gandhi	Member	4	4
Mr. Karan Gupta	Member	4	3

**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 Managing Director and the Executive Directors. 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:**

- o 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.
- o A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.
- o 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).

## Remuneration of Directors:

The details of remuneration/sitting fees paid during the financial year 2015-16 to Managing Director/ Executive Director/Director 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 25, 2015, August 13, 2015, November 4, 2015 and February 13, 2016.

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

Name	Designation	Number of meetings during the financial year 2015 -16	
		Held	Attended
Mr. Mayur Parikh	Chairman	4	4
Mr. Ashok Gandhi	Member	4	4
Mr. Karan Gupta	Member	4	4

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

## 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, 2016.

## SHARE CAPITAL:

The Paid up Equity Share Capital as at March 31, 2016 stood at ₹ 685 Lakh. During the year under review, the Company has not issued any Share Capital.

## 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.

## TRANSACTIONS WITH RELATED PARTIES:

The Company has entered into transaction with our KMP's which are falling within the purview of Section 188 of the Act for which requisite approval of Board is taken. However, transaction entered with Companies wherein Directors are interested is at arm's length basis and in ordinary course of business hence, no approval from the Board or Shareholders is required. Information on transactions with related parties pursuant to section 134 (3) (h) of the Act read with rule 8 (2) of the Companies (Accounts) Rules, 2014 are given in **Annexure I** in Form AOC-2 and the same forms part of this report.

## INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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

## 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, 2016 to the date of this Report.

**DISCLOSURE OF REMUNERATION:**

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as an **Annexure II**.

**EXTRACT OF ANNUAL RETURN:**

As provided under section 92(3) of the Act, the extract of annual return is given in **Annexure III** in the prescribed Form MGT-9, which forms part of this report.

**SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

We have also constituted an Internal Complaints Committee (ICC) to consider and address sexual harassment complaints in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, there were no incidences of sexual harassment reported.

**RISK MANAGEMENT**

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 IV**.

**CORPORATE GOVERNANCE:**

Your Company strives to incorporate the appropriate standards for corporate governance although the Company is not required to follow certain Regulations of Listing Regulations as the Company is fulfilling the exemption criteria provided in Regulation 15 (2) of the Listing Regulation.

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 Listing Regulations, is presented in a separate section forming part of this Annual Report.

**STATUTORY AUDITOR AND THEIR REPORT:**

M/s. Dharmendra Shah & Co., Chartered Accountants, Ahmedabad [FRN: 102474W0] is acting as Statutory Auditor of the Company. The Members of the Company had, in its last Annual General Meeting held on August 11, 2015, appointed M/s. Dharmendra Shah & Co., Chartered Accountants to hold office for a term of 5 (Five) years subject to ratification at every Annual General Meeting. M/s. Dharmendra Shah & Co., Chartered Accountants, Ahmedabad has submitted their eligibility certificate in terms of Section 141 of the Companies Act, 2013. The Board of Directors recommends ratification of appointment of M/s. Dharmendra Shah & Co., Chartered Accountants, Ahmedabad for members' approval.

The Auditors' Report for financial year 2015-16 is self explanatory and does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual 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.

## 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 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2015-16 is annexed to this report as an **Annexure V**. The secretarial audit report contains remark with regards to the payment of dividend to member within stipulated time.

Despite the fact that the amount of dividend was deposited within stipulated time to the separate bank account, due to some procedural issue, banker has stayed the payment of dividend which caused the delay in payment of dividend. The said amount was released and paid after legal clarifications given by your director(s).

The Board has also appointed Mr. Anand Lavingia, Practicing Company Secretary, as secretarial auditor of the Company for financial year 2016-17.

## 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;

- (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.

## 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, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

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

**Place :** Ahmedabad  
**Date :** August 13, 2016

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

**Karan Gupta**  
**Executive Director**  
**DIN 03435462**

## Form No. AOC-2

## Particulars of Contracts/arrangements made with related parties

(Pursuant to section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Forms for 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 in to by the Company during the financial year ended on March 31, 2016, 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	RPT-5
1.	Name(s) of the related party and nature of relationship	Dr. Sunil Gupta – Managing Director of the Company	Suncare Traders Limited – Company wherein directors are interested	Karan Interiors Limited – Company wherein directors are interested	Dr. Sunil Gupta – Managing Director of the Company	Mrs. Brinda Gupta - Wife of Mr. Karan Gupta, Director of the Company
2.	Nature of contracts/ arrangements/ transactions	Payment of Office Rent	Sale of Goods	Sale of Goods	Sale of Goods	Payment of stipend and Remuneration
3.	Duration of the contracts / arrangements/ transactions	F.Y. 2015-16	F.Y. 2015-16	F.Y. 2015-16	F.Y. 2015-16	September, 2015 to March, 2016
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	License fees (Rent) shall be paid in advance.  All charges to be paid by the Company	All transactions entered by the Company is at Market rate and on arms' length basis	All transactions entered by the Company is at Market rate and on arms' length basis	All transactions entered by the Company is at Market rate and on arms' length basis	Appointed as Management Trainee w.e.f. September 5, 2015 and Chief Financial Officer w.e.f. January 25, 2016
5.	Date(s) of approval by the Board	August 29, 2012 & August 13, 2015*	N.A.	N.A.	May 25, 2015	November 4, 2015 & January 27, 2016
6.	Amount paid as advances, if any	N.A.	N.A.	N.A.	N.A.	N.A.

\* The old rent agreement was entered on October 1, 2012 which was valid for 36 months w.e.f. date of agreement. Further, rent agreement has been renewed w.e.f. October 1, 2015 for a further period of 48 months w.e.f. from the date of renewal.

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

Place : Ahmedabad  
Date : August 13, 2016

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

**Karan Gupta**  
Executive Director  
DIN 03435462

### Particulars of Employees

(pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended)

**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(2) 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:

Sr. No.	Name	Designation	Ratio against median employee's remuneration
1.	Dr. Sunil Gupta	Managing Director	16.04 : 1
2.	Mrs. Rupal Gupta	Whole-Time Director	04.44 : 1
3.	Mr. Karan Gupta	Executive Director	07.40 : 1
4.	Mr. Mayur Parikh	Independent Director	00.29 : 1
5.	Mr. Ashok Gandhi	Independent Director	00.32 : 1

##### b) 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	Percentage Increase over previous year
1.	Dr. Sunil Gupta	Managing Director	Remuneration	09.88%
2.	Mrs. Rupal Gupta	Whole-Time Director	Remuneration	08.11%
3.	Mr. Karan Gupta	Executive Director	Remuneration	08.15%
4.	Mr. Mayur Parikh	Independent Director	Sitting Fees	42.70%
5.	Mr. Ashok Gandhi	Independent Director	Sitting Fees	52.70%
6.	Mr. Kamlesh Sompura	Chief Financial Officer*	Remuneration	54.00%
7.	Mrs. Brinda Gupta	Chief Financial Officer#	Remuneration	100.00%
8.	Ms. Shivangi Gajjar	Company Secretary\$	Remuneration	100.00%

\* demised and removed w.e.f. January 3, 2016, # appointed w.e.f. January 25, 2016, \$ appointed w.e.f. January 2, 2016

##### c) The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of employees was increased by 31.12% over a previous year.

##### d) The number of permanent employees on the rolls of the Company: 149 Employees



**e) Average percentile increase in the Salaries of the Employees and Managerial Remuneration:**

The Average salaries of the employees of the Company were increased by 11.67% while the Managerial remuneration was increased by 9.13% over a previous year. There were no exceptional circumstances for increase in the remuneration of the managerial personnel (Executive Directors) and the increment was in order of approval from Members of the Company. However, there was appointment of two Managerial personnel on the post of Chief Financial Officer and Company Secretary. Therefore, the increment in their remuneration is not applicable. 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.

**B. Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Name of Employee	Designation	Gross Remuneration paid (in ₹)	Qualification and Experience	Date of joining Company	Age (in yrs)	Last Employment	% of Equity Shares held
Jagdishbhai K. Patel	General Manager	858,900.	B.Sc Chemistry	7-May-09	48	Sundek India Ltd	0.001
Amitkumar A.	Brand Manager	805,632	PGDM	15-May-15	31	Amit Metaliks Ltd.	0.000
Bechan Ram R. Vishwakarma	Sr. Production Manager	789,300	Hsc	11-Oct-10	48	HOF Furniture System Pvt Ltd	0.000
Kamlesh R. Sompura	Finance Manager	682,484	B.Com/ 25 Years	2-Sep-14	50	MSK Kurana	0.000
Ganesh G. Waghmare	Manager Operations	671,426	Bachelor of Commerce	4-Jun-15	39	Centuryply	0.000
Ajay K. Srinivas	Brand Manager	648,000	MBA/ 20 Years	6-Oct-14	45	Truwoods Pvt.Ltd.	0.000
Jyotirmoy Das P.	Commercial Manager	556,425	MBA/9 Years	18-May-15	32	Navaratna Distributors Pvt.Ltd.	0.000
Kishor S. Shinde	Area Sales Manager	530,324	MBA/5 year	21-May-15	30	Centuryply	0.000
Umang D. Shah	Regional Manager	520,800	B.Com/ 20 Years	1-Oct-15	45	Centuryply	0.000
Shirish K. Golegaonkar	Area Sales Manager	513,080	MBA/16 years	4-May-15	44	Centuryply	0.000

**Note:**

1. All above employee are on full time basis
2. None of the employee mentioned above has relationship with any of the Director or manager of the Company.

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.

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

**Place :** Ahmedabad  
**Date :** August 13, 2016

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

**Karan Gupta**  
**Executive Director**  
**DIN 03435462**

### Extract of Annual Return

as on the financial year ended March 31, 2016

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

### FORM MGT - 9

#### 1) Registration and Other Details:

1.	<b>CIN</b>	<b>L20210GJ1992PLC017341</b>
2.	<b>Registration Date</b>	March 23, 1992
3.	<b>Name of the Company</b>	Bloom Dekor Limited
4.	<b>Category / Sub-Category of the Company</b>	Company limited by shares/ Indian Non-Government Comapny
5.	<b>Address of the Registered Office and contact details</b>	Block No 267 Village Oran, Tal Prantij, N.H. 8, Sabarkantha, Gujarat (Gj) - 383205 <b>Tel :</b> +91 - 079 - 2684 1912 / 16 / 17 <b>Fax:</b> 079 - 2684 1914 <b>Email:</b> redressal@bloomdekor.com <b>Web:</b> www.bloomdekor.com
6.	<b>Whether listed Company</b>	Yes
7.	<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 <b>Tel:</b> 91-22-2301 6761 / 8261 <b>Fax:</b> 91-22-2301 2517 <b>Email:</b> busicomp@vsnl.com <b>Web:</b> www.purvashare.com

#### II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Decorative Laminated Sheets	1701	90.86%
2	Wood doors / other furniture items	1621	8.91%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

(No. of Companies for which information is being filled)

Sr. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
N.A.					

## 4) Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

## i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at April 01, 2015				No. of Shares held at March 31, 2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	3,435,464	10	3,435,474	50.15	3,448,817	10	3,448,827	50.35	0.19
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	128,000	-	128,000	1.87	128,000	-	128,000	1.87	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):</b>	<b>3,563,464</b>	<b>10</b>	<b>3,563,474</b>	<b>52.02</b>	<b>3,576,817</b>	<b>10</b>	<b>3,576,827</b>	<b>52.22</b>	<b>0.19</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>3,563,464</b>	<b>10</b>	<b>3,563,474</b>	<b>52.02</b>	<b>3,576,817</b>	<b>10</b>	<b>3,576,827</b>	<b>52.22</b>	<b>0.19</b>
<b>B. Public Share Holding</b>									
(1) Institutions									
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>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Category of Shareholders	No. of Shares held at April 01, 2015				No. of Shares held at March 31, 2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Non-Institution</b>									
<b>a) Bodies Corporate</b>									
i. Indian	804,241	4,300	808,541	11.80	669,876	4,300	674,176	9.84	(1.96)
ii. Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals**</b>									
i. Individual Shareholders holding nominal share capital upto ₹ 1 lakh/2 lakh	478,333	353,595	831,928	12.14	611,989	356,295	968,284	14.14	1.99
i. Individual Shareholders holding capital nominal share in excess of ₹ 1 lakh/2 lakh	608,761	50,700	659,461	9.63	612,217	-	612,217	8.94	(0.69)
<b>c) Others (specify)</b>									
NRI (Repatriable/Non Repatriable basis)	926,545	10,500	937,045	13.68	950,550	10,500	961,050	14.03	0.35
HUF	49,546	-	49,546	0.72	52,972	-	52,972	0.77	0.05
Clearing Members	5	-	5	0.00	4,474	-	4,474	0.07	0.07
<b>Sub-Total (B)(2):</b>	<b>2,867,431</b>	<b>419,095</b>	<b>3,286,526</b>	<b>47.98</b>	<b>2,902,078</b>	<b>371,095</b>	<b>3,273,173</b>	<b>47.78</b>	<b>(0.19)</b>
<b>Total Public Shareholding(B)= (B)(1)+(B)(2)</b>	<b>2,867,431</b>	<b>419,095</b>	<b>3,286,526</b>	<b>47.98</b>	<b>2,902,078</b>	<b>371,095</b>	<b>3,273,173</b>	<b>47.78</b>	<b>(0.19)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>6,430,895</b>	<b>419,105</b>	<b>6,850,000</b>	<b>100.00</b>	<b>6,478,895</b>	<b>371,105</b>	<b>6,850,000</b>	<b>100.00</b>	<b>(0.00)</b>

**\*\* Note: In Public Shareholding "Individual Catagory":-**

1. a. Individual Shareholdres holding nominal share capital upto ₹ 1 lakh is considered in the No. of Shares held at the beginning of the year.
- b. Individual Shareholdres holding nominal share capital in excess of ₹ 1 lakh is considered in the No. of Shares held at the beginning of the year.
2. a. Individual Shareholdres holding nominal share capital upto ₹ 2 lakh is considered in the No. of Shares held at the beginning of the year.
- b. Individual Shareholdres holding nominal share capital in excess of ₹ 2 lakh is considered in the No. of Shares held at the beginning of the year.

**II) Shareholding of Promoters & Promoters Group**

Name	Shareholding as at April 1, 2015		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2016	
	No. of Share	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company
Dr. Sunil Gupta	2,188,555	31.95	1-Jan-16	(5,000)	Market sell	2,183,555	31.88	2,184,908	31.90
			31-Mar-16	1,353	Market buy	2,184,908	31.90		
Mrs. Rupal Gupta	523,889	7.65	-	-	-	-	-	523,889	7.65
Mr. Karan Gupta	326,304	4.76	25-Mar-16	2,000	Market buy	328,304	4.79	328,304	4.79
Ms. Anika Gupta	245,794	3.59	-	-	-	-	-	245,794	3.59
Sunil Gupta HUF	150,922	2.20	3-Jul-16	4,000	Market buy	154,922	2.26	154,922	2.26
Karan Interiors Limited	128,000	1.87	-	-	-	-	-	128,000	1.87
Mrs. Brinda Gupta	-	-	16-Oct-15	1,000	Market buy	1,000	0.01	11,000	0.16
			13-Nov-15	7,500	Market buy	8,500	0.12		
			20-Nov-15	2,500	Market buy	11,000	0.16		
Dr. Ramesh Shah	10	0.00	-	-	-	-	-	10	0.00

\* The trading in the shares of the Company took place on daily basis, therefore the date wise increase/ decrease in Shareholding is taken on the basis of weekly benpoze.

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

Name	Shareholding as at April 1, 2015		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2016	
	No. of Share	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company
Bimalkumar P. Brahmabhatt	819,351	11.96	-	-	-	-	-	819,351	11.96
Bennett Coleman and Company Limited	623,375	9.10	-	-	-	-	-	623,375	9.10
Sathya S	170,080	2.48	11-Dec-15	900	Market Buy	170,980	2.50	170,980	2.50
Sonika Granites Pvt. Ltd.	132,500	1.93	28-Aug-15	(132,500)	Market sell	-	-	-	-
Sangeetha S	131,378	1.92	30-Oct-15	992	Market buy	132,370	1.93	132,370	1.93

Name	Shareholding as at April 1, 2015		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2016	
	No. of Share	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company
Neha Ravindrakumar Shethwala	-	-	28-Aug-15	132,500	Market buy	132,500	1.93	109,019	1.59
			18-Sep-15	(5,000)	Market sell	127,500	1.86		
			9-Oct-15	(4,500)	Market sell	123,000	1.80		
			23-Oct-15	(1,481)	Market sell	121,519	1.77		
			30-Oct-15	(10,700)	Market sell	110,819	1.62		
			6-Nov-15	(1,500)	Market sell	109,319	1.60		
			20-Nov-15	(300)	Market sell	109,019	1.59		
Upendra H. Brahmabhatt	106,500	1.55	-	-	-	-	-	106,500	1.55
Dipak Kanayalal Shah	103,000	1.50	24-Jul-15	(3,000)	Market sell	100,000	1.46	-	-
			28-Aug-15	(2,577)	Market sell	97,423	1.42		
			4-Sep-15	(10)	Market sell	97,413	1.42		
			11-Sep-15	(25,024)	Market sell	72,389	1.06		
			18-Sep-15	(22,389)	Market sell	50,000	0.73		
			16-Oct-15	(25,000)	Market sell	25,000	0.36		
			8-Jan-16	(20,000)	Market sell	5,000	0.07		
			5-Feb-16	(5,000)	Market sell	-	-		
Paramjeet Singh	47,951	0.70	3-Apr-15	(19,444)	Market sell	28,507	0.42	28,507	0.42
Santosh Devi Jain	37,065	0.54	-	-	-	-	-	37,065	0.54
Manoj Umashankar Tambi	29,900	0.44	24-Jul-15	(7,000)	Market sell	22,900	0.33	21,200	0.31
			31-Jul-15	(1,000)	Market sell	21,900	0.32		
			21-Aug-15	(100)	Market sell	21,800	0.32		
			16-Oct-15	(100)	Market sell	21,700	0.32		
			1-Jan-15	(500)	Market sell	21,200	0.31		
Savitha S	19,690	0.29	26-Jun-15	3,291	Market buy	22,981	0.34	40,813	0.60
			16-Oct-15	2,038	Market buy	25,019	0.37		
			23-Oct-15	15,731	Market buy	40,750	0.59		
			8-Jan-16	63	Market buy	40,813	0.60		
Rajshree Rathi	-	-	9-Oct-15	2,200	Market buy	2,200	0.03	30,819	0.45
			6-Nov-15	5,497	Market buy	7,697	0.11		
			27-Nov-15	23,122	Market buy	30,819	0.45		

\* The trading in the shares of the Company took place on daily basis, therefore the date wise increase/ decrease in Shareholding is taken on the basis of weekly benpoze.

## IV) Shareholding of Directors and Key Managerial Personnel

Name	Shareholding as at April 1, 2015		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2016	
	No. of Share	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company
Dr. Sunil Gupta	2,188,555	31.95	1-Jan-16	(5,000)	Market sell	2,183,555	31.88	2,184,908	31.90
			31-Mar-16	1,353	Market buy	2,184,908	31.90		
Mrs. Rupal Gupta	523,889	7.65	-	-	-	-	-	523,889	7.65
Mr. Karan Gupta	326,304	4.76	25-Mar-16	2,000	Market buy	328,304	4.79	328,304	4.79
Mr. Mayur Parikh	-	-	-	-	-	-	-	-	-
Mr. Ashok Gandhi	-	-	-	-	-	-	-	-	-
Mrs. Brinda Gupta	-	-	16-Oct-15	1,000	Market buy	1,000	0.01	11,000	0.16
			13-Nov-15	7,500	Market buy	8,500	0.12		
			20-Nov-15	2,500	Market buy	11,000	0.16		
Ms. Shivangi Gajjar	-	-	-	-	-	-	-	-	-

\* The trading in the shares of the Company took place on daily basis, therefore the date wise increase/ decrease in Shareholding is taken on the basis of weekly benpoze.

## 5) INDEBTEDNESS

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
<b>A. Indebtness at the beginning of the financial year</b>				
i) Principal Amount	240,320,772	66,288,375	-	306,609,147
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total A (i+ii+iii)</b>	<b>240,320,772</b>	<b>66,288,375</b>	<b>-</b>	<b>306,609,147</b>
<b>B. Change in Indebtedness during the financial year</b>				
Additions	57,303,636	36,780,980	-	94,084,616
Reduction	(15,692,569)	-	-	(15,692,569)
<b>Net Change B</b>	<b>41,611,067</b>	<b>36,780,980</b>	<b>-</b>	<b>78,392,047</b>
<b>C. Indebtedness at the end of the financial year</b>				
i) Principal Amount	281,931,839	103,069,355	-	385,001,194
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total C (i+ii+iii)</b>	<b>281,931,839</b>	<b>103,069,355</b>	<b>-</b>	<b>385,001,194</b>

## 6) Remuneration of Directors and Key Managerial Personnel

### A) Remuneration to Managing Director, Whole-time Directors and/or Manager (Amt. in ₹)

Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
	Dr. Sunil Gupta Managing Director	Mr. Karan Gupta Executive Director	Mrs. Rupal Gupta Whole-Time Director	
<b>Gross salary</b>				
(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	2,688,000.00	1,324,800.00	794,880.00	<b>4,807,680.00</b>
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	183,829.00	-	-	<b>183,829.00</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>2,871,829.00</b>	<b>1,324,800.00</b>	<b>794,880.00</b>	<b>4,991,509.00</b>

### B) Remuneration to other Directors (Amt. in ₹)

Particulars of Remuneration	Name of the Director		Total Amount
	Mr. Mayur Parikh Independent Director	Mr. Ashok Gandhi Independent Director	
<b>a) Independent Director</b>			
(i) Fees for attending board/committee meeting.	52,800.00	56,500.00	<b>109,300.00</b>
(ii) Commission	-	-	-
(iii) Other, specify	-	-	-
<b>Total (a)</b>	<b>52,800.00</b>	<b>56,500.00</b>	<b>109,300.00</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>52,800.00</b>	<b>56,500.00</b>	<b>109,300.00</b>
<b>Total Managerial Remuneration (A+B)</b>	<b>1,377,600</b>	<b>851,380</b>	<b>5,100,809.00</b>
<b>Overall Ceiling as per the Act</b>	Within limit approved by the Board of Directors and/or Shareholders of the Company.		



**C) Remuneration to key Managerial Personnel Other than MD/Manager/WTD (Amt. in ₹)**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Late Mr. Kamlesh Sompura* Chief Financial Officer	Mrs. Brinda Gupta# Chief Financial Officer	Ms. Shivangi Gajjar^ Company Secretary	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	682,484.00	36,000.00	36,000.00	754,484.00
	(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	-	-	-	-
	Stock option	-	-	-	-
	Sweat Equity	-	-	-	-
	Commission	-			
	as % of profit	-	-	-	-
	others (specify)	-	-	-	-
	Others, please specify	-	-	-	-
	Total	682,484.00	36,000.00	36,000.00	754,484.00

\* Up to January 3, 2016 # w.e.f. January 25, 2016 ^ w.e.f. January 2, 2016

**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					

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

Place : Ahmedabad  
Date : August 13, 2016

Dr. Sunil Gupta  
Managing Director  
DIN 00012572

Karan Gupta  
Executive Director  
DIN 03435462

### **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:**

The average consumption of Electricity per unit of production has increased to 0.26 units in the financial year 2015-2016. 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 it's 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.

##### **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. It is inevitable on the part of your company to adopt sustainable measures to have a competitive edge as well as to continue with leadership position. The Company has specialized team to identify the customer's requirement, suitability of the product to the changes happening around, scope for enlarging product utility.

##### **ii.) The benefit derived like product improvement, cost reduction, product development or import substitution:**

The Company has 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 will help us in managing production scheduling; & better & faster servicing of product for domestic as well as global market.

The Company has 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) -**

###### **a. 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.

###### **b. The year of import: Financial Year 2015-2016**

###### **c. Whether the technology has been fully absorbed: Yes**

###### **d. 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:**

(Amount in Lakh)

Sr. No.	Particulars	F.Y. 2015-16	F.Y. 2014-15
1.	Exports of Goods calculated on F.O.B. basis	1046.97	1741.95

**ii.) Details of Foreign Exchange Expenditure:**

(Amount in Lakh)

Sr. No.	Particulars	F.Y. 2015-16	F.Y. 2014-15
1.	Raw Material (on CIF basis)	1405.09	1110.36
2.	Capital Goods(on CIF basis)	61.21	42.27
3.	Foreign Travelling expenses	05.14	2.53
4.	Commission of Export Sales	01.09	00.09
5.	Interest on buyers credit	13.47	11.15

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

**Place :** Ahmedabad  
**Date :** August 13, 2016

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

**Karan Gupta**  
**Executive Director**  
**DIN 03435462**

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

For the financial year ended March 31, 2016

(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, 2016, generally 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, 2016 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;
- vi. Secretarial Standards issued by the Institute of Company Secretaries of India w.e.f. July 1, 2015.

I have also examined compliance with the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile applicable clauses of the Listing Agreements entered into by the Company with BSE Limited).

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 manufacturer laminates and decorative items, there are few specific applicable laws to the Company, which requires approvals or compliances under the respective laws, as list out in the **Annexure A**. 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 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- ii. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile "Listing Agreement" entered between the Company and BSE Limited).
- 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 (Buyback of Securities) Regulations, 1998;
- 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; and

**I further report that -**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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 -**

The Board has recommended the dividend and which was subsequently approved by the member in the twenty fourth annual general meeting. The Company has transferred the amount of dividend in a separate bank account in due time but due to some procedural issues; bank has not transferred the amount of dividend to member in stipulated time.

Further, there were no special event has been occurred during the audit period.

Signature:

Name of Practicing Company Secretary: Anand Lavingia

ACS No. : 26458

C P No. : 11410

Date : August 13, 2016

Place : Ahmedabad

**Note:** This Report is to be read with my letter of above date which is annexed as Annexure B and forms an integral part of this report.

**List of major Specific Acts applicable to the Company**

1. Contract Labour (Regulation and Abolition) Act, 1970 & Rules there under
2. Employee Provident Fund and Miscellaneous Provisions Act, 1951 & Employees Provident Funds Scheme, 1952
3. Industrial Employment (Standing Orders) Act, 1946 & Rules there under
4. Maternity Benefit Act, 1961 & Rules there under
5. Minimum Wages Act, 1948 & Rules there under
6. Workmen's Compensation Act, 1923 & Rules there under
7. Payment of Bonus Act, 1965 & the Payment of Bonus Rules, 1975
8. Payment of Gratuity Act and the Payment of Gratuity (Central) Rules, 1972
9. Payment of Wages Act, 1936 & Rules there under
10. The Employees' State Insurance Act, 1948
11. The Employees' State Insurance (General) Regulation, 1950
12. Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Employment Exchanges (Compulsory Notification of Vacancies) Rules, 1959
13. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
14. Labour Welfare Fund Act/Rules
15. Shops and Establishment Act/Rules
16. The Gujarat Labour Welfare Board under The Bombay Labour Welfare Fund Act, 1953
17. Environment Protection Act, 1986 and Environment (Protection) Rules, 1986
18. The Building & other construction workers (Regulation & Conditions of service) Act, 1996
19. Indian Contract Act, 1872
20. Transfer of Property Act, 1882
21. Negotiable Instrument Act, 1881
22. Arbitration & Conciliation Act, 1996
23. Trade Marks Act, 1999 under Intellectual Property Law
24. Gujarat Stamp Act, 1958
25. The Registration Act, 1908
26. The Gujarat Ownership Flats Act, 1973

**Annexure B**

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.

Signature:

Name of Practicing Company Secretary: Anand Lavingia

ACS No. : 26458

C P No. : 11410

Date : August 13, 2016

Place : Ahmedabad

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Industry Structure and Developments:**

The decorative industry market is continuing to grow at a moderate rate of 12% to 15% annually and with more awareness of quality products used by the developers, the doors vertical is finding its niche with some of the leaders in the real estate world. More scientific constructions along with education of the fire norms and acoustic requirements, Bloom Doors are working on capitalizing its first mover advantage. The industry gap between the organized and the unorganized is predicted to be narrowing significantly with the roll out of GST which will make the competition healthy and reduce the tax burden on the organized industries thereby making it easier to penetrate the market and scale up.

### **Opportunities:**

**Good Brand Image:** The Company has good brand image and quality product in the Indian as well as foreign market. The Company has recently introduced new brand namely 'BLU-MIKA' in the domestic market.

**Expand Market Network:** Your Company continues to expand its marketing networks, by appointing Consignment Agent, branches, distributors, dealers etc. in various states all over country.

**Government:** After a long time, the government is changed and we might have got stable government which has more focus on the development side and improving environment conditions of country, it may lead to growth in infrastructure and real estate sector i.e. roads, bridges, hospitals, Housing, Hotels, Commercial Properties etc. The growth in this sector will lead to the growth of Companies which are connected with Interior Infrastructure items.

**Housing for All:** It is the big mission of Central Government that by 2020, every Indian family should have a house of its own. Imagine, what may be effect of this mission on the demand of housing related industries including furniture.

### **Threats:**

**Raw Material:** The wood based panel industries are dependent on natural forests for their raw material requirement, it is a crisis in view of the restrictions on timber extraction owing to environmental considerations.

**Manpower:** One of the common problems is emerge for finding talent with competence or even skilled manpower for the wood based panel industries irrespective of the company Brand or Size.

**Price cutting:** Due to high competitions in market, the competitors are doing price cutting of products to compete or keep their existence in markets which is ultimate big problems for the industries.

**New Entrants:** More and more new organized players are entering into market which will increase competition in organized sector also.

**High Competition Era:** The laminate Industry has entered into the orbit of the high competition. The market fights are set to intensify with unstoppable capacity build up. The Competition from both, unorganized and other organized players is leading to difficulties in improving market share.

**Importation:** Dumping or Cheap import from China and other Countries of laminates, MDF and other furniture products.

### **Product wise performance:**

**Laminates:** Even if high competition in the Laminate segment in Domestic market, the company has performed well by executing plans, markets strategy, introducing new designs and finishes or textures, improving quality of product with reasonable price. The company is also focusing to capture rural market along with urban market.

However, during the year 2015-16, export sales of the Company were affected and the same has reduced by 26.41% as against previous year.

**Door:** The Company is concentrating on the selling of Door products in the domestic market only. Due to urbanization, the door division of the Company performed well in the year 2015-16 resulted into 30.43% increase as against previous year.

The overall net revenue from operations (*Laminates and Doors*) decreased to ₹ 6195.16 lakh as against ₹ 6315.62 Lakh in the previous year showing a downward trend of 1.91% due to decrease in export sales of laminates by 26.41%.

The loss before Tax for the current year is ₹ 246.99 lakh as against the profit before tax of ₹ 146.54 lakh in the previous year resulted into loss after tax of ₹ 189.32 Lakh compared to profit after tax of previous year ₹ 68.63 Lakh.

The reason for fall in the Profit after tax is increase in the employment cost and finance cost as well in the financial year 2015-16.

## Outlook:

**Laminates:** Bloom has made all the arrangements to penetrate the market better with depots strategically located in various regions of the country, hiring the team to execute and roll out business plans to enhance revenue and use industry leading practices consulted by KPMG to better the customer experience. KPMG has also worked on cost savings by focusing on productivity and building on lower rejections by bettering quality. All these inputs put together form the runway for the company to increase sales in the laminates vertical.

**Door:** Bloom Doors is a hidden trump card that is finding its niche with the right customers. Bloom Doors has started giving complete turnkey solutions that are unmatched by most leading door manufacturers. This reduces the dependency of customers on 5 to 6 different vendors and adds to value addition from the company's perspective. The number of inquiries being generated increase almost on a daily basis and the orders won in this financial year will be completed in the next. The doors division is also adding internal departments to cater to the customer across a range of deliverables.

## Risk and concerns:

Stiff competition from the unorganized players resulting in lower margins or losing out the customers to the suppliers with lower overheads and poor quality is a threat that keeps looming over the organized industries. However, with the gap bridging and the awareness of quality products, the company has, at its own, penetrated newer markets and enhanced its offerings and sales revenues. The weakening of rupee will prove to be a major setback which will directly affect all raw material prices in both the doors and the laminates vertical.

## Internal Financial Control Systems and their adequacy:

The Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The Company has successfully laid down the framework and ensured its effectiveness. The Company has in place a well-defined system to record data for accounting and management information purposes and connects to different locations for efficient exchange of information. It has continued its efforts to align all its processes and controls with global best practices.

Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the organization to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources. Apart from these internal control procedures, a well-defined and established system of internal audit is in operation to independently review and strengthen these control measures, which is carried out by a reputed firm of Chartered



Accountants. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors of the Company and the audit committee. The conduct of internal audit is oriented towards the review of internal controls and risks in its operations.

Dharmendra Shah & Co., Chartered Accountants, the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The audit committee reviews the action taken reports submitted by the management, audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered by the board and the audit committee follows up on corrective action. The audit committee also meets the statutory auditors of the Company to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major- observations periodically. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2016, our internal financial controls were adequate and operating effectively.

#### **Discussion on Financial Performance with respect to Operational Performance:**

The Net revenue from operations decreased to ₹ 6195.16 lakh as against ₹ 6315.62 Lakh in the previous year showing a downward trend of 1.91%.

The loss before Tax for the current year is ₹ 246.99 lakh as against the profit before tax of ₹ 146.54 lakh in the previous year resulted into loss of after tax of ₹ 189.32 Lakh compared to profit after tax of previous year ₹ 68.63 Lakh.

The reason for fall in the Profit after tax is increase in the employee cost and finance cost as well.

#### **Material Developments in Human Resources / Industrial Relations Front, including number of people employed:**

The Company always recognizes the importance of manpower. Company promotes employees and encourages them to make contribution toward company, family and nation at large. Company also encourages the employees to offer their creative suggestions for development in their respective areas which are thoroughly discussed in periodical meetings. The company enjoyed excellent relationship with workers and staff during the last year

As on March 31, 2016 the company has 149 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.

#### **Professional Management:**

The company is being trained by KPMG across all departments and is very vividly following a thought process of hiring professionals of much higher caliber in order to drive the sales forward and better the bottom line. Some departments including HR and F&A remain common to both the doors and the laminates vertical, however separate direction by the business heads and marketing teams ensure there is clear strategy in place both either the B2C or the B2B vertical.

#### **Cautionary Statement:**

Statement in this Management and Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statement and within the meaning of applicable laws and regulations. Actual results may or might differ materially from those either expressed or implied.

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

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

**Place :** Ahmedabad  
**Date :** August 13, 2016

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of  
Bloom Dekor Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Bloom Dekor Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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; 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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncement issued by the Institute of Chartered Accountants of India. Those Standards and pronouncement require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its Loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter refer to as the "Order") and on the basis of such checks of books and records of the company as we consider appropriate and according to Explanation given to us, we give in the **Annexure A**, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 appears from our examination of those books; and Proper Returns adequate for the purpose of our audit have been received not visited by us.
  - c) The reports on the accounts of the branch offices of the Company audited under Section 143 (8) of the Act by us have been properly dealt with by us in preparing this report.
  - d) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - e) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - f) On the basis of written representations received from the directors as on March 31, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
  - g) With respect to 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**, and
  - h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
    - i. The Company does not have any pending litigations which would impact its financial position except otherwise stated in Para No of 1(e), (f) & (g) of notes on accounts given in Note No 2.
    - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
    - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For, **Dharmendra Shah & Co.**  
**Chartered Accountants**

**CA Dharmendra H. Shah**  
**Proprietor**  
**Mem. No.: 036809**  
**FRN No.102474W**

**Place :** Ahmedabad  
**Date :** May 17, 2016

## **ANNEXURE TO INDEPENDENT AUDITOR'S REPORT**

### **"Annexure A"**

(Referred to in Paragraph 1 of the Auditors' Report of even date to the members of  
**Bloom Dekor Limited** on the financial statements as of and for the year ended March 31, 2016)

#### **I. Fixed Assets:**

- a) The Company has generally maintained proper Records showing full particulars including quantitative details & situation of Fixed Assets on the basis of available information. However, they are not fully updated.
- b) All fixed assets have not been physically verified by the management during the year, but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification.
- c) The title deeds of immovable properties, as disclosed in the Note 12 on fixed assets to the financial statements, are held in the name of the Company.

#### **II. Inventories:**

- a) The inventory has been physically verified during the year at the year-end by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- c) In our opinion and according to the information and explanations given to us, and on the basis of our examination of records of inventory, the Company is generally maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.

#### **III. Loan Granted:**

The Company has not granted any loan secured or unsecured to any companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of para 3 clause iii (a) & (b) & (c) of the said Order relating to matters to be included in audit report are not applicable to the Company.

#### **IV. Loans to the Parties:**

The company has not granted any loans or made any investments, or provided any guaranteed or securities to the parties covered under Section 185 and Section 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.

#### **V. Public Deposit:**

In our opinion and according to the information and explanation given to us, the company has not accepted any deposits from public hence the directives issued by the Reserve Bank of India & the provisions of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and rules there under are not applicable.

#### **VI. Cost Records:**

According to the information and explanation given to us pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act in respect of its products.

#### **VII. Statutory Dues:**

- a) According to the information and explanation given to us and the records of the Company examined by us, In our opinion, the company is generally regular in depositing undisputed statutory dues in respect

of Provident Fund, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other statutory dues applicable, with the appropriate authority except the following.

Sr. No.	Name of the statute	Nature of dues	Asst. Year	Amt(In Lakh)
1	Income Tax Act, 1961	TDS Default	2016-17	3.10
2	Income Tax Act, 1961	TDS Default	2015-16	1.88
3	Income Tax Act, 1961	TDS Default	2014-15	2.40
4	Income Tax Act, 1961	TDS Default	2013-14	2.22
5	Income Tax Act, 1961	TDS Default	Prior to 2013-2014	6.92
6	Income Tax Act 1961	Income TaxU/s 143(1)(a)	2009-10	0.05
7	Gujarat Sales Tax	CST	2008-2009	2.96

- b) According to the information and explanation given to us, the record examined by us, the particulars of dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess which have not been deposited on account of any dispute, are as under:

#### VIII. Repayment Default

Sr. No.	Name of the statute	Nature of dues	Period to which the amounts relates	Forum where dispute is pending	Appeal by	Amt (In Lakh)
1	Income Tax Act, 1961	Income Tax	1995-96	CIT(A)	Company	0.56
2	Income Tax Act, 1961	Income Tax	2000-01	High Court	Company	56.00
3	Income Tax Act, 1961	Income Tax	2001-02	High Court Restored back the issue to AO	Company	52.25
4	Income Tax Act, 1961	Income Tax	2002-03	CIT(A)	Company	21.30
5	Income Tax Act, 1961	Income Tax	2003-04	I.T.A.T.	Company	28.71
6	Income Tax Act, 1961	Income Tax	2007-08	I.T.A.T.	Department	15.67
7	Income Tax Act, 1961	Income Tax u/s 143(3)	2013-14	CIT(A)	Company	12.27
8	Gujarat Sales Tax	Sales Tax	F.Y.2004-05	Commissioner -Appeal	Company	3.70
9	Gujarat Sales Tax	Sales Tax	F.Y.2005-06	Commissioner -Appeal	Company	2.28
10	Gujarat Sales Tax	Sales Tax	F.Y. .2011-12	Commissioner -Appeal	Company	19.63
11	Central Excise	Excise Duty	F.Y.2011-12	Tribunal	Company	0.63
12	Central Excise	Excise Duty	F.Y.2012-13	Commissioner -Appeal	Company	0.90
13	Central Excise	Excise Duty	F.Y.2007-08 to 2009-10	Tribunal	Company	2.08
14.	Central Excise	Excise Duty	F.Y.2014-15	Commissioner -Appeal	Company	28.51

According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayments of loans or borrowings to any financial institution or bank or Government or due to Debenture holder as at the Balance Sheet Date.

## IX. Capital Raised/Term Loan:

The company has not raised any monies by way of initial public offer, further public offer (Including debt instruments) during the year. In our opinion & explanations given to us, the term loans were applied for the purposes for which the loans were obtained.

## X. Fraud:

During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information explanation given to us, we have not come across any instance of any material fraud by the company or any fraud on the Company by its officers or employees nor has been noticed or reported during the year.

## XI. Managerial Remuneration:

According to the record of the company examined by us and the information and explanations given to us the company has paid/ provided for managerial remuneration in accordance with the requisite approval mandated by the provision of Section 197 read with Schedule V to the Act.

## XII. Nidhi Company:

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. Related Party Transactions:

The company has entered into transactions with related party in a compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under by the applicable Accounting Standards.

## XIV. Preferential Allotment:

The company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year under review. Accordingly, the provision of clause 3(xiv) of the order is not applicable to the company.

## XV. Cash Transactions with Directors:

According to the record of the company examined by us and the information and explanations given to us , the company has not entered into any non cash transactions with its Directors or person connected with them. Accordingly, the provisions of clause 3(xv) of the order are not applicable to the company.

## XVI. Registration U/S 45-IA of RBI Act

According to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the company.

For, **Dharmendra Shah & Co.**  
**Chartered Accountants**

**CA Dharmendra H. Shah**  
**Proprietor**

**Mem. No.: 036809**  
**FRN No.102474W**

**Place :** Ahmedabad  
**Date :** May 17, 2016

**"Annexure B" to the Independent Auditor's Report of even date  
on the Standalone Financial Statements of Bloom Dekor Limited  
Report on the Internal Financial Controls**

*(under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"))*

We have audited the internal financial controls over financial reporting of **Bloom Dekor Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 its 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 Companies Act, 2013.

**Auditors' 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 Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgments, 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, 2016, 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.

For, **Dharmendra Shah & Co.**  
**Chartered Accountants**

**CA Dharmendra H. Shah**  
**Proprietor**

**Place :** Ahmedabad  
**Date :** May 17, 2016

**Mem. No.:** 036809  
**FRN No.**102474W

## **BALANCE SHEET AS AT MARCH 31, 2016**

(Amount in Rupees)

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	68,500,000	68,500,000
(b) Reserves and surplus	4	82,365,792	101,298,213
(c) Money received against share warrants		-	-
		<b>150,865,792</b>	<b>169,798,213</b>
<b>2 Non-current liabilities</b>			
(a) Long-Term Borrowings	5	85,768,928	26,105,998
(b) Deferred Tax Liabilities (Net)	6	18,233,734	21,599,053
(c) Other Long -Term liabilities	7	13,900,000	10,900,000
		<b>117,902,662</b>	<b>58,605,051</b>
<b>3 Current liabilities</b>			
(a) Short-Term Borrowings	8	288,581,578	265,701,665
(b) Trade Payables	9	140,707,178	140,567,146
(c) Other Current Liabilities	10	32,829,897	34,081,432
(d) Short-Term Provisions	11	4,512,893	10,410,368
		<b>466,631,546</b>	<b>450,760,611</b>
<b>TOTAL</b>		<b>735,400,000</b>	<b>679,163,875</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	12	182,944,451	188,083,201
(b) Non-Current investments	13	421,794	421,794
(c) Long-term loans and advances	14	10,353,751	17,852,522
		<b>193,719,996</b>	<b>206,357,517</b>
<b>2 Current assets</b>			
(a) Inventories	15	405,215,714	323,359,176
(b) Trade receivables	16	91,874,433	100,960,912
(c) Cash and cash equivalents	17	22,377,654	22,851,875
(d) Short-term loans and advances	18	21,842,758	24,993,988
(e) Other current assets	19	369,445	640,407
		<b>541,680,004</b>	<b>472,806,358</b>
<b>TOTAL</b>		<b>735,400,000</b>	<b>679,163,875</b>

See accompanying notes forming parts of financial statement

*In terms of our report attached*  
For, **Dharmendra Shah & Co.**  
**Chartered Accountants**

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

**Dharmendra H. Shah**  
**Proprietor**  
**Membership No :036809**  
**FRN:102474W**

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

**Karan Gupta**  
**Executive Director**  
**DIN 03435462**

**Brinda Gupta**  
**Chief Financial Officer**  
**Place : Ahmedabad**  
**Date : May 17, 2016**

**Shivangi Gajjar**  
**Company Secretary**

**Place : Ahmedabad**  
**Date : May 17, 2016**



**BLOOM DEKOR LIMITED****PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2016****(Amount in Rupees)**

Particulars	Refer Note No.	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>Income /Revenue</b>			
I. Revenue from operations	20	619,516,478	631,561,927
II. Other Income	21	4,019,167	8,950,456
<b>III. Total Revenue (I + II)</b>		<b>623,535,645</b>	<b>640,512,383</b>
<b>IV. Expenses:</b>			
Cost of Materials Consumed	22 a	352,941,306	398,390,654
Purchase of Traded Goods	22 b	10,795,666	7,909,975
Changes in inventories of finished goods,WIP	22 c	(50,856,922)	(58,621,189)
Employee Benefit Exp	23	71,295,691	58,365,726
Finance Cost	24	53,752,664	39,209,702
Other expenses	25	185,423,743	152,987,010
Depreciation And Amortization Expense	26	24,882,239	27,616,211
<b>Total expenses</b>		<b>648,234,386</b>	<b>625,858,088</b>
<b>V. Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)</b>		<b>(24,698,741)</b>	<b>14,654,295</b>
VI. Exceptional items		-	-
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>(24,698,741)</b>	<b>14,654,295</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit/(Loss) before tax (VII- VIII)</b>		<b>(24,698,741)</b>	<b>14,654,295</b>
X Tax expense:			
(1) Current year income tax MAT		-	(2,401,000)
(2) Income Tax Adjustment of Previous Year		2,401,000	-
(3) Deffered tax Liability		3,365,319	(5,327,952)
(4) Wealth Tax		-	(62,000)
<b>XI Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>(18,932,422)</b>	<b>6,863,343</b>
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
<b>XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		<b>-</b>	<b>-</b>
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>(18,932,422)</b>	<b>6,863,343</b>
XVI Earnings per equity share:	27		
(1) Basic		(2.76)	1.00
(2) Diluted		(2.76)	1.00

**See accompanying notes forming parts of financial statement**

**In terms of our report attached**  
For, **Dharmendra Shah & Co.**  
**Chartered Accountants**

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

**Dharmendra H. Shah**  
**Proprietor**  
**Membership No :036809**  
**FRN:102474W**

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

**Karan Gupta**  
**Executive Director**  
**DIN 03435462**

**Brinda Gupta**  
**Chief Financial Officer**  
**Place : Ahmedabad**  
**Date : May 17, 2016**

**Shivangi Gajjar**  
**Company Secretary**

**Place : Ahmedabad**  
**Date : May 17, 2016**

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(Amount in ₹)

PARTICULARS	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit as per P & L A/c. before Income Tax	<b>(24698732)</b>	<b>14654294</b>
ADD/(LESS): - Adjustment for :		
Depreciation	24882239	27616211
Finance Cost	53752663	39209702
Loss on sale of assets	(330996)	290522
Interest Income	(1903523)	(2093653)
Dividend Income	(1344)	(1344)
Prior Period Adjustments	1047387	2340466
Liabilities written back	(220049)	(1992518)
<b>Operating Profit before changes in working capital</b>	<b>52527645</b>	<b>80023680</b>
<b>( Increase) / Decrease in Current Assets</b>		
Closing Stock	(81856538)	(52707894)
Receivables	9086479	855148
Short Term Loans & Advances	3151230	100141
Long Term Loans & Advances	7498771	1262421
Current Assets (Other)	270962	(33304)
<b>Operating Profit After changes in Current Assets</b>	<b>(9321451)</b>	<b>29500192</b>
<b>Increase /( Decrease) in Current Liabilities</b>		
Creditors	140032	1063053
Short term Provisions	1517033	210176
Other Current Liabilities	(1517526)	3157972
Other non current liabilities	3000000	3979
Change in Working Capital Borrowings	29075383	6011684
Wealth Tax Paid	(62000)	(76580)
<b>Cash Flow from Extra Ordinary Items</b>		
Provisions/Liabilities written back	220049	1992518
Prior Period Adjustments	(1047387)	(2340466)
<b>Net Cash Flow From Operating Activities</b>	<b>22004132</b>	<b>39522528</b>

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(Amount in ₹)

PARTICULARS	For the Year Ended March 31, 2016	For the Year Ended March 31, 2015
<b>B. CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Capital Exp. On Fixed Assets	(95375)	0
Interest Income	1903523	2093653
Dividend Income	1344	1344
Purchase/Sales of Fixed Assets	(19317124)	(12976579)
<b>Net Cash From Investment Activities</b>	<b>(17507632)</b>	<b>(10881582)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	152528361	25375000
Repayment of Long Term Borrowings	(98376653)	(12738294)
Proceeds from Short Term Borrowings	1499000	0
Repayment of Short Term Borrowings	(1917258)	(3687317)
Dividend Paid	(4110000)	0
Dividend Distribution Tax Paid	(841508)	0
Finance Cost	(53752663)	(39209702)
<b>Net Cash From Financing Activities</b>	<b>(4970721)</b>	<b>(30260313)</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS [A+B+C]</b>	<b>(474221)</b>	<b>(1619367)</b>
<b>Opening Cash &amp; Cash Equivalents</b>	<b>22851875</b>	<b>24471242</b>
<b>Closing Cash and Cash Equivalents</b>	<b>22377654</b>	<b>22851875</b>

As per our Report of even date

**Notes:**

- 1) The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting standard on 'Cash Flow Statement( As-3)' issued by Companies ( Accounting Standards) Rules, 2006.
- 2) Previous year's figures have been rearranged/regrouped wherever necessary.

*In terms of our report attached*For, **Dharmendra Shah & Co.**  
**Chartered Accountants**For and on behalf of Board of Directors  
**Bloom Dekor Limited****Dharmendra H. Shah**  
**Proprietor**  
**Membership No :036809**  
**FRN:102474W****Dr. Sunil Gupta**  
**Managing Director**  
**DIN 00012572****Karan Gupta**  
**Executive Director**  
**DIN 03435462****Brinda Gupta**  
**Chief Financial Officer**  
**Place : Ahmedabad**  
**Date : May 17, 2016****Shivangi Gajjar**  
**Company Secretary****Place : Ahmedabad**  
**Date : May 17, 2016**

## NOTES FORMING PART OF ACCOUNTS

### 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.

### Note – 1: SIGNIFICANT ACCOUNTING POLICIES:

#### a) Basis of Accounting :

The accompanying financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention and on the basis of a going concern, on accrual basis and those with significant uncertainty unless otherwise stated. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Account) Rules 2014 and the relevant provisions of Company Act, 2013. These accounting policies have been consistently applied.

#### b) Use of Estimates :

The preparation of financial statements in conformity with India GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about the assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in the future periods.

#### c) Revenue Recognition :

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- i) Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Accordingly, domestic sales are accounted on dispatch of products to customers and Export sales are accounted on the receipt of bill of lading and on the basis of custom rate or on negotiation of document with the bankers as per the foreign exchange rates prevailing on the date of negotiation. Sales are disclosed net of the value added tax, discounts on sales and sales returns, as applicable.
- ii) Interest income is recognized on a time proportion basis taking into account the amount outstanding, the rate of interest as applicable and on the basis of debit notes issued by the company for delayed payments by customers.
- iii) The company accounts for pro forma credits, refunds of duty of customs or excise, or refunds of sales tax in the year of admission of such claims by the concerned authorities. Benefits in respect of Export Licenses are recognized on application. Export benefits are accounted for as other operating income in the year of export based eligibility and when there is no uncertainty on receiving the same.

#### d) Expenditures :

##### i) Purchases:

Purchase of Raw Materials and Stores are accounted net of receivable Cenvat and VAT.

##### ii) Expenses:

Expenses are accounted on accrual basis and net of Service tax paid on various expenses.

#### e) Tangible Assets :

- i) Tangible Fixed Assets acquired by the Company are reported at acquisition value, net of accumulated impairment losses, if any (excluding freehold land). The cost of purchase price and borrowing costs if capitalization criteria are met, the cost of replacing part of the fixed assets and directly attributable cost of bringing the assets to its working condition for the intended use.

- ii) Cost of Assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Creditors for Expenses. Where the construction or development of any such assets requiring a substantial period of time to set up for its intended use, is funded by borrowing if any, the corresponding borrowing cost are capitalized up to the date when the asset is ready for its intended use.

**f) Inventories :**

- i) Finished Goods are valued at lower of cost or net realizable value. Cost includes material, labour and direct overheads and proportion of manufacturing overheads based on normal operating capacity. Further scrap of finished goods is valued at Net Realizable Value.
- ii) Stock in process is valued at cost.
- iii) Raw Material, packing Material, Stores & Fire wood/Lignite, Folders are valued at cost inclusive of freight & incidental expenses. Cost is net of Modvat credit and input VAT.
- iv) Stock lying at C & F Agent is valued at cost plus excise, packing, freight and octroi, if any.

**g) Foreign Currency Transaction :**

Foreign currency transactions are accounted at exchange rates prevailing on the date of the transactions take place or that approximates the actual rate on the date of transactions. The transactions denominated in foreign currencies, which are not settled up to the date of balance sheet, are translated into rupees at the exchange rate prevailing on the date of balance sheet.

Any gains or losses on account of exchange difference either on settlement or on translation is recognized in the statement of Profit and Loss except in cases where they relate to the acquisition of qualifying fixed assets covered under AS-16, in which case they are adjusted to the carrying cost of such assets.

Transactions in the foreign currency which are covered by forward contracts are accounted for at the contracted rate; the difference between the forward rate and the exchange rate at the date of transaction is recognized in the statement of profit & loss over the life of the contract.

**h) VAT, CST, Excise duty & Service tax :**

VAT, CST, excise duty & Service Tax payable and Cenvat receivable are accounted on the basis of returns submitted. Additional liabilities if any on assessment/ audit objections shall be provided/ paid as and when the assessment is completed.

**i) Employee Benefits:**

**a) Short Term Employee Benefits**

All Employees benefits falling due wholly within twelve months of rendering the services are classified as short term employees' benefits. The benefits like salary wages short term compensated absences & performance incentives are recognized in the period in which the employee renders the related services.

**b) Post employment benefits**

The Provident fund Scheme managed by Employees' Provident Fund Act 1952 managed by Government of Gujarat , Employees' Gratuity Fund Scheme managed by LIC are the company's defined benefit plans. Wherever applicable, the present value of obligation under such defined benefit plans is determined based on actuarial valuation using the projected unit credit method which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to built up financial obligation.

The obligation is measured at the present value of estimated cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan is based on the market yields on Government Bonds as at Balance sheet date having maturity periods approximating to the term of related obligations. Actuarial Gains and loss are recognized immediately in the profit and loss account. In case of funded plans the fair value of plan assets is reduced from the gross obligations under the defined benefit plans to recognize the obligation on net basis.

Gain or loss on the curtailment or settlement of any defined benefit plans recognized when the curtailment or settlement occurs. Past service cost is recognized as expense on straight line basis over the average period until the benefit becomes vested.

- i. Provident Fund and Employee's Deposit Linked Insurance (EDLI) are defined contribution scheme and the contributions are charged to statement of profit & loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- ii. Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done using projected unit credit method.
- iii. Actuarial gain and losses are recognized in the statement of Profit & Loss.
- iv. The provision for leave encashment has been made as per the rules and regulations of the company.

## j) **Prior Period Items :**

Significant items of income and expenditure, which are relating to prior accounting period, are accounted in the statement of Profit and loss, under the head prior year adjustments and the expenditure & income which are not material pertaining to prior period, are shown under the respective heads of accounts in the statement of Profit & Loss.

## k) **Depreciation :**

### (i) **Tangible- Owned assets:**

Depreciation on the fixed assets is provided based on the useful life prescribed in Schedule II of the Companies Act, 2013, on straight-line method. Further, the depreciation on Plant and Machinery of Laminate division is provided on three shifts basis. Depreciation for assets purchased / sold during a period is proportionately charged.

### (ii) **Intangible Assets:**

Depreciation on the intangible assets like computer software is provided based on the useful life prescribed in Schedule II of the Companies Act, 2013, on straight-line method.

### (iii) **Capital work in progress:**

Cost of Assets not ready for intended use as on balance sheet date is shown as Capital work in progress. Advance given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as long term loans and advances. Where construction or development of any such assets requiring a substantial period of time to set up for its intended use is funded by borrowing if any, the corresponding borrowing cost are capitalized up to the date when the asset is ready for its intended use.

## l) **Events Occurring after balance Sheet Date :**

Events occurring after the date of Balance Sheet are considered up to the date of adoption of the accounts where material except a raid u/s 67 of the Gujarat Commercial Tax conducted after the balance sheet but before adoption of account, however its order along with demand if any is not served till date of signing Account. In lieu thereof its impact on revenue can't be ascertained hence can't be recognized.

## m) **Borrowing Costs :**

Borrowing Costs including Foreign Exchange Fluctuation for qualifying assets incurred in relation to the acquisition, construction of assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other Borrowing costs including interest, pre payment charges, and finance charges in respect of assets acquired on hire purchase are charged as an expense in the year in which these are incurred.

## n) **Taxation :**

In view of loss, during the current period the provision for Tax on income in accordance with the provision of the Income tax Act, 1961 is not required to be made.

Deferred tax is recognized on timing differences between the income accounted in the financial statements and the taxable income for the year, and quantified using the tax rates and loss enacted or subsequently

enacted as on the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonably certain/ virtual certainty that the sufficient future taxable income will be available against which such deferred tax assets can be realized. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure realization.

**o) Deferred Tax Asset as on March 31, 2016 Comprises of the following:**

The deferred tax liabilities for the year ended on March 31, 2016 is recognized for the profit & loss account comprising of tax effect of timing difference as under.

(₹ In Lakh)

Particulars	March 31, 2016	March 31, 2015
<b>Deferred Tax Liabilities</b>		
Opening	220.07	243.68
Addition	00.00	00.00
Deduction	19.42	23.61
<b>Total A</b>	<b>200.65</b>	<b>220.07</b>
<b>Deferred Tax Assets</b>		
Opening	04.08	80.97
Addition-Depreciation & Others Items	14.23	00.00
Deduction -	00.00	76.89
<b>Total B</b>	<b>18.91</b>	<b>04.08</b>
<b>Net Deferred Tax Liabilities (Total A-B)</b>	<b>182.34</b>	<b>215.99</b>

**p) Provisions & Contingencies :**

A provisions are recognized when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimates required to settle the obligation at Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A Contingent liabilities is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A Contingent Liabilities also arise in extremely rare cases where there is a liability that cannot be recognized because it cannot be measure reliably. Contingent liabilities are not recognized but disclosed in notes to the Financial Statements in case if obligation is disputed and the possibility of an outflow of resources is remote. Contingent assets are not recognizes until the realization of Income is virtually certain as per views of the management.

**q) Segment Reporting :**

The Company is primarily engaged in business of furnishing and construction material belongs to same product group, which is governed by the same set of risks and returns. Hence, there is only one primary segment. The said treatment is in accordance with the principal enunciated in Accounting Standard (AS-17) on Segment Reporting.

**r) Impairment :**

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/ external factor. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is, greater of asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value.

## s) Earnings Per Share :

Basic earnings per share are calculated by dividing the net profit/loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted EPS, the net profit attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## t) Investments :

Long term investments are carried at cost. As there was no diminution other than temporary in the value of the investments no provision for diminution for the same is required to be recognized. There is no Current Investment as at the balance Sheet date. Hence, no comment for its valuation is offered.

## u) Deferred Revenue Expenditure: Nil

## v) Cash flow statement :

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities reported using indirect method. Under the Indirect method the Net profit is adjusted for the effects of:

- Transactions of a non cash nature
- Any deferrals or accruals of past and future operating cash receipt or payment and
- Items of income or expense associated with investing or financing cash flows.

Cash and cash equivalents (Including Bank balances) are reflected as such in cash flow statement.

## Note – 2 : NOTES ON ACCOUNTS

### 1. Contingent liabilities not provided for :

(₹ In Lakh)

Particulars	March 31,2016	March 31,2015
Letter of Credit opened for import of raw materials	11.96	179.08
Letter of Credit opened for indigenous Raw material	23.00	562.96
Sales bills discounted With Bankers	0.00	68.13
Letter of Credit for capital goods		
Income tax demand disputed in appeals	186.81	194.43
Gujarat Sales Tax disputed in appeals	28.57	5.98
Excise & Service tax demand disputed in appeals	32.12	5.38

**Note:** Future cash outflows in respect of (e) (f) & (g) above are determinable on receipt of judgments, decisions pending with various forums/ authorities.

### 2. Value of Imports (on CIF Basis) :

a) Raw material	1405.09	1110.36
b) Capital goods	61.21	42.27

### 3. Earning in Foreign Exchange :

a) Export of Goods calculated on F.O.B. Basis	1046.97	1741.95
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### 4. Expenditure in foreign currency in respect of :

a) Foreign Travelling:	5.14	2.53
b) Commission of Export Sales	1.09	0.09
c) Interest on buyers credit	13.47	11.15



5. The company has accounted ₹ 1,18,31,568/- (P.Y. ₹ 1,58,73,300/-) as export benefit receivable and outstanding as on March 31, 2016 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.
6. The Management has reviewed old outstanding trade receivable which are overdue for more than one year. Provision for doubtful debts is not made in view of trade practice in the laminate industries in respect of dues for supply of publication or Folder etc. to be adjusted when the same are returned in good condition. As per the opinion of Management the said dues are fully recoverable hence no provision is required Bad and Doubtful debts.
7. Profit/ Loss on sale of Raw material has not been segregated in showing the consumption thereof (i.e. Consumption is net of sale of Raw material).
8. The company has not reconciled the balances with various parties appearing under Note of trade receivable, Loans & advances and trade & other payable. Hence impact of such reconciliation, if any, is not ascertained.
9. In the absence of any intimation from vendors regarding status of their registration under "Micro, Small & Medium Enterprise Development Act, 2006", the company is unable to comply with the disclosure requirement to be made under the said act.
10. The company has recognized MAT Credit Asset of ₹ 47.40 Lacs (P.Y. ₹ 15.46 Lacs) 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.

**11. Consumption of Raw material and spare parts :**

The value of consumption of Raw Material and spare parts for indigenous and imported is not furnished separately as separate records thereof are not maintained.

12. In the opinion of the Board, any of the current assets, loans and advances has a value on realization in the ordinary course of business at least equal to the amount at which they are stated including old debtors of folders and publicity articles aggregating ₹ 62,70,420/-.

**13. Related Party Information:**

Information about related parties as required by AS-18:

Sr. No.	Name of the related party	Description of relations Key management personnel
1.	Mr. Sunil S. Gupta	Managing Director
2.	Mrs. Rupal S. Gupta	Executive Director
3.	Mr. Karan S. Gupta	Executive Director
4.	Mrs. Brinda K. Gupta	CFO- One of Director's Wife
<b>Parties where control exists:-</b>		
1.	Suncare Traders Limited	Enterprise over which control exercised by key management personnel
2.	Karan Interior Limited	Enterprise over which control exercised by key management personnel

## 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>	866.92 (846.63)	0.35 (0.00)	
<b>Purchase of Goods</b>	61.70 (0.00)		
<b>Trading Expenses</b>	0.17 (0.00)		
<b>Remuneration &amp; perquisites to Directors</b>			
Shri S. S. Gupta		28.72 (26.88)	
Smt. R. R. Gupta		7.95 (7.35)	
Karan S. Gupta	13.25 (12.25)		
Rent (Sunil Gupta)		15.60 (15.60)	
Brinda K Gupta		1.26 (0.00)	

**Note:** Figures in the bracket indicate previous years' figures

### 14. Employee Benefit Plans :

#### a) Defined Contribution Plans :

Contribution to Provident Fund of ₹ 18.39 Lacs (P.Y. 13.05 Lacs) is recognized under the head of 'Provident Fund' in Profit and Loss Account.

#### b) Defined Benefit Plans – Gratuity :

Consequent upon the adoption of Accounting standard on "Employee Benefit" (AS-15) (Revised 2005) issued by the Institute of Chartered Accountants of India, as required by the Standards, the following disclosures are made:

(Amount in ₹)

Particulars	F.Y. 2015-16	F.Y. 2014-15
<b>A The amounts recognized in the statement of Profit and Loss Accounts are as follows:</b>		
Defined Benefit Plan - Gratuity		
Current Service Cost	568,671	568,671
Interest Cost	284,631	264,904
Expected Return on plan Assets	(154,747)	(206,475)
Net Actuarial (Gain)/ Loss	(293,288)	(489,379)
<b>Amount included in the head Gratuity Expenses</b>	<b>405,267</b>	<b>137,721</b>

Particulars	F.Y. 2015-16	F.Y. 2014-15
<b>B The amount recognized in the Balance Sheet</b>		
Present value of funded obligation	3410,826	3,557,889
Less: Fair value of plan assets	1689,266	2,241,596
<b>Net Liability included under the head provision for Gratuity</b>	<b>1721,560</b>	<b>1,316,293</b>
<b>C Changes in the present value of the defined Benefit Obligation representing reconciliation of the opening and closing balance thereof are as follows:</b>		
Present value of obligation at beginning of the year	3557,889	3,311,309
Interest Cost	284,631	264,904
Current Service Cost	568,671	568,671
Benefit paid	(707,077)	(97,616)
Net Actuarial (Gain)/ Loss on obligation	(293,288)	(489,379)
<b>Present value of obligation as at the end of the year</b>	<b>3,410,826</b>	<b>3,557,889</b>
<b>D Changes in the fair value of plan assets:</b>		
Opening fair value of the plan assets	2,241,596	2,132,737
Expected return on plan assets	154,747	206,475
Contributions	-	-
Benefit paid	(707,077)	(97,616)
Actuarial (Gain)/ Loss	-	-
<b>Closing fair value of plan assets</b>	<b>1,689,266</b>	<b>2,241,596</b>
<b>E Expected contribution to defined benefit plan for the year</b>	<b>1,721,560</b>	<b>1,316,293</b>
<b>F Insurer Managed Funds (Life Insurance Corporation of India)</b>		
The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in the expected rate of return on assets due to the improved stock scenario.		
<b>G The principal actuarial assumption at the Balance Sheet date:</b>		
Discount Rate	8%	8%
Salary Escalation	7%	7%
Mortality Table	LIC (1994-96)	LIC (1994-96)

**Notes:-**

- The Company as per reasonable estimates made an excess provision for contribution to gratuity of ₹ 7,38,030/-
- Excess provision made for contribution to Gratuity Fund have been duly reversed after Balance Date but before adoption of Accounts

## 15. Segment Information :

### a) Primary Segment - Business Segment :

The company manufactures and sales laminated sheets and wooden doors, Frames and Furniture which belong to the same product group of furnishing and construction material. The product has the same risks and returns, which are predominantly governed by market conditions, namely demand and supply position. Thus there is only one identifiable reportable segment.

### Secondary Segment – Geographical Segment:

	(Amount in ₹)		
Particulars	Domestic	Export	Total
Segment revenue by Geographical area based on Geographical Location of customers	<b>F.Y. 2015-16</b>	<b>F.Y. 2015-16</b>	<b>F.Y. 2015-16</b>
<b>Laminate Division</b>	474,382,319	128,184,540	602,566,859
<b>Door Division</b>	060,916,116	-	60,916,116
	<b>F.Y. 2014-15</b>	<b>F.Y. 2014-15</b>	<b>F.Y. 2014-15</b>
<b>Laminate Division</b>	455,465,833	174,176,119	629,641,952
<b>Door Division</b>	46,703,012	-	46,703,012

## 16. Particulars of Earning per share :

	(Amount in ₹)	
Particulars	March 31, 2016	March 31, 2015
Face Value Per Share (Rs)	10	10
Net Profit after tax (₹)	-18,932,422	6,863,342
Weighted avg. no of Equity Share	6,850,000	6,850,000
Earnings Per Share basic and diluted	-2.76	1.00

17. Cash Flow Statement has been prepared under the “Indirect Method” as set out in Accounting Standard-3 on Cash Flow Statement issued by the Institute of Chartered accountants of India and figures in bracket represent outflow of cash.

18. The information required by clause 5(ii)(a), of part II of Schedule III of the companies Act, 2013 are as under:

### A) Quantitative information in respect of Company's operation:

#### 1) Particulars of finished goods:

	PURCHASE		SALE	
Particular	Qty (In Nos.)	(Amount in '000)	Qty (In Nos.)	(Amount in Lakh)
<b>Door</b>	Nil	Nil	NA *	608.20
<b>Laminate</b>	Nil	Nil	NA *	6202.19

\*NA – Not Available

## 2) Particulars of Manufactured goods:

Particulars	Licensed Capacity (In Nos.)	Installed Capacity (In Nos.)	Actual Capacity (In Nos.)
Door	Nil	Nil	Nil
Laminate	Nil	2,160,000	1,185,773

## 3) Particulars of closing stock of Finished Goods:

Particular	Opening Stock		Closing Stock	
	Qty (In Nos.)	(Amount in Lakh)	Qty (In Nos.)	(Amount in Lakh)
Door	1960.00	43.12	9410.11	74.52
Laminate	270928.00	1967.99	265164.00	2224.44

## 4) Particulars of consumption of Raw materials:

Particulars	Qty (In KGS)	(Amount in Lakh)
Paper	3909656.10	1980.17
Chemical	4350594.14	1300.30
Other	251674.00	72.26

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Note 3 Share capital

Particulars	Year ended on March 31, 2016		Year ended on March 31, 2015	
	Number of shares	Amount (In ₹)	Number of shares	Amount (In ₹)
(a) Authorised				
Equity Shares of ₹ 10/- each with voting rights	10000000	100000000	10000000	100000000
(b) Issued				
Equity Shares of ₹ 10/- each with voting rights	6850000	68500000	6850000	68500000
(c) Subscribed and fully paid up				
Equity Shares of ₹ 10/- each with voting rights	6850000	68500000	6850000	68500000
<b>Total</b>	<b>6850000</b>	<b>68500000</b>	<b>6850000</b>	<b>68500000</b>

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

Particulars	Year ended on March 31, 2016		Year ended on March 31, 2015	
	No. of shares	Amount (In ₹)	No. of shares	Amount (In ₹)
<b>Equity Share with Voting Rights</b>				
At the beginnig of the year	6850000	68500000	6850000	68500000
Issued during the year	0	0	0	0
bought back during the year	0	0	0	0
Any other movement	0	0	0	0
<b>Outstanding at the end of the year</b>	<b>6850000</b>	<b>68500000</b>	<b>6850000</b>	<b>68500000</b>

#### B. Details of shares held by each shareholder holding more than 5% of issued share capital:

Class of shares / Name of shareholder	March 31, 2016		March 31, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity Share with Voting Rights</b>				
Dr. Sunil Gupta	2184908	31.90%	2188555	31.95%
Rupal Gupta	523889	7.65%	523889	7.65%
Bimalkumar P. Brahmhatt	819351	11.96%	819351	11.96%
Bennett coleman & Co Ltd.	623375	9.10%	623375	9.10%
<b>Total</b>	<b>4151523</b>	<b>60.61%</b>	<b>4155170</b>	<b>60.66%</b>

#### NOTES - Regarding conversion of Preferential Share Warrant :

During the financial year 2013-2014 the company allotted 8,50,000/- Eq share of ₹ 10/- each at the premium of ₹ 9.25/- per share in lieu of conversion of Preferential Warrant of B Type Warrant.

**BLOOM DEKOR LIMITED****Note 4 Reserves and surplus****(Amount in ₹)**

<b>Reserves and surplus</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>(a) Capital Reserve</b>		
Opening Balance	11,729,077	7,986,890
Add : Addition during the year		
Forfeited amt of the preference share warrant <b>(Refer Notes Below)</b>	-	3,742,187
Less : Utilised/transfer during the year	-	-
<b>Closing Balance</b>	<b>11,729,077</b>	<b>11,729,077</b>
<b>(b) Securities Premium Account</b>		
Opening Balance	24,617,200	24,617,200
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year	-	-
<b>Closing Balance</b>	<b>24,617,200</b>	<b>24,617,200</b>
<b>(c) General Reserve</b>		
Opening Balance	6,678,577	5,178,577
Add : Addition/transfer during the year	-	1,500,000
Less : Utilised/transfer during the year	-	-
<b>Closing Balance</b>	<b>6,678,577</b>	<b>6,678,577</b>
<b>(d) Other Reserve (State Subsidy)</b>		
Opening Balance	-	1,500,000
Add : Addition/transfer during the year	-	-
Less : Transfer during the year to General Reserve	-	1,500,000
<b>Closing Balance</b>	<b>-</b>	<b>-</b>
<b>(e) Surplus/(Deficit) in the statement of Profit &amp; Loss Account</b>		
Opening Balance	58,273,359	56,361,526
(+) Net Profit/(Net Loss) For the current year	(18,932,422)	6,863,341
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	4,110,000
Dividend proposed to be distributed to Equity shareholders ₹ 0.60/- per share on share capital of ₹ 6,85,00,000/-		
(-) Tax on Dividends	-	841,508
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
<b>Closing Balance</b>	<b>39,340,937</b>	<b>58,273,359</b>
<b>Total Reserves and Surplus</b>	<b>82,365,792</b>	<b>101,298,213</b>

**NOTES :**

Due to non receipt of balance 75% of amount of total warrant of ₹ 19.25/- per warrant on or before 18 months from date of allotment i.e. on or before 30th, October 2014, the Company during the financial year 2014-15, forfeited Part Payment received against Convertible Preference Warrants as mentioned hereinabove.

## Note 5 Long-term borrowings

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>(a) Term loans</b>		
<b>Secured Term Loan</b>		
From Bank	-	684,248
From Financial Institutions	81,948,897	25,421,750
<b>Unsecured</b>		
From Bank	-	-
From Financial Institutions	3,820,031	-
<b>Total</b>	<b>85,768,928</b>	<b>26,105,998</b>

Additional Disclosure for secured Loan:

- Car loan from HDFC Bank Ltd is secured primarily by First charge on vehicle mortgaged to bank and collaterally by personal guarantee by Directors.
- Car loan from Kotak Mahindra Prime Ltd is secured primarily by First charge on vehicle mortgaged to bank and collaterally by personal guarantee by Directors.
- Loan from Reliance Capital Ltd. Is secured primarily by first charge on Plant and Machinery of the company and collaterally by personal guarantee by Directors.
- Loan from Religare Finvest Ltd. was secured primarily by first charge on Residential Bungalows situated at 9, Kalhar Bungalows, Shilaj, Ahmedabad registered in the name of M.D. Shri. Dr. Sunil Gupta and the collaterally personal guaranteed by Directors. During the year under report the same has been fully repaid.
- Loan from Bajaj Finance Ltd. bearing Loan Agreement No. : 418CSH17862363 is secured primarily by first charge on Residential Bungalows situated at 9, Kalhar Bungalows, Shilaj, Ahmedabad registered in the name of M.D. Shri. Dr. Sunil Gupta and the collaterally by personal guarantee by Directors.

## Note 6 Differed Tax Assets / Liability ( Net )

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>Differed Tax Liability</b>		
Timing diff. between book & tax depreciation	20,065,194	22,007,509
<b>Gross Differed Tax Liability</b>	20,065,194	22,007,509
<b>Differed Tax Assets</b>		
Unpaid bonus & Ex-gratia	1,831,460	408,456
<b>Gross Differed Tax Assets</b>	1,831,460	408,456
<b>Net Differed Tax Liabilities</b>	<b>18,233,734</b>	<b>21,599,053</b>

## Note 7 Other long-term liabilities

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
Trade/Security Deposit received	13,900,000	10,900,000
<b>Total</b>	<b>13,900,000</b>	<b>10,900,000</b>



**BLOOM DEKOR LIMITED****Note 8 Short-term borrowings****(Amount in ₹)**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>Secured Borrowings</b>		
From Banks	185,549,624	192,599,892
Bills discounted under letter of Credit	7,589,887	6,813,398
<b>Unsecured Loans from</b>		
Foreign currency buyer's Credit	95,442,067	66,288,375
<b>Total</b>	<b>288,581,578</b>	<b>265,701,665</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.

- (a) Registered Mortgaged of factory Land & building at Block No.:- 267,268,269,271/P/2 at village - oran, Taluka - Prantij, Dist:- Sabarkantha.
- (b) Registered Mortgaged of Plot No.:- 28, Saket, Himalya Darshan Society, Makarba, Ahmedabad in the name of Director Dr. Sunil Gupta.
- (c) Registered Mortgaged of Office No - 1, 2/F, Sumel Complex, S.G. Highway, Thaltej, Ahmedabad. in the name of Director Dr. Sunil Gupta.
- (d) Personal guarantee in individual capacity of Director Shri. Sunil Gupta and Smt. Rupal S. Gupta.

**Note 9 Trade payables****(Amount in ₹)**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>Trade Payables</b>		
Creditors for Raw Materials	103,179,459	115,048,659
Creditor for Exp Laminate & Door	33,777,475	22,742,051
Unpaid Expenditure	3,750,244	2,776,435
<b>Total</b>	<b>140,707,178</b>	<b>140,567,146</b>

**Additional Disclosure**

1. In absence of the information from vendors regarding status of their registration under "Micro, Small and medium enterprise Act , 2006 ", the company is unable to comply with the disclosure requirement to be made under the said Act.

## Note 10 Other current liabilities

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>(A) Current maturities of long term debt</b>		
<b>Secured</b>		
From Banks	791,695	1,102,200
From Financial Institutions	6,051,736	13,699,284
<b>Unsecured</b>		
From Banks	-	-
From Financial Institutions	3,807,257	-
<b>(B) Unpaid Dividends</b>	569,129	252,498
<b>(C) Statutory Remittances</b>	21,011,183	18,785,611
<b>(D) Other Payables</b>	598,897	241,839
<b>Total</b>	<b>32,829,897</b>	<b>34,081,432</b>

Additional Disclosure for secured Loan:

- Car loan from HDFC Bank Ltd is secured primarily by First charge on vehicle mortgaged to bank and collaterally by personal gurantee by Directors.
- Car loan from Kotak Mahindra Prime Ltd is secured primarily by First charge on vehicle mortgaged to bank and collaterally by personal gurantee by Directors.
- Loan from Reliance Capital Ltd. Is secured primarily by first charge on Plant and Machinery of the company and collaterally by personal gurantee by Directors.
- Loan from Religare Finvest Ltd. was secured primarily by first charge on Residential Bunglows situated at 9, Kalhar Bunglows, Shilaj, Ahmedabad registered in the name of M.D. Shri. Dr. Sunil Gupta and the collaterally personal guaranteed by Directors. During the year under report the same has been fully repaid.
- Loan from Bajaj Finance Ltd. bearing Loan Agreement No. : 418CSH17862363 is secured primarily by first charge on Residential Bunglows situated at 9, Kalhar Bunglows, Shilaj, Ahmedabad registered in the name of M.D. Shri. Dr. Sunil Gupta and the collaterally by personal gurantee by Directors.

## Note 11 Short-term provisions

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
(a) Provision for Employee Benefits	4,512,893	2,995,860
(b) Provision for Wealth Tax	-	62,000
(c) Provision for proposed equity Dividend	-	4,110,000
(d) Dividend Tax Payble	-	841,508
(e) Provision for MAT F.Y.-2014-15	-	2,401,000
<b>Total</b>	<b>4,512,893</b>	<b>10,410,368</b>

[illegible]

NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

**BLOOM DEKOR LIMITED**

## Note 13 Non-current investments

(Amount in ₹)

Particulars	As at March 31, 2016			As at March 31, 2015		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
<b>Investments</b>						
<b>Investment in Equity Instrument</b>						
Share of Nutan Nagrik Sahkari Bank	-	11,200	-	11,200		
<b>Other Non-Current Investments</b>						
Investment in Gold Coin	-	410,594	-	410,594		
<b>Gross non current investments</b>	-	<b>421,794</b>	-	<b>421,794</b>		
<b>Less : Provision for diminution in value of investments</b>	-	-	-	-		
<b>Net Non Current investments</b>	-	<b>421,794</b>	-	<b>421,794</b>		

## Note 14 Long-term loans and advances

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>(a) Security Deposits</b>		
Unsecured, Considered good	2,220,192	2,020,727
Less : Provision for doubtful loans and advances	-	-
	2,220,192	2,020,727
<b>(b) Loans and advances to employees</b>	-	-
<b>(c) Advance Income Tax(net of provisions)</b>		
Unsecured, Considered Good	7,742,916	4,436,879
<b>(d) Balances with Govt. Authorities</b>		
Unsecured, Considered Good	283,276	283,276
<b>(e) Other Loans and advances</b>		
Unsecured, Considered good	107,369	11,111,641
	107,369	11,111,641
Less : Provision for other doubtful loans and advances	-	-
	107,369	11,111,641
<b>Total</b>	<b>10,353,751</b>	<b>17,852,522</b>

**BLOOM DEKOR LIMITED****Note 15 Inventories****(Amount in ₹)**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>(a) Raw Materials</b>	138,738,728	107,030,692
	<b>138,738,728</b>	<b>107,030,692</b>
<b>(b) Stock under work in progress @ (Refer Note Below)</b>	28,065,942	5,649,272
Goods in process At Job Work Parties	520,358	1,560,263
	<b>28,586,301</b>	<b>7,209,535</b>
<b>(c) Finished goods (other than those acquired for trading)</b>	203,599,117	181,135,833
Finished Goods Stock At Consignment Agent	26,296,886	19,975,858
	<b>229,896,003</b>	<b>201,111,691</b>
<b>(d) Stock in trade (Acquired for trading)</b>	597,103	941,163
	<b>597,103</b>	<b>941,163</b>
<b>(e) Stores &amp; Spares</b>		
Stores	2,340,553	2,412,411
Packing Materials	1,328,821	992,009
	<b>3,669,373</b>	<b>3,404,420</b>
<b>(f) Other inventories</b>		
Folders and Advertise articles	3,412,379	3,323,366
Fire Wood & Lignite	315,827	338,309
	<b>3,728,206</b>	<b>3,661,675</b>
<b>Total</b>	<b>405,215,714</b>	<b>323,359,176</b>

**NOTE :15A Details of inventory of work in progress****(Amount in ₹)**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>Raw Materials</b>		
Papers	1,966,578	5,383,492
Chemicals	335,600	265,780
Others (Semi Finished)	21,519,308	-
Others (Wood and Frames)	4,244,456	-
<b>Gross Total</b>	<b>28,065,942</b>	<b>5,649,272</b>

**Note 16 Trade receivables****(Amount in ₹)**

<b>Particulars</b>	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>Debt Due for more than 6 months</b>		
Unsecured, Considered good	60,583,750	10,640,979
Doubtful	6,270,420	7,006,386
	66,854,171	17,647,365
Less : Provision for doubtful trade receivables	-	-
	<b>66,854,171</b>	<b>17,647,365</b>
<b>Other Trade receivables( Less than 6 M)</b>		
Unsecured, Considered good	25,020,263	83,313,547
Doubtful	-	-
	25,020,263	83,313,547
Less : Provision for doubtful trade receivables	-	-
	<b>25,020,263</b>	<b>83,313,547</b>
<b>Total</b>	<b>91,874,433</b>	<b>100,960,912</b>

## Note 17 Cash and cash equivalents

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>a. Balances with banks</b>		
(i) In current accounts	6,714,067	7,147,458
(ii) In EEFC accounts	829	-
(iii) In earmarked accounts		
Unpaid Dividends Accounts	569,129	252,498
Held as margin money or security against	14,305,298	15,011,915
	<b>21,589,323</b>	<b>22,411,871</b>
<b>b. Cash on hand</b>		
In form of Indian Rupees	788,331	440,004
In form foreignCurrencies	-	-
<b>Total</b>	<b>22,377,654</b>	<b>22,851,875</b>

## Note 18 Short-term loans and advances

(Amount in ₹)

Particulars	As at March 31, 2016	As at March 31, 2015
<b>(a) Security Deposits</b>		
Unsecured, Considered good	2,905,796	1,427,330
Less : Provision for doubtful loans and advances	-	-
	<b>2,905,796</b>	<b>1,427,330</b>
<b>(b) Loans and advances to employees</b>		
Unsecured, Considered good	281,706	284,420
Less : Provision for doubtful loans and advances	-	-
	<b>281,706</b>	<b>284,420</b>
<b>(c) Prepaid Expenses (Unsecured, Considered Good)</b> (for e.g. Insurance Premium, Annual Maint. Contracts, Commission)	<b>1,229,077</b>	<b>738,114</b>
<b>(d) Balances with Govt. Authorities</b>		
Unsecured, Considered Good	<b>13,344,757</b>	<b>18,189,590</b>
<b>(e) Other Loans and advances</b>		
Unsecured, Considered good	3,380,536	3,653,648
Doubtful	700,886	700,886
	<b>4,081,422</b>	<b>4,354,534</b>
Less : Provision for other doubtful loans and advances	-	-
	<b>4,081,422</b>	<b>4,354,534</b>
<b>Total</b>	<b>21,842,758</b>	<b>24,993,988</b>

**BLOOM DEKOR LIMITED****Note 19 Other current assets (Amount in ₹)**

Particulars	As at March 31, 2016	As at March 31, 2015
(i) Interest accrued on deposits	369,445	313,543
(ii) Insurance Claims	-	130,134
(iii) Travelling Advances	-	196,730
<b>Total</b>	<b>369,445</b>	<b>640,407</b>

**Note 20 Revenue from Operations (Amount in ₹)**

Income from Operation	For the year ended March 31, 2016	For the year ended March 31, 2015
Sale of Products [Note-20(i)]	682,541,403	676,344,964
Sale of Service [Note-20(ii)]	3,392,078	1,678,009
Other operating revenue [Note-20(iii)]	8,570,074	16,421,308
	694,503,555	694,444,281
<b>Less:</b>		
Excise Duty	56,073,657	50,241,805
Captive Consumption	18,913,420	12,640,549
	74,987,077	62,882,354
<b>Total</b>	<b>619,516,478</b>	<b>631,561,927</b>

**NOTE 20(i) Sale of Product****Sale of Product comprises of:****Manufactured Goods****Product: Laminates**

Domestic	492,034,052	453,160,673
Export	128,184,540	174,176,119

**Product: Door**

Domestic	60,819,700	46,269,615
Export	-	-

<b>Total Sale of Manufactured Good</b>	<b>681,038,292</b>	<b>673,606,407</b>
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<b>Sale of Traded Good</b>	<b>1,503,111</b>	<b>2,738,557</b>
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<b>Total Sale of Traded Good</b>	<b>1,503,111</b>	<b>2,738,557</b>
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<b>Total Sale of Products</b>	<b>682,541,403</b>	<b>676,344,964</b>
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**NOTE 20(ii) Sale of Service**

Sale of Service	3,392,078	1,678,009
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<b>Total Sale of Service</b>	<b>3,392,078</b>	<b>1,678,009</b>
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**NOTE 20(iii) Other operating revenue****Other Operating Revenue Comprises of:**

Income from C & F	660,675	359,853
Duty Drawback and other export incentives	7,286,600	11,995,884
Insurance on Sales	704,110	785,297
Insurance Claim Received	332,949	853,268
Freight Outward Collected	82,671	-
Credit Debit Balance W/off	220,049	1,992,518
Discount Received	103,037	434,486
Round Off	(3,389)	2
Short/excess licence incentive received	(816,628)	-

<b>Total - Other Operating Revenue</b>	<b>8,570,074</b>	<b>16,421,308</b>
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## Note 21 Other income (Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>(a) Interest Income:</b>		
Interest Income-FDR & Sharafi	1,800,116	1,413,719
Interest Income from C & F	103,408	679,934
<b>Head Total</b>	<b>1,903,524</b>	<b>2,093,653</b>
<b>(b) Dividend Income</b>	1,344	1,344
<b>Head Total</b>	<b>1,344</b>	<b>1,344</b>
(c) Other non-operating income (Net of expenses directly attributable to such income)	2,114,299	6,855,459
<b>Head Total</b>	<b>2,114,299</b>	<b>6,855,459</b>
<b>Total</b>	<b>4,019,167</b>	<b>8,950,456</b>

Note:

(i) Interest Income Comprises:		
Interest income from banks	1,295,233	1,080,141
interest on Deposit	504,882	333,578
<b>Total interest Income</b>	<b>1,800,115</b>	<b>1,413,719</b>
(ii) <b>Other non operating Income Comprises</b>		
Profit on sale of fixed Assets	330,996	-
Folder Publicity & Article Sales	-	210,600
Foreign Exchange Fluctuation Export	1,783,303	2,491,292
Foreign Exchange Fluctuation Import	-	4,153,567
<b>Total</b>	<b>2,114,299</b>	<b>6,855,459</b>

## Note 22.a Cost of materials consumed (Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Inventory at the beginning of the year of Materials	108,590,955	115,451,073
Add. Purchase	389,592,405	400,622,882
<b>Total</b>	<b>498,183,360</b>	<b>516,073,955</b>
Less : Inventory at the end of the year of Materials	136,445,564	108,590,955
Less : Sale of Raw Materials	-	-
Less : Captive Consumption	18,913,420	12,640,549
<b>Total</b>	<b>155,358,984</b>	<b>121,231,504</b>
Add : Export Benefit	10,116,930	3,548,203
<b>Cost of materials consumed</b>	<b>352,941,306</b>	<b>398,390,654</b>
<b>Material Consumed Comprises:</b>		
Paper	170,637,387	200,168,585
Chemical	132,624,427	174,874,919
Others	28,936,999	10,599,465
Custom Duty	10,625,563	9,199,482
Export Benefit	10,116,930	3,548,203
<b>Total</b>	<b>352,941,306</b>	<b>398,390,654</b>



**Note 22.b Purchase of traded goods**

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Flush Door Purchase	267,764	264,901
Laminate Sheet Purchase	2,030,247	2,055,000
Misc. Purchase	434,391	423,883
Traded Goods Purchase - Branches	8,063,264	5,166,191
<b>TOTAL</b>	<b>10,795,666</b>	<b>7,909,975</b>

**Note 22.c Changes in inventories of finished goods, work-in-progress and stock-in-trade**

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Inventories at the beginning of the year		
Finish Goods at Factory - Lam.	123,598,254	90,664,292
Finish Goods at Factory - Door	4,312,415	935,461
Stock in Transit	1,125,744	-
Finished Goods - Branches	52,099,420	8,867,251
Finish Goods - C & F - Lam.	19,975,858	41,755,863
Stock in Trade ( Traded Goods )	941,163	108,788
Work in Progress (Lam.)	5,649,272	6,749,282
	207,702,126	149,080,937
<b>Less :Inventories at the end of the year</b>		
Finish Goods at Factory - Lam.	118,676,407	123,598,254
Finish Goods at Factory - Door	7,452,143	4,312,415
Finished Goods - Branches	74,226,567	52,099,420
Finished Goods in Transit - Lam.	3,244,000	1,125,744
Finish Goods - C & F - Lam.	26,296,886	19,975,858
Stock in Trade ( Traded Goods )	597,103	941,163
Work in Progress (Lam.)	28,065,942	5,649,272
	258,559,048	207,702,126
<b>Changes In inventory Net (Increase)/ Decrease</b>	<b>(50,856,922)</b>	<b>(58,621,189)</b>

## Note 23 Employee benefits expense

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Salaries and Wages	67,359,368	56,044,120
Contribution to provident and other fund	3,051,154	1,442,886
Staff Welfare expenses	885,169	878,720
<b>Total</b>	<b>71,295,691</b>	<b>58,365,726</b>

## Note 24 Finance costs

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>A) Interest expense on</b>		
i) Borrowings	33,806,662	31,149,018
ii) Trade Payables	827,860	1,044,545
iii) Others	2,662,337	315,002
	<b>37,296,858</b>	<b>32,508,565</b>
<b>B) Other borrowing costs</b>	<b>9,371,250</b>	<b>5,671,125</b>
<b>C) Net(gain)/loss in foreign currency transactions and translation</b>		
Loss on Forward Contract	5,579,275	1,030,012
Foreign currencies Fluctuation (Buyers Credit)	1,505,282	-
	<b>7,084,556</b>	<b>1,030,012</b>
<b>Total</b>	<b>53,752,664</b>	<b>39,209,702</b>

## Note 25 Other expenses

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Consumption of Stores and spare parts	6,566,553	4,657,225
Consumption of Folders & Pub.	13,932,515	8,061,245
Consumption of packing materials	5,647,991	9,079,129
Increase\Decrease) of excise duty on inventory	(198,030)	4,136,014
Power and fuel	36,967,233	44,478,152
Rent including lease rentals	4,639,672	4,086,300
Repairs and maintenance - Office Building	88,927	155,545
Repairs and maintenance - Factory Building	134,915	402,733
Repairs and maintenance - Plant & Machinery	1,524,156	855,749
Insurance	1,243,235	1,431,564
Rates & Taxes	265,203	346,568

## Note 25 Other expenses [Contd...]

(Amount in ₹)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Communication	1,732,169	1,551,487
Travelling and Conveyance	6,903,965	4,934,661
Printing and stationery	514,255	513,250
Freight and forwarding	16,633,025	10,272,049
Sales commission	7,953,214	10,012,825
Sales discount	3,772,706	775,134
Business Promotion	18,554,804	1,640,891
Donation and Contribution	18,100	10,000
Legal and Professional	10,970,836	3,993,100
Excise Duty	23,554,018	16,150,998
Payment to auditors	651,000	645,000
Loss on Fixed Assets	-	290,522
Paper Printing Exps.	1,290,165	1,692,169
<b>Miscellaneous Expenses</b>		
Export clearing and forwarding	1,298,449	3,526,043
ISO/ISI Certification Exps.	165,620	227,321
Prevention and Securities Exps.	396,825	396,000
Electricity Exps. -Office & Godown	473,946	452,383
Import Clearing and Forwarding	9,292,254	6,497,821
Discount and Claims	1,757,050	1,084,714
Office Expenses	675,924	555,132
Advertisement Expenses	1,477,235	3,549,781
Licence Fees	61,100	41,680
Labour Charges	3,611,252	1,893,217
Misc Exp	1,806,075	2,250,142
Prior Period adjustment	1,047,387	2,340,466
<b>Total</b>	<b>185,423,743</b>	<b>152,987,010</b>

## Note 26

(Amount in ₹)

Depreciation and Amortization Expense	For the year ended March 31, 2016	For the year ended March 31, 2015
Depreciation (Lam)	20,658,947	22,653,576
Depreciation (Door)	4,223,292	4,168,486
Retain Gain/Loss	-	794,149
<b>Total</b>	<b>24,882,239</b>	<b>27,616,211</b>

SR No	Audit fees	For the year ended March 31, 2016	For the year ended March 31, 2015
1	Payments to the auditor as	200,000	200,000
2	b. for taxation matters,		
	Taxation	50,000	50,000
	VAT Audit	-	-
	VAT Appeals	-	-
	Excise Appeals	-	-
3	c. for company law matters,		
	Review Report	25,000	25,000
4	d. for management services,		
	Certification Expe.	10,000	10,000
5	e. for Company Audit	-	-
6	f. for reimbursement of expenses;	-	-
	<b>Total</b>	<b>285,000</b>	<b>285,000</b>

## Note 27 Earning per Share

Net Profit after tax has been used as numerator and no. of shares has been used as denominator for calculating the basic and diluted earning per share

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Face Value Per Share (In ₹ )	10	10
Net Profit After Tax	(18,932,422)	6,863,342
Weighted Avg No of share	6,850,000	6,850,000
Basic & Diluted Earning PerShare	(2.76)	1.00

SIGNATURE TO NOTES "1" TO "27"

*In terms of our report attached*  
For, **Dharmendra Shah & Co.**  
**Chartered Accountants**

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

**Dharmendra H. Shah**  
**Proprietor**  
**Membership No :036809**  
**FRN:102474W**

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

**Karan Gupta**  
**Executive Director**  
**DIN 03435462**

**Brinda Gupta**  
**Chief Financial Officer**  
**Place : Ahmedabad**  
**Date : May 17, 2016**

**Shivangi Gajjar**  
**Company Secretary**

**Place : Ahmedabad**  
**Date : May 17, 2016**

To,

**PurvaSharegistry (India) Private Limited**

Unit no. 9 Shiv Shakti Ind. Estt.,

J .R. Borichamarg, Opp. Kasturba Hospital Lane

Lower Parel (E), Mumbai 400 011

Dear Sir/Ma'am,

**Sub: Updation of Shareholder Information**

**Ref: Bloom Dekor Limited (CIN: L20210GJ1992PLC017341)**

I/we request you to record the following information against my/our folio no.;

Folio Number		No of Shares Held	
Name of the Shareholder	1. 2.		
Address of The First Holder			
Email Id			
PAN		Telephone No(s)	
Specimen Signature(s)	1. 2.		
<b>Attestation By Bank Under Their Stamp</b> Name of the officer Authorization Code Number Contact Number			

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete/incorrect information, I/we would not hold the Company /RTA responsible. I/We understand that the above details shall be maintained till I/we hold the securities under above folio number. Pursuant to Section 101 of the Companies Act, 2013 read with Rule made thereunder, I also give consent to the company to send the Notices, Annual Reports etc. through electronically.

**Place :**

**Date :**

**Note:**

---

**Signature of sole/ First Holder**

1. Shareholders who hold the shares in demat mode are requested to update the details with their Depository Participant.
2. Members who hold shares in physical mode are requested to send this form duly filled and signed with their signature which shall be duly attested by their banker under their name, authorization code number, contact number and Account number with the bank.
3. Attach following documents along with form;
  - a) Attested copy of the PAN card.
  - b) Attested copy of Aadhar Card/Passport/ration Card/Driving Licence/Voter Id (any one) (If PAN card is not obtained)
  - c) Attested copy of latest utility Bill (Telephone/Electricity/Gas) (any one) (if the address is changed)
  - d) In case of death of any holder kindly send attested copy of the death certificate.



**BLOOM DEKOR LIMITED****CIN:** L20210GJ1992PLC017341**Regd. Off:** Block No 267 Village Oran, Tal: Prantij, Sabarkantha, North Gujarat – 383 205**Corp. Off:** 2/F, Sumel, Sarkhej-Gandhinagar Highway Road, Opp. GNFC Info Tower, Thaltej, Ahmedabad-380 059**Phone:** 079 – 2684 1916 **Fax:** 079 – 2684 1914 **E-mail:** redressal@bloomdekor.com **Web:** www.bloomdekor.com**ATTENDANCE SLIP**

Regd. Folio No./DP Id No.*/Client Id No.* (*applicable in case of dematerialized form)	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the twenty-fifth Annual General Meeting of Bloom Dekor Limited held on Friday, September 23, 2016 at 11.00 a.m. at the registered office of the Company situated at Block No. 267, Village: Oran, Tal: Prantij, N.H.8, Dist. Sabarkantha, Gujarat – 383 205.

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**Member's/Proxy's Name in Block Letters**

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**Member's/Proxy's Signature**

**Notes:** Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

**REMOTE ELECTRONIC VOTING PARTICULARS**

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN	USER ID	PASSWORD
105142	For Initial Password, Member may write an e-mail at <a href="mailto:redressal@bloomdekor.com">redressal@bloomdekor.com</a> or contact at the corporate office of the Company. Member may also contact Registrar and Share Transfer Agent i.e. PSIPL.	

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

Commencement of e-voting	End of e-voting
Tuesday, September 20, 2016 (09:00 am)	Thursday, September 22, 2016 (05:00 pm).





**BLOOM DEKOR LIMITED****CIN:** L20210GJ1992PLC017341**Regd. Off:** Block No 267 Village Oran, Tal: Prantij, Sabarkantha, North Gujarat – 383 205**Corp. Off:** 2/F, Sumel, Sarkhej-Gandhinagar Highway Road, Opp. GNFC Info Tower, Thaltej, Ahmedabad-380 059**Phone:** 079 – 2684 1916 **Fax:** 079 – 2684 1914 **E-mail:** redressal@bloomdekor.com **Web:** www.bloomdekor.com**PROXY FORM**

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s) \_\_\_\_\_

Registered Address \_\_\_\_\_

E-mail Id \_\_\_\_\_

Folio No/Client Id \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the twenty-fifth Annual General Meeting of Bloom Dekor Limited to be held on Friday, September 23, 2016 at 11.00 a.m. at the registered office of the Company situated at Block No. 267, Village: Oran, Tal: Prantij, N.H.8, Dist. Sabarkantha, Gujarat – 383 205 and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
	<b>Ordinary businesses</b>			
1.	Adoption of financial statements			
2.	Appointment of Dr. Sunil Gupta as a director liable to retire by rotation			
3.	Ratification of Appointment of Statutory Auditors and fix their remuneration			
	<b>Special Businesses</b>			
4.	Appointment cum regularization of appointment of Mrs. Brinda Gupta (DIN 07236661) as Whole - time Director, designated as Executive Director			
5.	Authority to the Board of Directors to borrow monies			
6.	Authority for Creation of Charge / Mortgage on Property of the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Affix  
Revenue  
Stamp of  
not less  
than Rs. 1

\_\_\_\_\_  
**Signature of shareholder**\_\_\_\_\_  
**Signature of Proxy holder(s)****Note:**

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 21, 2016 at 11:00 a.m.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



# BLOOM

SIMPLY D'FRONT ►

## ACCREDITATIONS/CERTIFICATIONS



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