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BLOOM DEKOR LIMITED
ANNUAL REPORT
2016 - 2017



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CORPORATE INFORMATION**Board of Directors**

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

Chief Financial Officer

Mrs. Brinda Gupta

Company Secretary & Compliance Officer

Mr. Tushar Donda

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

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

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

Bankers

Punjab National Bank

Registrar & Share Transfer Agent**Purva Shareregistry (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

Committees of Board of Directors**Audit Committee**

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

Stakeholders' Relationship Committee

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

Nomination and Remuneration Committee

Mr. Mayur Parikh	Chairman
Mr. Ashok Gandhi	Member
Mrs. Brinda Gupta	Member

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

Secretarial Auditor**Mr. Anand Lavingia**

Practicing Company Secretary
Office No. 415 – 416, "Pushpam", Opp. Seema Hall,
Anandnagar Road, Satellite, Ahmedabad – 380 015

CONTENTS	PAGE NOS.
Notice	2-14
Directors' Report	15-41
Management Discussion & Analysis	42-44
Auditors' Report	45-51
Balance Sheet	52
Statement of Profit & Loss	53
Cash Flow Statement	54-55
Significant Accounting Policies	56-65
Notes forming part of the Financial Statements	66-80
Specimen Letter for Information Updation	81
Attendance Slip	83
Proxy Form	83-84

Notice to Shareholders

Notice is hereby given that the twenty-sixth Annual General Meeting of Bloom Dekor Limited ("The Company") will be held on Friday, September 29, 2017 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, 2017, together with the Reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Karan Gupta (DIN 03435462), who retires by rotation and being eligible, seeks re-appointment.
3. **Appointment of Statutory Auditors and fix their remuneration:**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W), be and are appointed as statutory auditors of the Company to hold office as Statutory Auditor of the Company from the conclusion of this 26th (twenty-sixth) Annual General Meeting (AGM) till the conclusion of the 31st (thirty first) AGM, subject to ratification of appointment of M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) by the members at every subsequent Annual General Meeting to held after 26th (twenty-sixth) AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

Special Businesses:

4. **Re-appointment of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company:**

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 Sections 196, 197 and 203 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 re-appointment of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company, liable for retire by rotations, for a period of 3 (Three) years with effect from September 1, 2017, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), up on the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Dr. Sunil Gupta.

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. Re-appointment of Mr. Karan Gupta (DIN 03435462) as Whole-Time Director, designated as Executive Director of the Company:

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 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 re-appointment of Mr. Karan Gupta (DIN 03435462) as 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 April 1, 2017, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), up on the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Karan Gupta.

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."

6. Change in Designation of Mrs. Brinda Gupta from Executive Director to Non-Executive Director cum Chief Financial Officer of the Company:

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 152, 203 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules and regulations made there under, approvals of the members of the Company be and is hereby accorded to change the designation of Mrs. Brinda Gupta from Executive Director to Non-Executive Director cum Chief Financial Officer of the company, effective from September 1, 2017 on such terms and conditions as may be decided by the Board of Directors of the Company;

RESOLVED FURTHER THAT Mrs. Brinda Gupta shall not be subject to retire by rotation during her tenure so long she functions as the Non-Executive Director cum Chief Financial Officer and that She shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT Mrs. Brinda Gupta be paid remuneration of Rs. 50,000/- per month during her tenure as Non-Executive Director cum Chief Financial Officer of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies, Gujarat and Dadra Nagar Haveli and to do all such acts and deeds as may be required to give effect to the above resolution;

7. Service of Documents to Members by the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed there under and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of

delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution."

Registered Office:
Block No. 267, Village: Oran,
Tal: Prantij, N.H.8, Dist. Sabarkantha,
Gujarat – 383 205
Place : Ahmedabad
Date : September 1, 2017

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

Dr. Sunil Gupta
Managing Director
DIN 00012572

Notes:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item Nos. 3 to 7 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, 4, 5 & 6 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 23, 2017 to Sunday, October 1, 2017 (both days inclusive) and same will be re-opened from Monday, October 2, 2017 onwards.
7. The route map showing directions to reach the venue of the twenty-sixth 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 2016-17 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 2016-17 will also be available on the Company's website viz. www.bloomdekor.com.
17. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In terms of the said IEPF Rules, the Company has uploaded the information in respect of the unclaimed and unclaimed Dividends on the website of the Company viz. www.bloomdekor.com. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.

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.

Attention of the members is drawn to the provisions of Section 124(5) of the Act which provides that any money transferred to Unpaid Dividend Account which remains unclaimed / unpaid dividend for a period of seven years from the date of such transfer shall be transferred by the Company along with Interest accrued, if any, thereon to the fund established by the Central Government.

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 26, 2017 (09:00 a.m.) and ends on Thursday, September 28, 2017 (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 22, 2017, 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 22, 2017.
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 22, 2017 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 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; "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.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).

Note: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password" option available on www.evoting.nsdl.com.

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 krishivadvisory@gmail.com and redressal@bloomdekor.com with a copy marked to 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. Initial password is provided separately:

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

Further, NSDL is pleased to inform you that NSDL has now integrated its e-Services website (<https://eservices.nsdl.com/>) with the aforesaid e-Voting system of NSDL, which enables you as a registered User of IDeAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz.; User ID and password of IDeAS facility. Thus, you would not be required to log-in to e-Voting system separately for casting votes in respect of the resolutions of companies.

Please note the following:

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 polling paper.

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.

The Scrutinizer shall after the conclusion of voting at the general meeting, 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour 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

Other information:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot User Details/Password?" or "Physical User Reset Password?" Option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case you need a physical copy of the Annual Report, please feel free to write to us at redressal@bloomdekor.com to enable us to dispatch the same to your registered address.

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 or call on toll free no.: 1800-222-990.

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("Act") and Secretarial Standard - 2, the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 3 to 7 of the accompanying Notice:

Item No.: 3

The statutory Auditors, M/s. Dharmendra Shah & Co., Chartered Accountants (Firm Registration No. 102474W) have expressed their unwillingness to be re-appointed as the auditors of the Company and tendered resignation vide its letter dated August 16, 2017. The Company has received written consent from M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) together with a certificate that their appointment, if made, will be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014. The Audit Committee has considered the qualifications and experience of the M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Special Resolution appointing M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) as statutory auditors for a period of five consecutive years i.e. from the conclusion of this 26th (twenty-sixth) Annual General Meeting (AGM) till the conclusion of the 31st (thirty first) AGM, subject to ratification of appointment of M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) by the members at every subsequent Annual General Meeting to be held after 26th (twenty-sixth) AGM.

Further Members of the Company are informed that M/s. Dharmendra Shah & Co., Chartered Accountants (Firm Registration No. 102474W) has resigned as Statutory Auditor and Board of Director, in place of them, has recommended the appointment of M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) as statutory Auditor of the Company. Therefore, the Board of Director, in view of legal ambiguity in provision, has recommended the passing of Special Resolution for appointment of M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) as statutory auditor of the Company.

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

Item No.: 4

The Members of the Company, in their Annual General Meeting held on September 27, 2014, have appointed Dr. Sunil Gupta as Managing Director of the Company. The present term of office of Dr. Sunil Gupta expired on August 31, 2017. The Board of Directors of the Company, in their Board Meeting held on September 1, 2017 has proposed to re-appoint Dr. Sunil Gupta as Managing Director of the Company for a period of 3 (Three) years w.e.f. September 1, 2017.

Dr. Sunil Gupta is a promoter Director of the Company. He manages day to day affairs of the Company and shoulders responsibilities and liabilities substantially in front of Marketing, Export-Import and other related activities of the Company. It is in the best interest of the Company to re-appoint him for a further period of 3 (three) years w.e.f. September 1, 2017, on the terms & conditions of remuneration as given here in after.

Moreover, the Nomination and Remuneration Committee, in their meeting held on September 1, 2017, has considered the matter and recommended the re-appointment of Dr. Sunil Gupta under Paragraph I (A) of Part II of Section II of Schedule V and approved the terms and condition of re-appointment and remuneration of Dr. Sunil Gupta w.e.f. September 1, 2017 subject to the approval of the Shareholders at this Annual General Meeting. The Committee has noted that the Company has not made any default in repayment of any debts.

Information about the appointee:

Background Details: Dr. Sunil Gupta is qualified 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.

Past Remuneration: In the financial year 2016-17, Dr. Sunil Gupta was paid total remuneration and perquisite of Rs. 28.61 Lakh.

Recognition or awards: The Company has been adjudged as the II Exporter of Decorative Laminates- for the

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 prestige's Award.

Job Profile and his suitability: Dr. Sunil Gupta is responsible managing the Company subject to superintendence, control and direction of the Board of Directors. His experience and knowledge has helped the Company to great extent.

Terms and conditions of re-appointment and Remuneration

Term of appointment: Three years with effect from September 1, 2017

Remuneration Proposed:

1. Basic Salary of Rs. 1,92,000/- per month excluding perquisite mentioned hereunder for a period of 3 years from the date of re-appointment with an increment of 10% every year;
Provided that Increment shall be applicable w.e.f. April 1 of every year and the first increment shall be applicable w.e.f. April 1, 2018.
2. Following perquisites will be paid over and above Basic Salary provided however that the perquisite in any year shall be calculated on Basic Salary the then to be paid;

A. Housing Rent Allowance:

- i. The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water.
- ii. In case no accommodation is provided by the Company, the Managing Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his basic salary per month.

B. Medical Reimbursement:

Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family, subject to ceiling of twenty percent of Basic Salary every year during the currency of appointment.

C. Leave travel concession

Leave travel concession for the Managing Director and his family once in a year incurred in accordance with the policy of the Company.

D. Club Fees:

Fees of clubs, subject to a maximum of two clubs.

E. Premium on Personal accident insurance: Rs. 1,00,000/- per annum

F. Provident Fund/Pension:

Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961.

Contribution to Pension Fund will be paid on basic salary

G. Gratuity:

Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

H. Use of Car with Driver:

The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.

I. Telephone facility at residence:

Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Managing Director.

The Board of Directors is of the view that the re-appointment of Dr. Sunil Gupta as Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his 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 re-appointment and remuneration specified above are now being placed before the Members for their approval.

Except Dr. Sunil Gupta himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Item No.: 5

The Members of the Company, in their Annual General Meeting held on September 27, 2014, have appointed Mr. Karan Gupta as Whole-Time Director, designated as Executive Director of the Company. The present term of office of Mr. Karan Gupta expired on March 31, 2017. The Board of Directors of the Company, in their Board Meeting held on September 1, 2017 has proposed to re-appoint Mr. Karan Gupta as Whole-Time Director, designated as Executive Director of the Company for a period of 3 (Three) years w.e.f. April 1, 2017.

Mr. Karan, from his academic excellence, has worked as a data analyst and has hands on experience in advanced database systems and computing technology.

Moreover, the Nomination and Remuneration Committee, in their meeting held on September 1, 2017, has considered the matter and recommended the re-appointment of Mr. Karan Gupta under Paragraph I (A) of Part II of Section II of Schedule V and approved the terms and condition of re-appointment and remuneration of Mr. Karan Gupta w.e.f. April 1, 2017 subject to the approval of the Shareholders at this Annual General Meeting. The Committee has noted that the Company has not made any default in repayment of any debts.

Information about the appointee:

Background Details: Karan has completed his BSc. [hons] in Computer Science from Kingston University, U.K. After working for a few years and gaining exposure, Mr. Karan Gupta has pursued his MBA in FMB (Family Managed Business) from S.P. Jain Institute of Management and Research, Mumbai.

Past Remuneration: In the financial year 2016-17, Mr. Karan Gupta was paid total remuneration and perquisite of Rs. 13.25 Lakh.

Job Profile and his suitability: He is currently managing the doors vertical of the company where by building systems and processes, he is managing a team of sales, back end operations and factory production unit.

Terms and conditions of re-appointment and Remuneration

Term of appointment: Three years with effect from April 1, 2017

Remuneration Proposed:

1. Basic Salary of Rs. 92,000/- per month excluding perquisite mentioned hereunder for a period of 3 years from the date of re-appointment with an increment of 10% every year;

Provided that Increment shall be applicable w.e.f. April 1 of every year and the first increment shall be applicable w.e.f. April 1, 2018.

2. Housing Rent Allowance as may be decided by the Board of Directors from time to time subject however to a limit of 60% of his basic salary per month over and above Basic Salary mentioned above provided however that the perquisite in any year shall be calculated on Basic Salary the then to be paid.

The Board of Directors is of the view that the re-appointment of Mr. Karan Gupta as Whole-Time Director, designated as Executive Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the Resolution at Item No. 5 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 re-appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Karan Gupta himself and his relatives to the extent of their shareholding in the Company, 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 apprised that Mrs. Brinda Gupta who was appointed as Executive Director of the Company w.e.f. September 23, 2016 by the members in their last annual general meeting held on September 23, 2016 has shown her willingness to change her designation from Executive Director and to be appointed as Chief Financial Officer subject to change in her designation from Executive Director to Non Executive Director.

The Nomination and Remuneration Committee and Board of Directors in its respective meeting held on September 1, 2017 after considering vast experience of Mrs. Brinda Gupta in the fields of finance has decided to avail the expertise of Mrs. Brinda Gupta as Chief Financial Officer of the Company and change in designation from Executive Director to Non-Executive Director.

Based on the recommendation of Nomination and Remuneration Committee and Board, the matter is being recommended to the shareholders for their approval for change in designation of Mrs. Brinda Gupta from Executive Director to Non-Executive Director cum Chief Financial Officer at a fixed remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per month and on such other terms and conditions as may be decided by the Board of Directors.

The Directors recommend the aforesaid resolution for the approval by the members as an Ordinary Resolution.

Mrs. Brinda Gupta herself and her relatives being interested in the item no. 6, will not be allowed to vote on the item no. 6 of the Notice. Further none of other Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Item No.: 7

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 7 of the accompanying Notice for member's approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the passing of the above resolution.

Registered Office:
Block No. 267, Village: Oran,
Tal: Prantij, N.H.8, Dist. Sabarkantha,
Gujarat – 383 205
Place : Ahmedabad
Date : September 1, 2017

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

Dr. Sunil Gupta
Managing Director
DIN 00012572

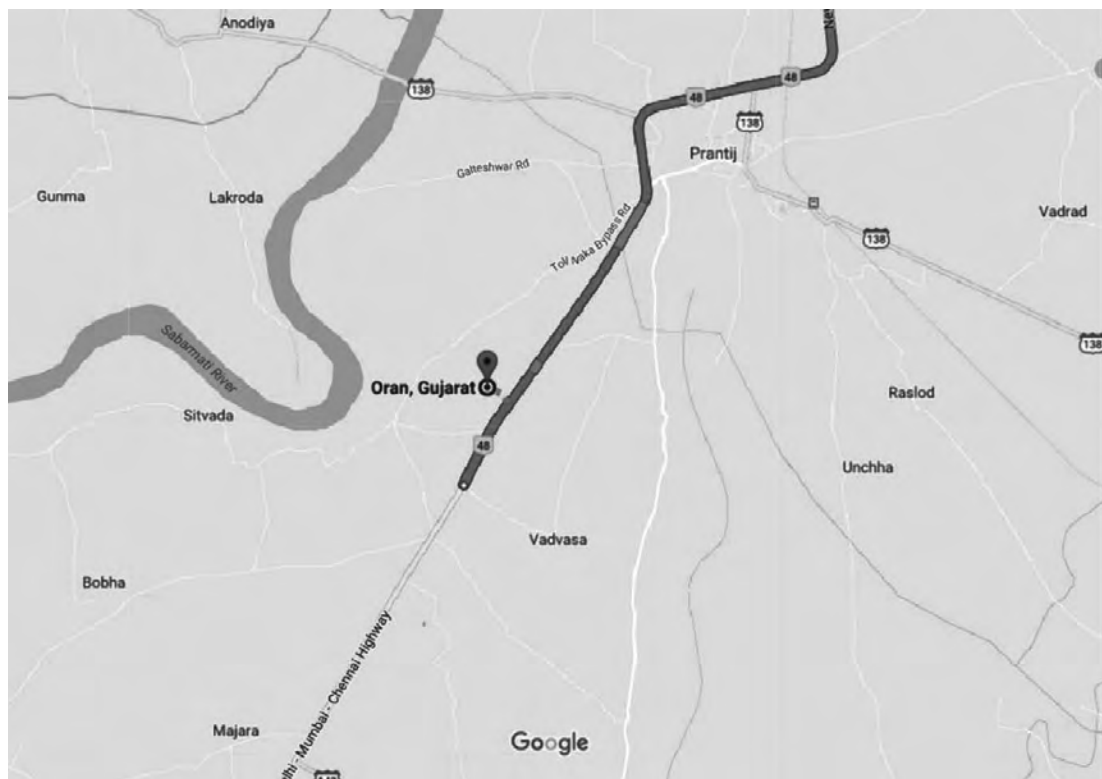
Details of Director Seeking Re-appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	Dr. Sunil Gupta	Mr. Karan Gupta	Mrs. Brinda Gupta
Date of Birth	December 6, 1958	January 9, 1989	November 2, 1992
Date of Original Appointment	March 23, 1992	April 1, 2011	May 1, 2016
Educational Qualifications	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.	Karan has completed his BSc. [hons] in Computer Science from Kingston University, U.K. After working for a few years and gaining exposure, Mr. Karan Gupta has pursued his MBA in FMB (Family Managed Business) from S.P. Jain Institute of Management and Research, Mumbai	She has completed her MSc. International Management from reputed U.K. University and having experience in the area of management, accounts and finance.
Expertise in specific functional areas - Job profile and suitability	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.	Mr. Karan, from his academic excellence has worked as a data analyst and has hands on experience in advanced database systems and computing technology. He is currently managing the doors vertical of the company where by building systems and processes, he is managing a team of sales, back end operations and factory production unit.	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.
Directorships held in public companies*	1. Suncare Traders Limited	1. Karan Interiors Limited	Nil
Memberships / Chairmanships of committees of other public companies**	Nil	Members – 2 Committees	Nil
Inter-se Relationship with other Directors.	Dr. Sunil Gupta is father of Mr. Karan Gupta and father in law of Mrs. Brinda Gupta.	Mr. Karan Gupta is son of Dr. Sunil Gupta and husband of Mrs. Brinda Gupta.	Mrs. Brinda Gupta is wife of Mr. Karan Gupta and daughter in law of Dr. Sunil 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, 2017.

Financial Results:

(Amt in ₹)

Particulars	F.Y. 2016-17	F.Y. 2015-16
Revenue from operations	684,807,948	619,516,478
Other Income	4,912,112	4,019,167
Total Income	689,720,060	623,535,645
Operating expenditure before Finance cost, depreciation and amortization	652,867,445	569,599,483
Earnings before Finance cost, depreciation and amortization (EBITDA)	53,936,162	53,936,162
Less: Finance costs	42,001,208	53,752,664
Depreciation and amortization expense	23,484,660	24,882,239
Profit before tax	(28,633,253)	(24,698,741)
Less: Tax expense	(4,229,159)	(5,766,319)
Profit for the year (PAT)	(24,404,094)	(18,932,422)
Balance brought forward from previous year	39,340,937	58,273,359
Balance carried to balance sheet	14,936,846	39,340,937

YEAR AT A GLANCE:**Financial Performance:**

The Net revenue from operations increased to ₹ 6848.08 lakh as against ₹ 6195.16 Lakh in the previous Year showing escalation of 10.54% due to increase in domestic sales of laminates & door by 15.63%.

The loss before Tax for the current year is ₹ 286.33 lakh as against the loss before tax of ₹ 246.99 lakh in the previous year resulted into loss after tax of ₹ 244.04 Lakh compared to loss after tax of previous year ₹ 189.32 Lakh.

The reason for going down in the profit after tax is increase in the employment cost and raw material consumption cost as well due to increase in price of raw Material in the financial year 2016-17.

During the financial year 2016-17, 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 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.

Dividend:

In view of loss during the financial year 2016-17, your Directors regret to declare any dividend for the financial year 2016-17 (previous year Nil).

The details of total amount lying in the unclaimed Dividend account of the Company as on March 31, 2017 are given below;

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

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 two are Promoter Executive Directors, one is promoter non-executive Director 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 [^]		No. of Shares held as on March 31, 2017
				in which Director is Members	in which Director is Chairman	
Dr. Sunil Gupta	Managing Director (Promoter)	September 1, 2017	3	-	-	21,84,908 Equity Shares
Mr. Karan Gupta	Executive Director (Promoter Group)	April 1, 2017	2	2	-	3,44,704 Equity Shares
Mrs. Brinda Gupta	Non-Executive Director (Promoter Group)	September 1, 2017	1	-	-	32,500 Equity Shares
Mr. Mayur Parikh ^{\$}	Non-Executive Independent Director	September 27, 2014	7	3	5	-
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 & struck off Company and includes Bloom Dekor Limited

^{\$} acting as the Chairman of the Company.

The composition of Board complies with the requirements Section 149 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 4 times, viz May 17, 2016, August 13, 2016, November 14, 2016 and February 11, 2017.

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

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

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 February 11, 2017 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.

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 2016-17, 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 was eligible to hold office as such up to the date of ensuing Annual General Meeting. The Members of the Company has appointed Mrs. Brinda Gupta as Whole-Time Director, designed as Executive Director of the Company for a period of 3 years w.e.f. September 23, 2016. In addition, her designation has been changed to Non-Executive Directors cum Chief Financial Officer w.e.f. September 1, 2017.

Further, the Members of the Company, in their Annual General Meeting held on September 27, 2014, have re-appointed Dr. Sunil Gupta as Managing Director of the Company for a period of 3 years w.e.f. September 1, 2014. In the same manner Mr. Karan Gupta was also appointed as Executive Director of the Company for a period of 3 years w.e.f. April 1, 2014. The tenure of appointment of Mr. Karan Gupta and Dr. Sunil Gupta expired and therefore the Board of Directors has proposed re-appointment of them for further period of 3 years. The resolutions to that effect have been proposed for the approval of the Members. The Board of Directors recommends their re-appointment on the Board of the Company.

Further, in accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mr. Karan Gupta, retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such. 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 Mr. Tushar Donda as the Company Secretary and Compliance officer of the Company. Moreover, Mrs. Brinda Gupta has been appointed as Non-Executive Directors cum Chief Financial Officer.

During the year, Mr. Prakash Daga who was appointed as Chief Financial Officer of the Company w.e.f. May 1, 2016 has resigned from the post w.e.f. March 31, 2017. The Board of Directors places appreciation to Mr. Prakash Daga for his contribution to the management of the Company.

Moreover, Ms. Shivangi Gajjar, who was acting as Company Secretary of the Company, has resigned from the post w.e.f. January 31, 2017 and the Board has, in place, has appointed Mr. Tushar Donda as Company Secretary and Compliance officer of the Company.

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.
- o 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:

- a) In preparation of annual accounts for the year ended March 31, 2017, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) 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;
- c) 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;

- d) The Directors had prepared the annual accounts for the year ended March 31, 2017 on going concern basis.
- e) 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
- f) 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 4 (Four) times on May 17, 2016, August 13, 2016, November 14, 2016 and February 11, 2017.

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 2016-17	
		Held	Attended
Mr. Mayur Parikh	Chairman	4	4
Mr. Ashok Gandhi	Member	4	4
Mr. Karan Gupta	Member	4	4

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 September 23, 2016.

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.

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 3 (Three) times on May 17, 2016, August 13, 2016 and February 11, 2017.

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 2016-17	
		Held	Attended
Mr. Mayur Parikh	Chairman	3	3
Mr. Ashok Gandhi	Member	3	3
Mr. Karan Gupta	Member	3	3

Further the Board of Directors has changed constitution of the Committee w.e.f. September 1, 2017 by inducting Mrs. Brinda Gupta as member of the Committee in place of Mr. Karan Gupta.

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.

Remuneration of Directors:

The details of remuneration/sitting fees paid during the financial year 2016-17 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 17, 2016, August 13, 2016, November 14, 2016 and February 11, 2017.

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 2016-17	
		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, 2017.

SHARE CAPITAL:

The Paid up Equity Share Capital as at March 31, 2017 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 are 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, 2017 to the date of this Report.

PARTICULAR OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules will be available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as an **"Annexure – II"**, which forms part of this Report.

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:

Members of the Company, in their 24th annual general meeting, have appointed M/s. Dharmendra Shah & Co., Chartered Accountants, Ahmedabad (FRN: 102474W0) as the Statutory Auditors of the Company to hold office for a term five consecutive years, subject to ratification of appointment at every annual general meeting. However, M/s. Dharmendra Shah & Co., Chartered Accountants, Ahmedabad (FRN: 102474W0) have expressed their unwillingness to be re-appointed and tendered resignation vide their letter dated August 16, 2017.

Your Company has received letter M/s. Parikh & Majmudar, Chartered Accountants (Firm Registration No. 107525W) expressing their willingness to be appointed and to the effect that their appointment, if made, would be within the prescribed limits under section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment. The matter will be placed for consideration of members in Annual General Meeting. The Audit Committee and Board of Directors have recommended their appointment as Statutory Auditor to hold office from the conclusion 26th Annual General Meeting till the conclusion of 31st Annual General Meeting, subject to ratification of appointment at every subsequent Annual General Meeting.

The Audit for the financial year 2016-17 has been carried out by M/s. Dharmendra Shah & Co., Chartered Accountants, Ahmedabad. The Auditors' Report for financial year 2016-17 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 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2016-17 is annexed to this report as an **Annexure V**. The secretarial audit report contains remark that the Company needs one more non executive director to have a proper balance of executive and non executive directors. The Board of Directors states that the Company was identifying suitable person for appointment as non executive directors. In fact the Board of Directors has appointed Mrs. Brinda Gupta as Non Executive Director cum Chief Financial Officer.

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) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (ii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iii) Annual Report and other compliances on Corporate Social Responsibility;
- (iv) There is no revision in the Board Report or Financial Statement;
- (v) 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;
- (vi) 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 : September 1, 2017

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, 2017, which were not at arm's length basis.

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

Sr. No.	Particulars	RPT – 1	RPT – 2	RPT – 3	RPT-4
1.	Name(s) of the related party and nature of relationship	Dr. Sunil Gupta – Managing Director of the Company	Suncare Traders Limited – Company wherein directors are interested	Karan Interiors Limited – Company wherein directors are interested	Mrs. Brinda Gupta - Wife of Mr. Karan Gupta, Director of the Company
2.	Nature of contracts/ arrangements/ transactions	Payment of Office Rent	Sale & Purchase of Goods	Purchase of Goods	Payment of Remuneration
3.	Duration of the contracts / arrangements/ transactions	F.Y. 2016-17	F.Y. 2016-17	F.Y. 2016-17	April 1, 2016 to April 30, 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	Appointed as Chief Financial Officer w.e.f. January 25, 2016 to April 30, 2016
5.	Date(s) of approval by the Board	August 13, 2015*	May 17, 2016	May 17, 2016	January 27, 2016
6.	Amount paid as advances, if any	-	-	-	-

* 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 its renewal.

For and on behalf of Board of Directors
Bloom Dekor Limited

**Place : Ahmedabad
Date : September 1, 2017**

**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(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) The ratio of remuneration of each director to the median remuneration of employees for the financial year:

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration
1	Dr. Sunil Gupta	Managing Director	Remuneration	13.23 : 1
2.	Mrs. Rupal Gupta ¹	Whole-Time Director	Remuneration	00.85 : 1
3.	Mr. Karan Gupta	Executive Director	Remuneration	06.13 : 1
4.	Mrs. Brinda Gupta ²	Executive Director	Remuneration	03.14 : 1
5.	Mr. Mayur Parikh	Independent Director	Sitting Fees	00.30 : 1
6.	Mr. Ashok Gandhi	Independent Director	Sitting Fees	00.30 : 1

¹ up to April 30, 2016

² w.e.f. May 1, 2016

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	---
2.	Mrs. Rupal Gupta	Whole-Time Director ¹	Remuneration	---
3.	Mr. Karan Gupta	Executive Director	Remuneration	---
4.	Mrs. Brinda Gupta	Executive Director ²	Remuneration	---
5.	Mr. Mayur Parikh	Independent Director	Sitting Fees	21.21 %
6.	Mr. Ashok Gandhi	Independent Director	Sitting Fees	13.27 %
7.	Mr. Prakash Daga	Chief Financial Officer ³	Remuneration	--
8.	Ms. Shivangi Gajjar	Company Secretary ⁴	Remuneration	--
9.	Mr. Tushar Donda	Company Secretary ⁵	Remuneration	--

¹ Up to April 30, 2016, ² w.e.f. May 1, 2016, ³ w.e.f. May 1, 2016, ⁴ up to January 31, 2017, ⁵ w.e.f. February 1, 2017

Note: the percentage increase over previous year is given only if there is an increase the payment and the person acted in the same capacity for the year ended on March 31, 2017 and March 31, 2016.

- c) **The percentage increase in the median remuneration of employees in the financial year:** The median remuneration of employees was increased by 20.73% over a previous year.
- d) **The number of permanent employees on the rolls of the Company:** 125 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 37.41% while the Managerial remuneration was stood at the same rate that of previous year. Annual increments, if any, 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.

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 : September 1, 2017

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 decreased by 0.31 units in the financial year 2016-2017. However, the Company continues its endeavor to improve energy conservation and utilization.
- ii.) **The steps taken by the Company for utilizing alternate sources of energy:** The Company has continued its focus on energy conservation efforts through up-gradation of process with new technology. The innovations made by the Company has provided better results in quality and production and also reducing the overall cost of production and maintenance which effect production scheduling and various energy saving initiatives in all areas of production.
- 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. 2016-17	F.Y. 2015-16
1.	Exports of Goods calculated on F.O.B. basis	710.36	1046.97

ii.) Details of Foreign Exchange Expenditure:

(Amount in Lakh)

Sr. No.	Particulars	F.Y. 2016-17	F.Y. 2015-16
1.	Raw Material (on CIF basis)	814.35	1405.09
2.	Capital Goods (on CIF basis)	02.06	61.21
3.	Foreign Travelling expenses	06.11	05.14
4.	Commission of Export Sales	0.00	01.09
5.	Interest on buyers credit	16.60	13.47

For and on behalf of Board of Directors
Bloom Dekor Limited

Place : Ahmedabad
Date : September 1, 2017

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, 2017
[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:

CIN	:	L20210GJ1992PLC017341
Registration Date	:	March 23, 1992
Name of the Company	:	Bloom Dekor Limited
Category / Sub-Category of the Company	:	Company limited by shares/ Indian Non-Government Comapny
Address of the Registered Office and contact details	:	"Block No 267 Village Oran, Tal Prantij, N.H. 8, Sabarkantha, Gujarat (Gj) - 383205 Tel : +91 - 079 - 2684 1912 / 16 / 17 Fax: 079 – 2684 1914 Email: redressal@bloomdekor.com Web: www.bloomdekor.com"
Whether listed Company	:	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	:	"Purva sharegistry (India) Private Limited 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lowe Parel (EAST), Mumbai, Maharashtra - 400 011 Tel: 91-22-2301 6761 / 8261 Fax: 91-22-2301 2517 Email: busicomp@vsnl.com Web: www.purvashare.com "

2) Principal Business Activity of the Company:

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

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Decorative Laminated Sheets	1701	84.01%
Wood doors / other furniture items	1621	11.85%

3) Particulars of Holding, Subsidiary and Associate Companies:

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

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

I) Category-wise Shareholding

Category of Shareholders	No. of Shares held as at April 1, 2016				No. of Shares held as at March 31, 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	34,48,817	10	34,48,827	50.35	34,71,717	15,010	34,86,727	50.90	0.55
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1,28,000	-	1,28,000	1.87	1,28,000	-	1,28,000	1.87	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	35,76,817	10	35,76,827	52.22	35,99,717	15,010	36,14,727	52.77	0.55
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)"	35,76,817	10	35,76,827	52.22	35,99,717	15,010	36,14,727	52.77	0.55
B. Public Share Holding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Company	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held as at April 1, 2016				No. of Shares held as at March 31, 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-Institution									
a) Bodies Corporate									
i. Indian	6,69,876	4,300	6,74,176	9.84	6,40,235	4,300	6,44,535	9.41	(0.43)
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital upto ₹ 2 lakh	6,11,989	3,56,295	9,68,284	14.14	6,24,125	3,36,695	9,60,820	14.03	(0.11)
i. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	6,12,217	-	6,12,217	8.94	5,91,532	-	5,91,532	8.64	(0.30)
c) Others (specify)									
NRI (Repatriable/Non Repatriable basis)	9,50,550	10,500	9,61,050	14.03	9,50,933	10,500	9,61,433	14.04	0.01
HUF	52,972	-	52,972	0.77	63,661	-	63,661	0.93	0.16
Clearing Members	4,474	-	4,474	0.07	13,292	-	13,292	0.19	0.13
Sub-Total (B)(2):	29,02,078	3,71,095	32,73,173	47.78	28,83,778	3,51,495	32,35,273	47.23	(0.55)
Total Public Shareholding (B)=(B)(1)+(B)(2)"	29,02,078	3,71,095	32,73,173	47.78	28,83,778	3,51,495	32,35,273	47.23	(0.55)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	64,78,895	3,71,105	68,50,000	100.00	64,83,495	3,66,505	68,50,000	100.00	0.00

II) Shareholding of Promoters & Promoters Group

Name	Shareholding as at April 1, 2016		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2017	
	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
Mrs. Rupal Gupta	5,23,889	7.65	-	-	-	-	-	5,23,889	7.65
Mr. Karan Gupta	3,28,304	4.79	20-May-16	16,400	Market buy	3,44,704	5.03	3,44,704	5.03
Ms. Anika Gupta	2,45,794	3.59	-	-	-	-	-	2,45,794	3.59
Sunil Gupta HUF	1,54,922	2.26	-	-	-	-	-	1,54,922	2.26
Karan Interiors Limited	1,28,000	1.87	-	-	-	-	-	1,28,000	1.87
Mrs. Brinda Gupta	11,000	0.16	22-Jul-16	9,500	Market buy	20,500	0.30	32,500	0.47
			28-Oct-16	(3,000)	Market sell	17,500	0.26		
			19-Nov-16	15,000	Purchase of Shares	32,500	0.47		
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, 2016		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2017	
	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. Brahmhatt	8,19,351	11.96	-	-	-	-	-	8,19,351	11.96
Bennett Coleman and Company Limited	6,23,375	9.10	-	-	-	-	-	6,23,375	9.10
Sathya S	1,70,980	2.50	14-Oct-16	(1,70,980)	Market Sell	-	-	-	-

Name	Shareholding as at April 1, 2016		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2017	
	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
Sangeetha S	1,32,370	1.93	08-Jul-16	450	Market buy	1,32,820	1.94	1,32,370	1.93
			05-Aug-16	2,970	Market buy	1,35,790	1.98		
			14-Oct-16	(92,000)	Market Sell	43,790	0.64		
			02-Dec-16	222	Market buy	44,012	0.64		
			30-Dec-16	11	Market buy	44,023	0.64		
			31-Dec-16	3,000	Market buy	47,023	0.69		
			06-Jan-17	410	Market buy	47,433	0.69		
			10-Mar-17	3,167	Market buy	50,600	0.74		
			17-Mar-17	100	Market buy	50,700	0.74		
			24-Mar-17	3,550	Market buy	54,250	0.79		
Neha Ravindrakumar Shethwala	1,09,019	1.59	14-Oct-16	(3,000)	Market sell	1,06,019	1.55	87,919	1.28
			28-Oct-16	(18,100)	Market sell	87,919	1.28		
Upendra H. Brahmhatt	1,06,500	1.55	-	-	-	-	-	1,06,500	1.55
Paramjeet Singh	28,507	0.42	-	-	-	-	-	28,507	0.42
Santosh Devi Jain	37,065	0.54	30-Jun-16	(37,065)	Market sell	-	-	-	-
Subramanian P	-	-	02-Sep-16	3,490	Market buy	3,490	0.05	3,19,801	4.67
			09-Sep-16	3,600	Market buy	7,090	0.10		
			23-Sep-16	2,000	Market buy	9,090	0.13		
			14-Oct-16	3,03,793	Market buy	3,12,883	4.57		
			21-Oct-16	567	Market buy	3,13,450	4.58		
			28-Oct-16	900	Market buy	3,14,350	4.59		
			25-Nov-16	450	Market buy	3,14,800	4.60		
			02-Dec-16	1,300	Market buy	3,16,100	4.61		
			09-Dec-16	780	Market buy	3,16,880	4.63		
			16-Dec-16	1,495	Market buy	3,18,375	4.65		
			23-Dec-16	700	Market buy	3,19,075	4.66		
			30-Dec-16	425	Market buy	3,19,500	4.66		
			31-Dec-16	609	Market buy	3,20,109	4.67		
			06-Jan-17	(308)	Market sell	3,19,801	4.67		
Savitha S	40,813	0.60	14-Oct-16	(40,813)	Market sell	-	-	1,242	0.02
			24-Mar-17	1,242	Market buy	1,242	0.02		
Rajshree Rathi	30,819	0.45	23-Sep-16	(30,819)	Market sell	-	-	-	-

Name	Shareholding as at April 1, 2016		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2017	
	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
Ashok Choudhary	3,000	0.04	05-Aug-16	1,000	Market buy	4,000	0.06	63,990	0.93
			02-Sep-16	500	Market buy	4,500	0.07		
			09-Sep-16	11,651	Market buy	16,151	0.24		
			16-Sep-16	2,632	Market buy	18,783	0.27		
			23-Sep-16	2,940	Market buy	21,723	0.32		
			07-Oct-16	3,850	Market buy	25,573	0.37		
			28-Oct-16	25,000	Market buy	50,573	0.74		
			04-Nov-16	790	Market buy	51,363	0.75		
			23-Dec-16	1,000	Market buy	52,363	0.76		
			30-Dec-16	2,000	Market buy	54,363	0.79		
			17-Feb-17	1,127	Market buy	55,490	0.81		
			24-Feb-17	2,500	Market buy	57,990	0.85		
			24-Mar-17	6,000	Market buy	63,990	0.93		
Hiralal Popatlal Shah	19,643	0.29	-	-	-	-	-	19,643	0.29

* 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, 2016		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2017	
	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	21,84,908	31.90	-	-	-	-	-	21,84,908	31.90
Mrs. Rupal Gupta^	5,23,889	7.65	-	-	-	-	-	5,23,889	7.65
Mr. Karan Gupta	3,28,304	4.79	20-May-16	16,400	Market buy	3,44,704	5.03	3,44,704	5.03
Mrs. Brinda Gupta~	11,000	0.16	22-Jul-16	9,500	Market buy	20,500	0.30	32,500	0.47
			28-Oct-16	(3,000)	Market sell	17,500	0.26		
			19-Nov-16	15,000	Purchase of Shares	32,500	0.47		
Mr. Mayur Parikh	-	-	-	-	-	-	-	-	-
Mr. Ashok Gandhi	-	-	-	-	-	-	-	-	-
Ms. Shivangi Gajjar\$	-	-	-	-	-	-	-	-	-
Mr. Prakash Daga@	-	-	-	-	-	-	-	-	-
Mr. Tushar Donda*	-	-	-	-	-	-	-	-	-

^ up to April 30, 2016, ~ w.e.f. May 1, 2016, \$ up to January 31, 2017, @ w.e.f. May 1, 2016, * w.e.f. February 1, 2017

*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) Indebtness

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A. Indebtness at the beginning of the financial year				
i) Principal Amount	28,19,31,839	10,30,69,355	-	38,50,01,194
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total A (i+ii+iii)	28,19,31,839	10,30,69,355	-	38,50,01,194
B. Change in Indebtedness during the financial year				
Additions	1,06,08,857	4,08,995	-	1,10,17,852
Reduction	(1,04,22,374)	(3,99,64,834)	-	(5,03,87,208)
Net Change B	1,86,483	(3,95,55,839)	-	(3,93,69,356)
C. Indebtedness at the end of the financial year				
i) Principal Amount	28,21,18,322	6,35,13,516	-	34,56,31,838
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total C (i+ii+iii)	28,21,18,322	6,35,13,516	-	34,56,31,838

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	Name of the MD/WTD/ Manager	Name of the MD/WTD/ Manager	Name of the MD/WTD/ Manager	Total Amount
	Dr. Sunil Gupta Managing Director	Mr. Karan Gupta Executive Director	Mrs. Brinda Gupta^ Executive Director	Mrs. Rupal Gupta* Whole-Time Director	
Gross salary					
(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	26,88,000	13,24,800	6,60,000	1,83,668	48,56,468
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	1,72,712	-	-	-	1,72,712
(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 (A)	28,60,712	13,24,800	6,60,000	1,83,668	50,29,180

^ w.e.f. May 1, 2016

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

B) Remuneration to other Directors

(Amt. in ₹)

Particulars of Remuneration	Name of the Director	Name of the Director	Total Amount
	Mr. Mayur Parikh Independent Director	Mr. Ashok Gandhi Independent Director	
a) Independent Director			
(i) Fees for attending board/ committee meeting.	64,000.00	64,000.00	1,28,000
(ii) Commission	-	-	-
(iii) Other, specify	-	-	-
Total (a)	64,000.00	64,000.00	1,28,000
b) Other Non-Executive Directors			
(i) Fees for attending board/ committee meeting.	-	-	-
(ii) Commission	-	-	-
(iii) Other, specify	-	-	-
Total (b)	-	-	-
Total (B)	64,000.00	64,000.00	1,28,000
Total Managerial Remuneration (A+B)			51,57,180

Overall Ceiling as per the Act 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 ₹)

Particulars of Remuneration	Name of KMP^	Name of KMP*	Name of KMP\$	Name of KMP~	Total Amount
	Mrs. Brinda Gupta Chief Financial Officer	Mr. Prakash Daga Chief Financial Officer	Ms. Shivangi Gajjar Company Secretary	Mr. Tushar Donda Company Secretary	
Gross salary					
(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	18,000	8,49,524	1,20,000	24,000	10,11,524
(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 (A)	18,000	8,49,524	1,20,000	24,000	10,11,524
	^ up to April 30, 2016	* w.e.f. May 1, 2016	\$ up to January 31, 2017	~ w.e.f. February 1, 2017	

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	N.A.	N.A.	N.A.	N.A.	N.A.
	Penalty					
	Punishment					
	Compounding					
B.	Directors	N.A.	N.A.	N.A.	N.A.	N.A.
	Penalty					
	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 : September 1, 2017

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, 2017

[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, 2017, 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, 2017 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. Secretarial Standards issued by the Institute of Company Secretaries of India.

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

Further company being engaged in the business of 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 Executive Directors, Independent Directors and Women Director in accordance with the act *although the company needs one more non executive director to have a proper balance of executive and non executive directors*. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that -

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

I further report that -

There were no special event has been occurred during the audit period.

Place: Ahmedabad

Date: August 31, 2017

Anand Lavingia

Practicing Company Secretary
ACS No. : 26458; COP No. : 11410

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

Annexure A

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.

Place: Ahmedabad

Date: August 31, 2017

Anand Lavingia

Practicing Company Secretary
ACS No. : 26458; COP No. : 11410

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments:

2 external factors have provided the most competitive advantage to this industry of interior and construction, the roll out of GST and the amendment and the implementation of the new RERA act. The market continues to grow at a moderate rate however with these aforementioned factors the gap between the organized and the unorganized competition has reduced significantly there by giving Bloom a competitive edge. With more healthy competition and level playing fields paralleled with an aggressive approach of spreading pan India, Bloom is quite positive about increasing its market share.

Opportunities:

GST roll out: With the GST roll out, the largely unorganized industry is bound to shrink and allowing excisable units and interstate transactions to become far more competitive. Additionally, due to a single tax, movement of goods too has become hassle free, thereby reducing the need for a local state warehouse which then results in lower inventory carrying costs and benefits thereof.

Good Brand Image: Bloom continues to be amongst the preferred laminate company owing significantly to its niche design range along with a positive brand image of trust and quality.

Market Reach: Bloom continues to expand its territory by spreading pan India and appointing new channel partners to penetrate the market successfully.

Government: With a stable government and a business friendly environment, the opportunities for increased business are many with fewer risks of negative external factors caused due to unstable governance.

Threats:

Raw Material: The wood based panel industry is dependent on natural forests for their raw material requirement, which under check, reduces the availability thereby increasing the costs significantly.

Manpower: With increased minimum wages and difficulty in finding skilled manpower, the company is always susceptible to manpower threats.

Price cutting: Due to high competition in the market, the price cuts often lower the margin on sales.

New Entrants: Lack of any kind of entry barrier, laminate industry will always face threat of new unorganized and small players.

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

Product wise performance:

Laminates: Despite high competition, Bloom has increased its domestic market share and also increased its market penetration by adding new channel partners and spreading its reach.

However, during the year 2016-17, export sales of the Company were affected and the same have reduced by 22.28% as against previous year. Aggressive plans are in execution to counter this downfall and with a promising plan, Bloom aims to increase its export market share which will give a positive impact to its numbers owing to the volume and the value addition bought in by tapping the export territory.

Door: The Company is concentrating the selling of Door products in the domestic market only. Due to urbanization, the door division of the Company performed well in the year 2016-17 which resulted into 50.21% increase as against previous year. Bloom has now completed projects with some of India's top quality builders which in itself are a certification of quality, competitive pricing and an aggressive approach. With a niche customer target base, Bloom Doors provide a value added solution thereby becoming a preferred brand to deal with.

The overall net revenue from operations (*Laminates and Doors*) increased to ₹ 6848.08 lakh as against ₹ 6195.16 Lakh in the previous year showing 10.54% increase in the income due to increase in domestic sales of laminates and Doors by 15.63%, in spite of demonetization.

The loss before Tax for the current year is ₹ 286.33 lakh as against the loss before tax of ₹ 246.99 lakh in the previous year resulted into loss after tax of ₹ 244.04 Lakh compared to loss after tax for previous year ₹ 189.32 Lakh.

The reason for going down in the profit after tax is increase in the employment cost and raw material consumption cost as well due to increase in price of raw Material in the financial year 2016-17.

Outlook:

Laminates: With GST roll out, definite executive plans to revive the export market share and a pan India presence, the outlook for the laminates vertical is promising. The reduced inventory carrying cost by reduction in depots will also contribute to the accelerated pace intended to achieve greater market share.

Door: A significant growth in the doors vertical has come primarily from increased acceptance of modern technology and increased quality awareness in door sets. This will continue to grow and form the foundation of top quality turnkey solutions for door sets by Bloom. The RERA amendment and implementation has paved the way for more healthy competition, also reducing the risk of delayed projects and bad debts which will be in direct proportion to safer transactions and preference to deal with organized manufacturers hereon.

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, 2017, our internal financial controls were adequate and operating effectively.

Discussion on Financial Performance with respect to Operational Performance:

The overall net revenue from operations (Laminates and Doors) increased to ₹ 6848.08 lakh as against ₹ 6195.16 Lakh in the previous year showing 10.54% increase in the income due to increase in domestic sales of laminates and Doors by 15.63%.

The loss before Tax for the current year is ₹ 286.33 lakh as against the loss before tax of ₹ 246.99 lakh in the previous year resulted into loss after tax of ₹ 244.04 Lakh compared to loss after tax for previous year ₹ 189.32 Lakh.

The reason for going down in the profit after tax is increase in the employment cost and raw material consumption cost as well due to increase in price of raw Material in the financial year 2016-17.

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, 2017 the company has 125 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 has laid down a clear plan of spreading pan India, reviving the export sales, increase the penetration in the doors vertical by increased team size, data analytics and better management and customer satisfaction through technology. Along with clear direction for growth plan and better managed business processes, Bloom is working its way toward ambitious plans.

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.

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, 2017, 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 2017, 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 from the branches not visited by us.
 - c) The reports on the accounts of the branch offices of the Company audited by us under Section 143 (8) of the Act 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 on April 1st, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 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.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the November 08, 2016 of the Ministry of Finance during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

For, DHARMENDRA SHAH & CO.
Chartered Accountants

(Dharmendra H Shah)
Proprietor

Membership No.: 036809

Firm Registration No.: 102474W

Place : Ahmedabad
Date : May 30, 2017

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

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, 2017.

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 has maintained 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 Lacs)
1	Income Tax Act, 1961	TDS Default	FY 2016-17	1.65
2	Income Tax Act, 1961	TDS Default	FY 2015-16	5.22
3	Income Tax Act, 1961	TDS Default	FY 2014-15	1.75
4	Income Tax Act, 1961	TDS Default	FY 2013-14	2.22
5	Income Tax Act, 1961	TDS Default	Prior to FY 2013-2014	7.04
6	Income Tax Act 1961	Income Tax U/s 154	2003-04	2.07
7	Income Tax Act 1961	Income Tax U/s 143(1)(a)	2009-10	0.05
8	Gujarat Sales Tax	CST	FY 2008-09	2.96
9	Gujarat Sales Tax	CST	FY 2011-12	10.02

- 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:

Sr. No.	Name of the statute	Nature of dues	Period to which the amount relates	Forum where dispute is pending	Appeal by	Amount in Lacs
1	Income Tax Act, 1961	Income Tax	2000-01	High Court Restored back the issue to AO	Company	56.00
2	Income Tax Act, 1961	Income Tax	2001-02	High Court Restored back the issue to AO	Company	52.25
3	Income Tax Act, 1961	Income Tax	2002-03	CIT(A)	Company	21.30
4	Income Tax Act, 1961	Income Tax	2003-04	I.T.A.T. Partially restored back to AO	Company	28.71
5	Income Tax Act, 1961	Income Tax u/s 143(3)	2013-14	ITAT	Company	12.27
6	Gujarat Sales Tax	Sales Tax	F.Y.2004-05	Commissioner-Appeal	Company	3.70
7	Gujarat Sales Tax	Sales Tax	F.Y.2005-06	Commissioner-Appeal	Company	2.28
8	Central Excise	Excise Duty	F.Y.2009-10 to 2012-13	CESTAT	Company	46.38
9	Central Excise	Excise Duty	F.Y.2013-14	Commissioner-Appeal	Company	23.08
10	Central Excise	Excise Duty	F.Y.2014-15	Commissioner-Appeal	Company	28.51
11	Central Excise	Excise Duty	F.Y. 2015-16	Commissioner-Appeal	Company	14.58

VIII. Repayment Default

According to the records of the company examined by us and the information and explanation given to us, the company has generally 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 except default of one EMI of ₹8,93,142/- of Term Loan from Bajaj Finvest Ltd due for March 17.

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

(Dharmendra H Shah)
Proprietor

Membership No.: 036809

Firm Registration No.: 102474W

Place : Ahmedabad
Date : May 30, 2017

"Annexure B" to the Independent Auditor's Report of even date on the 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, 2017 in conjunction with our audit of the 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, 2017, 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

(Dharmendra H Shah)
Proprietor

Membership No.: 036809
Firm Registration No.: 102474W

Place : Ahmedabad
Date : May 30, 2017

BALANCE SHEET AS AT MARCH 31, 2017

(Amount in Rupees)

Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	68,500,000	68,500,000
(b) Reserves and surplus	4	57,961,701	82,365,792
(c) Money received against share warrants		-	-
		126,461,701	150,865,792
2 Non-current liabilities			
(a) Long-Term Borrowings	5	79,785,580	85,768,928
(b) Deferred Tax Liabilities (Net)	6	14,004,574	18,233,734
(c) Other Long -Term liabilities	7	14,329,990	13,900,000
		108,120,144	117,902,662
3 Current liabilities			
(a) Short-Term Borrowings	8	253,930,578	288,581,578
(b) Trade Payables	9	204,569,541	140,707,178
(c) Other Current Liabilities	10	36,002,828	32,829,897
(d) Short-Term Provisions	11	5,332,636	4,512,893
		499,835,583	466,631,546
TOTAL		734,417,428	735,400,000
II. ASSETS			
1 Non-current assets			
(a) Fixed assets	12	165,087,810	182,944,451
(b) Non-Current investments	13	421,794	421,794
(c) Long-term loans and advances	14	10,647,089	10,353,751
		176,156,693	193,719,996
2 Current assets			
(a) Inventories	15	401,168,854	405,215,714
(b) Trade receivables	16	119,863,875	91,874,434
(c) Cash and cash equivalents	17	20,304,241	22,377,654
(d) Short-term loans and advances	18	14,493,070	21,842,758
(e) Other current assets	19	2,430,695	369,445
		558,260,735	541,680,004
TOTAL		734,417,428	735,400,000

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

Tushar Donda
Company Secretary
Mem. No. A39941
Place : Ahmedabad
Date : May 30, 2017

Place : Ahmedabad
Date : May 30, 2017

BLOOM DEKOR LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees)

Particulars	Refer Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
Income /Revenue			
I. Revenue from operations	20	684,807,948	619,516,478
II. Other Income	21	4,912,112	4,019,167
III. Total Revenue (I + II)		<u>689,720,060</u>	<u>623,535,645</u>
IV. Expenses:			
Cost of Materials Consumed	22 a	382,251,897	352,941,306
Purchase of Traded Goods	22 b	10,164,103	10,795,666
Changes in inventories of finished goods,WIP	22 c	(11,864,409)	(50,856,922)
Employee Benefit Exp	23	89,046,794	71,295,691
Finance Cost	24	42,001,208	53,752,664
Other expenses	25	183,269,061	185,423,743
Depreciation And Amortization Expense	26	23,484,660	24,882,239
Total expenses		<u>718,353,313</u>	<u>648,234,386</u>
V. Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		(28,633,253)	(24,698,741)
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(28,633,253)	(24,698,741)
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII- VIII)		(28,633,253)	(24,698,741)
X Tax expense:			
(1) Current year income tax MAT		-	-
(2) Income Tax Adjustment of Previous Year		-	2,401,000
(3) Deffered tax Liability		4,229,159	3,365,319
(4) Wealth Tax		-	-
XI Profit (Loss) for the period from continuing operations (VII-VIII)		(24,404,094)	(18,932,422)
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit (Loss) for the period (XI + XIV)		<u>(24,404,094)</u>	<u>(18,932,422)</u>
XVI Earnings per equity share:	27		
(1) Basic		-3.56	-2.76
(2) Diluted		-3.56	-2.76

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

Tushar Donda
Company Secretary
Mem. No. A39941
Place : Ahmedabad
Date : May 30, 2017

Place : Ahmedabad
Date : May 30, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(Amount in ₹)

PARTICULARS	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit as per P & L A/c. before Income Tax	(28,633,253)	(24,698,732)
ADD/(LESS): - Adjustment for :		
Depreciation	23,484,660	24,882,239
Finance Cost	42,001,208	53,752,663
Profit on sale of Assets	(435,588)	(330,996)
Interest Income	(1,503,425)	(1,903,523)
Dividend Income	-	(1,344)
Prior Period Adjustments	-	1,047,387
Liabilities written back	(479,292)	(220,049)
Debtors Write Back	542,733	
Operating Profit before changes in working capital	34,977,044	52,527,645
(Increase) / Decrease in Current Assets		
Closing Stock	4,046,860	(81,856,538)
Receivables	(27,989,442)	9,086,479
Short Term Loans & Advances	7,349,688	3,151,230
Long Term Loans & Advances	(293,338)	7,498,771
Current Assets (Other)	(2,061,250)	270,962
Operating Profit After changes in Current Assets	16,029,563	(9,321,451)
Increase /(Decrease) in Current Liabilities		
Creditors	63,862,365	140,032
Short term Provisions	819,743	1,517,033
Other Current Liabilities	1,907,938	(1,517,526)
Other non current liabilities	429,990	3,000,000
Change in Working Capital Borrowings	(34,651,000)	29,075,383
Wealth Tax Paid	-	(62,000)
Cash Flow from Extra Ordinary Items		
Debtors Write Back	(542,733)	
Provisions/Liabilities written back	479,292	220,049
Prior Period Adjustments	-	(1,047,387)
Net Cash Flow From Operating Activities	48,335,157	22,004,132

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(Amount in ₹)

PARTICULARS	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Capital Exp. On Fixed Assets	-	(95,375)
Interest Income	1,503,425	1,903,523
Dividend Income	-	1,344
Purchase/Sales of Fixed Assets	(5,192,429)	(19,317,124)
Income Tax		
Net Cash From Investment Activities	(3,689,004)	(17,507,632)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	7,282,482	152,528,361
Repayment of Long Term Borrowings	(10,943,154)	(98,376,653)
Proceeds from Short Term Borrowings	-	1,499,000
Repayment of Short Term Borrowings	(1,057,685)	(1,917,258)
Dividend Paid	-	(4,110,000)
Dividend Distribution Tax Paid	-	(841,508)
Finance Cost	(42,001,208)	(53,752,663)
Net Cash From Financing Activities	(46,719,565)	(4,970,721)
NET CHANGE IN CASH AND CASH EQUIVALENTS [A+B+C]	(2,073,413)	(474,221)
Opening Cash & Cash Equivalents	22,377,654	22,851,875
Closing Cash and Cash Equivalents	20,304,241	22,377,654

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

Tushar Donda
Company Secretary
Mem. No. A39941
Place : Ahmedabad
Date : May 30, 2017

Place : Ahmedabad
Date : May 30, 2017

SCHEDULE FORMING PART OF BALANCE SHEET & PROFIT & LOSS FOR THE YEAR ENDED ON 31-03-2017**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 including advance against the same, as on the balance sheet date, is shown as capital work in progress. 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 incurred in bringing such inventory to their present condition.
- 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. 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.

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 31/03/2017 Comprises of the following:

The deferred tax liabilities for the year ended on 31.3.2017 is recognized for the profit & loss account comprising of tax effect of timing difference as under.

	(₹ In Lakh)	
Particulars	31.03.2017	31.03.2016
Deferred Tax Liabilities		
Opening	200.65	220.07
Addition	00.00	00.00
Deduction	19.75	19.42
Total A	180.90	200.65
Deferred Tax Assets		
Opening	18.31	04.08
Addition-Depreciation & Others Items	22.53	14.23
Deduction -	00.00	00.00
Total B	40.84	18.31
Net Deferred Tax Liabilities (Total A-B)	140.06	182.34

p) Provisions & Contingencies :

A provision is 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/loss 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	31.03.2017	31.03.2016
a) Letter of Credit opened for import of raw materials	52.72	11.96
b) Letter of Credit opened for indigenous Raw material	23.36	23.00
c) Bank Guarantee issued by PNB	35.32	---
d) Income tax demand disputed in appeals	190.53	186.81
e) Gujarat Sales Tax disputed in appeals	18.96	28.57
f) Excise & Service tax demand disputed in appeals	112.55	32.12

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

2. Value of Imports (on CIF Basis) :

a) Raw material	814.35	1405.09
b) Capital goods	02.06	61.21

3. Earning in Foreign Exchange :

a) Export of Goods calculated on F.O.B. Basis	710.36	1046.97
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4. Expenditure in foreign currency in respect of :

a) Foreign Travelling:	06.11	5.14
b) Commission of Export Sales	00.00	1.09
c) Interest on buyers credit	16.60	13.47

5. The company has ₹ 61,58,015/- (P.Y. ₹ 1,18,31,568/-) as export benefit receivable and outstanding as on 31/03/2017 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. 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. ₹ 47.40 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 including doubtful overdue debt aggregating ₹ 47,75,963/- which in the opinion of the management of the company is recoverable in due course of business.

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	Whole - Time Director (upto April 30, 2016)
3.	Mr. Karan S. Gupta	Executive Director
4.	Mrs. Brinda K. Gupta	Executive Director (w.e.f. May 1, 2016)
Parties where control exists:-		
1.	Suncare Traders Limited	Enterprise in which Director is a Member/ Director
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
Sale of Goods	658.70 (866.92)	00.00 (00.35)	
Purchase of Goods	15.91 (61.70)		
Trading Expenses	00.00 (00.17)		
Remuneration & perquisites To Directors			
Shri S. S. Gupta		28.60 (28.72)	
Smt. R. S. Gupta		0.66 (7.95)	1.17 (Nil)
Karan S. Gupta		13.25 (13.25)	
Rent (Sunil Gupta)		17.16 (15.60)	
Brinda K. Gupta		6.60 (Nil)	0.18 (1.26)

14. Employee Benefit Plans :

a) Defined Contribution Plans :

Contribution to Provident Fund of ₹ 21.52 Lacs (P.Y. ₹ 18.39 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:

	Particulars	2016-17	2015-16
A	The amounts recognized in the statement of Profit and Loss Accounts are as follows:		
	Defined Benefit Plan – Gratuity		
	Current Service Cost	6,92,928	5,68,671
	Interest Cost	2,72,866	2,84,631
	Expected Return on plan Assets	-1,26,789	-1,54,747
	Net Actuarial (Gain)/ Loss	-2,38,878	-2,93,288
	Amount included in the head Gratuity Expenses	6,00,127	4,05,267
B	The amount recognized in the Balance Sheet		
	Present value of funded obligation	35,75,068	34,10,826
	Less: Fair value of plan assets	12,53,381	16,89,266
	Net Liability included under the head provision for Gratuity	23,21,687	17,21,560

	Particulars	2016-17	2015-16
C	Changes in the present value of the defined Benefit Obligation representing reconciliation of the opening and closing balance thereof are as follows:		
	Present value of obligation at beginning of the year	34,10,826	35,57,889
	Interest Cost	2,72,866	2,84,631
	Current Service Cost	6,92,928	5,68,671
	Benefit paid	-5,62,674	-7,07,077
	Net Actuarial (Gain)/ Loss on obligation	-2,38,878	-2,93,288
	Present value of obligation as at the end of the year	35,75,068	34,10,826
D	Changes in the fair value of plan assets:		
	Opening fair value of the plan assets	16,89,266	22,41,596
	Expected return on plan assets	1,26,789	1,54,747
	Contributions	-	-
	Benefit paid	-5,62,674	-7,07,077
	Actuarial (Gain)/ Loss	0	0
	Closing fair value of plan assets	12,53,381	16,89,266
E	Expected contribution to defined benefit plan for the year	23,21,687	17,21,560
F	Insurer Managed Funds (Life Insurance Corporation of India) 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.		
G	The principal actuarial assumption at the Balance Sheet date:		
	Discount Rate	8%	8%
	Salary Escalation	7%	7%
	Mortality Table	LIC (1994-96)	LIC (1994-96)

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.

b) Secondary Segment – Geographical Segment :

(Amount in ₹)

Particulars	Domestic	Export	Total
Segment revenue by Geographical area based on Geographical Location of customers.	2016-17	2016-17	2016-17
Laminate Division	52,54,63,001	9,96,19,391	62,50,82,392
Door Division	09,13,60,142	0	09,13,60,142
	2015-16	2015-16	2015-16
Laminate Division	47,43,82,319	12,81,84,540	60,25,66,859
Door Division	6,09,16,116	0	6,09,16,116

16. Particulars of Earning per share

(Amount in ₹)

Particulars	31.03.2017	31.03.2016
Face Value Per Share (₹)	10	10
Net Profit after tax (₹)	-2,44,04,091	-1,89,32,422
Weighted avg. no of Equity Share	68,50,000	68,50,000
Earnings Per Share basic and diluted	-3.56	-2.76

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:

Particular	PURCHASE		SALE	
	Qty (In Nos.)	(Amount in '000)	Qty (In Nos.)	(Amount in Lakh)
Door	*NA	93.876	*NA	91360.142
Laminate	*NA	12112.093	*NA	625082.392

*NA = Not Available

2) Particulars of Manufactured goods:

Particulars	Licensed Capacity (In Nos.)	Installed Capacity (In Nos.)	Actual Capacity (In Nos.)
Door	Nil	NA*	27,623
Laminate	Nil	21,60,000	12,10,118

*NA = Not Available

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	9410.11	7452.14	11654.00	5436.21
Laminate	265164.00	222443.8	6 286136.00	216274.05

4) Particulars of consumption of Raw materials:

Particulars	Qty (In KGS)	(Amount in Lakh)
Paper	31,65,145.32	1,86,059
Chemical	34,82,942.18	1,28,437
Other	2,09,482.20	13,375

19. DISCLOSURE IN RESPECT OF SPECIFIED BANK NOTES (SBN) AS SPECIFIED BY MINISTRY OF CORPORATE AFFAIRS (MCA) VIDE NOTIFICATION NO. G.S.R. 308(E) DATED MARCH 30, 2017

Particulars	SBN (Rs)	Other denomination Notes (Rs)	Total (Rs)
Closing cash in hand as on November 8, 2016	1865000	183203	2048203
Add: Permitted receipts/Withdrawn from Bank	Nil	1379558	1379558
Less: Permitted payments	Nil	975854	975854
Less: Amount deposited in Banks	1865000	Nil	1865000
Closing cash in hand as on December 30, 2016	Nil	586907	586907

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

Tushar Donda
Company Secretary
Mem. No. A39941
Place : Ahmedabad
Date : May 30, 2017

Place : Ahmedabad
Date : May 30, 2017

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 3 Share capital

Particulars	Year ended on March 31, 2017		Year ended on March 31, 2016	
	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
Total	6850000	68500000	6850000	68500000

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

Particulars	Year ended on March 31, 2017		Year ended on March 31, 2016	
	No. of shares	Amount (In ₹)	No. of shares	Amount (In ₹)
Equity Share with Voting Rights				
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
Outstanding at the end of the year	6850000	68500000	6850000	68500000

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

Class of shares / Name of shareholder	March 31, 2017		March 31, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity Share with Voting Rights				
Dr. Sunil Gupta	2,184,908	31.90%	2,184,908	31.90%
Rupal Gupta	523,889	7.65%	523,889	7.65%
Karan S Gupta	344,704	5.03%	328,304	4.79%
Bimalkumar P. Brahmbhatt	819,351	11.96%	819,351	11.96%
Bennett coleman & Co Ltd.	623,375	9.10%	623,375	9.10%
Total	4,496,227	65.64%	4,479,827	65.40%

NOTE 1C

Details of shares allotted during the period of 5 years immediately preceding in respect of undermentioned particulars:

Particulars	Aggregate No. of Shares (FY 2016-17)	Aggregate No. of Shares (FY 2015-16)	Aggregate No. of Shares (FY 2014-15)	Aggregate No. of Shares (FY 2013-14)	Aggregate No. of Shares (FY 2012-13)
Equity Shares	-	-	-	850,000	-
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
shares bought back	-	-	-	-	-

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.

Note 4 Reserves and surplus**(Amount in ₹)**

Reserves and surplus	As at March 31, 2017	As at March 31, 2016
(a) Capital Reserve		
Opening Balance	11,729,077	11,729,077
Add : Addition during the year		
Less : Utilised/transfer during the year	-	-
Closing Balance	11,729,077	11,729,077
(b) Securities Premium Account		
Opening Balance	24,617,200	24,617,200
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year	-	-
Closing Balance	24,617,200	24,617,200
(c) General Reserve		
Opening Balance	6,678,577	6,678,577
Add : Addition/transfer during the year	-	-
Less : Utilised/transfer during the year	-	-
Closing Balance	6,678,577	6,678,577
(d) Other Reserve (State Subsidy)		
Opening Balance	-	-
Add : Addition/transfer during the year	-	-
Less : Transfer during the year to General Reserve	-	-
Closing Balance	-	-

Note 4 Reserves and surplus

(Amount in ₹)

Reserves and surplus	As at March 31, 2017	As at March 31, 2016
(e) Surplus/(Deficit) in the statement of Profit & Loss Account		
Opening Balance	39,340,937	58,273,359
(+) Net Profit/(Net Loss) For the current year	(24,404,091)	(18,932,422)
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
Dividend proposed to be distributed to Equity shareholders ₹ 0.60/- per share on share capital of ₹ 6,85,00,000/-		
(-) Tax on Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	14,936,846	39,340,937
Total Reserves and Surplus	57,961,701	82,365,792

Note 5 Long-term borrowings

(Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Term loans		
Secured Term Loan		
From Bank	1,987,097	-
From Financial Institutions	76,989,458	81,948,897
Unsecured		
From Bank	-	-
From Financial Institutions	809,025	3,820,031
Total	79,785,580	85,768,928

Additional Disclosure for secured Loan:

- (i) Car loan from HDFC Bank Ltd is secured primarily by First charge on vehicle mortgaged to bank.
- (ii) Car loan from ICICI Bank Ltd is secured primarily by First charge on vehicle mortgaged to bank
- (ii) Car loan from Kotak Mahindra Prime Ltd is secured primarily by First charge on vehicle mortgaged to bank
- (iii) 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.
- (iv) Loan from Religare Finvest Ltd. is unsecured in nature however secured by personal guarantee by Directors.
- (v) Loan from Religare Finvest Ltd. is unsecured in nature however secured by personal guarantee by Directors.
- (vi) Loan from Bajaj Finance Ltd. bearing Loan Agreement No. : 418CSH17862363 and 418CSP13734719 is secured primarily by first charge on Residential Bungalows situated at 9, Kalhar 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, 2017	As at March 31, 2016
Differed Tax Liability		
Timing diff. between book & tax depreciation	18,089,381	20,065,194
Gross Differed Tax Liability	18,089,381	20,065,194
Differed Tax Assets		
Unpaid bonus & Ex-gratia	4,084,807	1,831,460
Gross Differed Tax Assets	4,084,807	1,831,460
Net Differed Tax Liabilities	14,004,574	18,233,734

Note 7 Other long-term liabilities**(Amount in ₹)**

Particulars	As at March 31, 2017	As at March 31, 2016
Trade/Security Deposit received	14,329,990	13,900,000
Total	14,329,990	13,900,000

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

Particulars	As at March 31, 2017	As at March 31, 2016
Secured Borrowings		
From Banks	193,315,386	185,549,624
Bills discounted under letter of Credit	2,126,952	7,589,887
Unsecured Loans from		
Foreign currency buyer's Credit	58,488,240	95,442,067
Total	253,930,578	288,581,578

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, Smt. Rupal S. Gupta, Shri Karan S Gupta and Smt Brinda K Gupta.

Note 9 Trade payables

(Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016
Trade Payables		
Creditors for Raw Materials	153,260,404	103,179,458
Creditor for Exp Laminate & Door	44,013,649	33,777,475
Unpaid Expenditure	7,295,489	3,750,243
Total	204,569,541	140,707,178

Additional Disclosure

- 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, 2017	As at March 31, 2016
(A) Current maturities of long term debt		
Secured		
From Banks	1,372,076	791,695
From Financial Institutions	6,327,353	6,051,736
Unsecured		
From Banks	-	-
From Financial Institutions	4,216,251	3,807,257
(B) Unpaid Dividends	560,438	569,129
(C) Statutory Remittances	23,526,710	21,011,184
(D) Other Payables	-	598,897
Total	36,002,828	32,829,897

Additional Disclosure for secured Loan:

- Car loan from HDFC Bank Ltd is secured primarily by First charge on vehicle mortgaged to bank.
- Car loan from ICICI Bank Ltd is secured primarily by First charge on vehicle mortgaged to bank
- Car loan from Kotak Mahindra Prime Ltd is secured primarily by First charge on vehicle mortgaged to bank
- 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. is unsecured in nature however secured by personal guarantee by Directors.
- Loan from Religare Finvest Ltd. is unsecured in nature however secured by personal guarantee by Directors.
- Loan from Bajaj Finance Ltd. bearing Loan Agreement No. : 418CSH17862363 and 418CSP13734719 is secured primarily by first charge on Residential Bungalows situated at 9, Kalhar Bungalows, Shilaj, Ahmedabad registered in the name of M.D. Shri. Dr. Sunil Gupta and the collaterally by personal guarantee by Directors.

Note 11 Short-term provisions

(Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Provision for Employee Benefits	5,332,636	4,512,893
(b) Provision for Wealth Tax	0	0
(c) Provision for proposed equity Dividend	0	0
(d) Dividend Tax Payable	0	0
(e) Provision for MAT F.Y.-2014-15	0	0
Total	5,332,636	4,512,893

Note 12 Fixed assets
(Amount in ₹)

	Gross block			Accumulated depreciation and impairment					Net block		
Tangible assets	As at March 31, 2016	Additions during the year	Disposals during the year	As at March 31, 2017	As at March 31, 2016	Depreciation For the year	Addition to 95% Depre. Reserve	Eliminated on disposal of assets	As at March 31, 2017	As at March 31, 2017	As at March 31, 2016
(a) Land											
1. Free hold	548324	-	-	548,324	-	-	-	-	-	548,324	548,324
	548324	-	-	548,324	-	-	-	-	-	548,324	548,324
(b) Building											
1. Factory Building	46977439	-	-	46,977,439	19,437,893	1,493,649	-	-	20,931,542	26,045,897	27,539,546
2. Staff Quarters	1289971	-	-	1,289,971	481,905	57,210	-	-	539,115	750,856	808,066
	2056025	-	-	2,056,025	817,139	91,863	-	-	908,998	1,147,027	1,238,886
4. Site Development - 100%	1975617	-	-	1,975,617	1,876,836	-	-	-	1,876,836	98,781	98,781
	52299052	-	-	52,299,052	22,613,773	1,642,722	-	-	24,256,491	28,042,558	29,685,276
(c) Plant & Equipment											
1. Plant & Machinery	92340529	1,388,633	1,367,624	92,361,538	31,293,077	9,408,465		568,649	40,132,893	52,228,645	61,047,452
2. Plant & Machinery-100%	69312490	36,146	69,348,636	65,835,456			34,339		65,869,795	3,478,841	3,477,034
3. S.S.Press Mould	94608394	206,400	2,651,335	92,163,459	37,488,442	7,017,948		2,518,768	41,987,622	50,175,837	57,119,952
4. S.S.Press Mould-100%	25256119	2,651,335		27,907,454	23,993,312		2,518,768		26,512,080	1,395,374	1,262,807
5. Eff.Treatment Plant	421882		-	421,882	307,047	46,998			354,041	67,841	114,835
6. Laboratory Equipment	821684		-	821,684	620,457	46,211			666,671	155,013	201,227
7. Electric Installation	4663153	-	-	4,663,153	1,944,949	348,610			2,293,559	2,369,594	2,718,204
8. Electric Installation-100%	2521825	-	-	2,521,825	2,395,734				2,395,734	126,091	126,091
	289946076	4,282,514	4,018,959	290,209,631	163,878,474	16,868,232	2,553,107	3,087,417	180,212,395	109,997,223	126,067,589
(d) Furniture and Fixtures											
1. Furniture and Fixtures	15240480	2,372,281	54,850	17,557,911	4,040,344	1,687,477		52,108	5,675,713	11,882,198	11,200,136
2. Furniture and Fixtures-100%	4903494	54,850		4,958,344	4,657,849		52,108		4,709,957	248,387	245,645
3. Air Conditioner	2451123	134,349		2,585,472	1,266,759	201,706			1,468,465	1,117,007	1,184,364
4. Air Conditioner-100%	4229			4,229	4,018				4,018	211	211
	22599326	2,561,480	54,850	25,105,956	9,968,970	1,889,183	52,108	52,108	11,858,153	13,247,803	12,630,356
(e) Vehicles											
1. Vehicle	17965873	58,360	1,796,750	16,227,483	6,107,803	2,275,020	-	1,511,423	6,871,400	9,356,083	11,858,070
2. Vehicle-100%	2715868	1,178,064	1,376,405	2,517,527	2,597,402		1,119,161	1,307,585	2,408,979	108,548	118,466
	20681741	1,236,424	3,173,155	18,745,010	8,705,205	2,275,020	1,119,161	2,819,008	9,280,379	9,464,631	11,976,536
(f) Office Equipment											
1. Office Equipments	1407212	449,996	192,632	1,664,576	606,795	300,023		183,273	723,545	941,031	800,417
2. Office Equipments-100%	4443961	192,632		4,636,593	4,219,155	-		183,273	4,402,428	234,165	224,806
3. Computer & Software	1161963	742,911	183,641	1,721,233	246,191	505,622		171,577	580,236	1,140,997	915,772
4. Computer & Software - 100%	0	183,641	-	183,641	-	-	171,577	-	171,577	12,064	-
	7013136	1,569,180	376,273	8,206,043	5,072,141	805,645	354,850	354,850	5,877,786	2,328,257	1,940,995
(g) Other (Not Put to Use)	95375	1,459,014	95,375	1,459,014	-	-	-	-	-	1,459,014	95,375
CURRENT YEAR 2016-17	393183030	11,108,612	7,718,612	396,573,030	210,238,563	23,484,660	4,079,226	6,313,383	231,485,204	165,087,810	182,944,451
PREVIOUS YEAR 2015-16	374014560	35,379,090	16,210,623	393,183,030	185,931,359	24,882,242	14,143,856	14,718,877	210,238,563	182,944,451	188,083,201

Note 13 Non-current investments

(Amount in ₹)

Particulars	As at March 31, 2017		As at March 31, 2016	
	Quoted	Unquoted	Quoted	Unquoted
Investments				
Investment in Equity Instrument				
Share of Nutan Nagrik Sahkari Bank	-	11,200	-	11,200
Other Non-Current Investments				
Investment in Gold Coin	-	4,10,594	-	4,10,594
Gross non current investments	-	4,21,794	-	4,21,794
Less : Provision for diminution in value of investments	-	-	-	-
Net Non Current investments	-	4,21,794	-	4,21,794

Note 14 Long-term loans and advances

(Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Security Deposits		
Unsecured, Considered good	22,20,192	22,20,192
Less : Provision for doubtful loans and advances	-	-
	22,20,192	22,20,192
(b) Loans and advances to employees	-	-
(c) Advance Income Tax(net of provisions)		
Unsecured, Considered Good	80,47,091	77,42,916
(d) Balances with Govt. Authorities		
Unsecured, Considered Good	2,83,276	2,83,276
(e) Other Loans and advances		
Unsecured, Considered good	96,531	1,07,369
	96,531	1,07,369
Less : Provision for other doubtful loans and advances	-	-
	96,531	1,07,369
Total	1,06,47,089	1,03,53,751

Note 15 Inventories**(Amount in ₹)**

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Raw Materials	12,11,46,645	13,87,38,728
	12,11,46,645	13,87,38,728
(a) Stock under work in progress @ (Refer Note Below)	4,83,39,261	2,80,65,942
Goods in process At Job Work Parties	9,74,326	5,20,358
	4,93,13,587	2,85,86,301
(c) Finished goods (other than those acquired for trading)	20,52,73,261	20,35,99,117
Finished Goods Stock At Consignment Agent	1,64,37,004	2,62,96,886
	22,17,10,265	22,98,96,003
(d) Stock in trade (Acquired for trading)	3,73,932	5,97,103
	3,73,932	5,97,103
(e) Stores & Spares		
Stores	22,06,751	23,40,553
Packing Materials	7,13,338	13,28,821
	29,20,089	36,69,373
(f) Other inventories		
Folders and Advertise articles	54,72,150	34,12,379
Fire Wood & Lignite	2,32,186	3,15,827
	57,04,335	37,28,206
Total	40,11,68,854	40,52,15,714

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

Particulars	As at March 31, 2017	As at March 31, 2016
Raw Materials		
Papers	28,64,213	19,66,578
Chemicals	4,44,151	3,35,600
Others (Semi Finished)	2,92,04,190	2,15,19,308
Others (Wood and Frames)	1,58,26,707	42,44,456
Gross Total	4,83,39,261	2,80,65,942

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

Particulars	As at March 31, 2017	As at March 31, 2016
Debt Due for more than 6 months		
Unsecured, Considered good	1,88,20,795	1,87,49,844
Doubtful	47,75,963	62,70,420
	2,35,96,758	2,50,20,264
Less : Provision for doubtful trade receivables	-	-
	2,35,96,758	2,50,20,264
Other Trade receivables(Less than 6 M)		
Unsecured, Considered good	9,62,67,117	6,68,54,170
Doubtful	-	-
	9,62,67,117	6,68,54,170
Less : Provision for doubtful trade receivables	-	-
	9,62,67,117	6,68,54,170
Total	11,98,63,875	9,18,74,434

Note 17 Cash and cash equivalents

(Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016
a. Balances with banks		
(i) In current accounts	51,17,629	67,14,067
(ii) In EEFC accounts	144	829
(iii) In earmarked accounts		
Unpaid Dividends Accounts	5,60,438	5,69,129
Held as margin money or security against	1,42,07,245	1,43,05,298
	1,98,85,456	2,15,89,323
b. Cash on hand		
In form of Indian Rupees	4,18,785	7,88,331
In form foreignCurrencies	-	-
Total	2,03,04,241	2,23,77,654

Note 18 Short-term loans and advances

(Amount in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Security Deposits		
Unsecured, Considered good	33,07,588	29,05,796
Less : Provision for doubtful loans and advances	-	-
	33,07,588	29,05,796
(b) Loans and advances to employees		
Unsecured, Considered good	4,95,131	2,81,706
Less : Provision for doubtful loans and advances	-	-
	4,95,131	2,81,706
(c) Prepaid Expenses (Unsecured, Considered Good) (for e.g. Insurance Premium, Annual Maint. Contracts, Commission)	12,59,944	12,29,077
(d) Balances with Govt. Authorities		
Unsecured, Considered Good	58,05,357	1,33,44,757
(e) Other Loans and advances		
Unsecured, Considered good	8,78,939	33,80,536
Doubtful	27,46,112	7,00,886
	36,25,051	40,81,422
Less : Provision for other doubtful loans and advances	-	-
	36,25,051	40,81,422
Total	1,44,93,070	2,18,42,758

Note 19 Other current assets**(Amount in ₹)**

Particulars	As at March 31, 2017	As at March 31, 2016
(i) Interest accrued on deposits	1,47,121	3,69,445
(ii) Insurance Claims	22,83,574	-
Total	24,30,695	3,69,445

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

Income from Operation	For the year ended March 31, 2017	For the year ended March 31, 2016
Sale of Products [Note-20(i)]	74,07,41,495	68,25,41,403
Sale of Service [Note-20(ii)]	1,91,41,851	33,92,078
Other operating revenue [Note-20(iii)]	1,08,84,217	85,70,074
	77,07,67,563	69,45,03,555
Less:		
Excise Duty	6,16,60,654	5,60,73,657
Captive Consumption	2,42,98,961	1,89,13,420
	8,59,59,615	7,49,87,077
Total	68,48,07,948	61,95,16,478

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

Domestic	54,78,95,906	49,20,34,052
Export	9,96,19,391	12,81,84,540

Product: Door

Domestic	9,13,60,142	6,08,19,700
Export	-	-

Total Sale of Manufactured Good	73,88,75,439	68,10,38,292
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Sale of Traded Good	18,66,056	15,03,111
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Total Sale of Traded Good	18,66,056	15,03,111
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Total Sale of Products	74,07,41,495	68,25,41,403
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NOTE 20(ii) Sale of Service

Sale of Service	1,91,41,851	33,92,078
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Total Sale of Service	1,91,41,851	33,92,078
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NOTE 20(iii) Other operating revenue**Other Operating Revenue Comprises of:**

Income from C & F	2,37,594	6,60,675
Duty Drawback and other export incentives	63,58,751	72,86,600
Insurance on Sales	6,67,295	7,04,110
Insurance Claim Received	25,70,065	3,32,949
Freight Outward Collected	5,60,364	82,671
Credit Debit Balance W/off	4,79,292	2,20,049
Discount Received	10,814	1,03,037
Round Off	41	(3,389)
Short/excess licence incentive received	-	(8,16,628)

Total - Other Operating Revenue	1,08,84,217	85,70,074
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Note 21 Other income

(Amount in ₹)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
(a) Interest Income:		
Interest Income-FDR & SharaFi	15,03,425	18,00,116
Interest Income from C & F	-	1,03,408
Head Total	15,03,425	19,03,524
(b) Dividend Income	-	1,344
Head Total	-	1,344
(c) Other non-operating income (Net of expenses directly attributable to such income)	26,70,658	21,14,299
(d) Provision Wright Back (P&I)	7,38,030	-
Head Total	34,08,688	21,14,299
Total	49,12,112	40,19,167

Note:

(i) Interest Income Comprises:		
Interest income from banks	13,56,868	12,95,233
interest on Deposit	1,46,557	5,04,882
Total interest Income	15,03,425	18,00,115
(ii) Other non operating Income Comprises		
Profit on sale of fixed Assets	4,35,588	3,30,996
Foreign Exchange Fluctuation Export	22,35,070	17,83,303
Provision Wright Back (P&I)	7,38,030	-
Total	34,08,688	21,14,299

Note 22 (a) Cost of materials consumed

(Amount in ₹)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Inventory at the beginning of the year of Materials	13,64,45,564	10,85,90,955
Add. Purchase	37,17,28,985	38,95,92,405
Total	50,81,74,549	49,81,83,360
Less : Inventory at the end of the year of Materials	11,36,55,995	13,64,45,564
Less : Sale of Raw Materials	-	-
Less : Captive Consumption	2,42,98,961	1,89,13,420
Total	13,79,54,956	15,53,58,984
Add : Export Benefit	1,20,32,304	1,01,16,930
Cost of materials consumed	38,22,51,897	35,29,41,306
Material Consumed Comprises:		
Paper	18,60,59,514	17,06,37,387
Chemical	14,15,39,058	13,26,24,427
Others	3,82,65,606	2,89,36,999
Custom Duty	43,55,415	1,06,25,563
Export Benefit	1,20,32,304	1,01,16,930
Total	38,22,51,897	35,29,41,306

Note 22 (b) Purchase of traded goods**(Amount in ₹)**

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Flush Door Purchase	-	2,67,764
Laminate Sheet Purchase	-	20,30,247
Misc. Purchase	2,18,195	4,34,391
Traded Goods Purchase - Branches	99,45,908	80,63,264
TOTAL	1,01,64,103	1,07,95,666

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, 2017	For the year ended March 31, 2016
Inventories at the beginning of the year		
Finish Goods at Factory - Lam.	11,86,76,407	12,35,98,254
Finish Goods at Factory - Door	74,52,143	43,12,415
Stock in Transit	32,44,000	11,25,744
Finished Goods - Branches	7,42,26,567	5,20,99,420
Finish Goods - C & F - Lam.	2,62,96,886	1,99,75,858
Stock in Trade (Traded Goods)	5,97,103	9,41,163
Work in Progress (Lam.)	2,80,65,942	56,49,272
	25,85,59,048	20,77,02,126
Less :Inventories at the end of the year		
Finish Goods at Factory - Lam.	11,28,35,773	11,86,76,407
Finish Goods at Factory - Door	18,31,287	74,52,143
Finished Goods - Branches	8,96,56,098	7,42,26,567
Finished Goods in Transit - Lam.	9,50,103	32,44,000
Finish Goods - C & F - Lam.	1,64,37,004	2,62,96,886
Stock in Trade (Traded Goods)	3,73,932	5,97,103
Work in Progress (Lam.)	4,83,39,261	2,80,65,942
	27,04,23,457	25,85,59,048
Changes In inventory Net (Increase)/ Decrease	(1,18,64,409)	(5,08,56,922)

Note 23 Employee benefits expense

(Amount in ₹)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Salaries and Wages	8,50,21,907	6,73,59,368
Contribution to provident and other fund	30,37,913	30,51,154
Staff Welfare expenses	9,86,975	8,85,169
Total	8,90,46,794	7,12,95,691

Note 24 Finance costs

(Amount in ₹)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
A) Interest expense on		
i) Borrowings	3,71,84,011	3,38,06,662
ii) Trade Payables	11,36,953	8,27,860
iii) Others	16,42,164	26,62,337
	3,99,63,128	3,72,96,858
B) Other borrowing costs	72,28,709	93,71,250
C) Net(gain)/loss in foreign currency transactions and translation		
Loss on Forward Contract	(47,09,771)	55,79,275
Foreign currencies Fluctuation (Buyers Credit)	(4,80,857)	15,05,282
	(51,90,629)	70,84,556
Total	4,20,01,208	5,37,52,664

Note 25 Other expenses**(Amount in ₹)**

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Consumption of Stores and spare parts	62,29,749	65,66,553
Consumption of Folders & Pub.	89,26,738	1,39,32,515
Consumption of packing materials	56,05,703	56,47,991
Increase\ (Decrease) of excise duty on inventory	(12,73,499)	(1,98,030)
Power and fuel	3,48,15,701	3,69,67,233
Rent including lease rentals	62,21,858	46,39,672
Repairs and maintenance - Office Building	15,70,295	17,47,998
Insurance	12,72,165	12,43,235
Rates & Taxes	2,43,238	2,65,203
Communication	23,63,187	17,32,169
Travelling and Conveyance	68,16,561	69,03,965
Printing and stationery	6,60,441	5,14,255
Freight and forwarding	2,33,86,064	1,66,33,025
Sales commission	63,88,179	79,53,214
Sales discount	47,83,621	37,72,706
Business Promotion	17,35,913	1,85,54,804
Donation and Contribution	12,703	18,100
Legal and Professional	1,02,99,384	1,09,70,836
Excise Duty	3,51,45,869	2,35,54,018
Payment to auditors	5,00,520	6,51,000
Bad Debts and Other Receivable - W/off	5,42,733	-
Paper Printing Exps.	2,44,214	12,90,165
Miscellaneous Expenses		
Export clearing and forwarding	10,21,045	12,98,449
ISO/ISI Certification Exps.	1,83,585	1,65,620
Prevention and Securities Exps.	3,98,640	3,96,825
Electricity Exps. -Office & Godown	5,12,717	4,73,946
Import Clearing and Forwarding	52,10,880	92,92,254
Discount and Claims	51,80,573	17,57,050
Office Expenses	9,27,654	6,75,924
Advertisement Expenses	22,68,416	14,77,235
Licence Fees	82,869	61,100
Labour Charges	91,78,700	36,11,252
Misc Exp	13,50,687	18,06,075
Prior Period adjustment	4,61,959	10,47,387
Total	18,32,69,061	18,54,23,743

Note 26

(Amount in ₹)

Depreciation and Amortization Expense	For the year ended March 31, 2017	For the year ended March 31, 2016
Depreciation (Lam)	1,16,41,572	2,06,58,947
Depreciation (Door)	1,03,90,592	42,23,292
Depreciation (HO)	14,52,496	
Retain Gain/Loss	-	-
Total	2,34,84,660	2,48,82,239

SR No	Audit fees	For the year ended March 31, 2017	For the year ended March 31, 2016
1	Payments to the auditor as	2,15,000	2,00,000
2	b. for taxation matters,		
	Taxation	75,000	50,000
	VAT Audit	-	-
	VAT Appeals	-	-
	Excise Appeals	-	-
3	c. for company law matters,		
	Review Report	60,000	25,000
4	d. for management services,		
	Certification Expe.	10,000	10,000
5	e. for Company Audit	-	-
6	f. for reimbursement of expenses;	-	-
	Total	3,60,000	2,85,000

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, 2017	For the year ended March 31, 2016
Face Value Per Share (In ₹)	10	10
Net Profit After Tax	(2,44,04,094)	(1,89,32,422)
Weighted Avg No of share	68,50,000	68,50,000
Basic & Diluted Earning PerShare	-3.56	-2.76

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

Tushar Donda
Company Secretary
Mem. No. A39941
Place : Ahmedabad
Date : May 30, 2017

Place : Ahmedabad
Date : May 30, 2017

To,

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

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. 3.		
Address of the First Holder			
Email Id			
PAN		Telephone No(s)	
Specimen Signature(s)	1. 2. 3.		
Attestation By Bank Under their Stamp			
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 :**_____
Signature of sole/ First Holder**Note:**

- Shareholders who hold the shares in demat mode are requested to update the details with their Depository Participant.
- 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.
- Attach following documents along with form;
 - Attested copy of the PAN card.
 - Attested copy of Aadhar Card/Passport/ration Card/Driving Licence/Voter Id (any one) (If PAN card is not obtained)
 - Attested copy of latest utility Bill (Telephone/Electricity/Gas) (any one) (if the address is changed)
 - 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;**Web:** www.bloomdekor.com **E-mail:** redressal@bloomdekor.com; **Tel:** +91-79-2684 1916; **Fax:** + 91-79-2684 1914;**ATTENDANCE SLIP**

Regd. Folio No./DP Id No.*/Client Id No.*	
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-sixth Annual General Meeting of Bloom Dekor Limited held on Friday, September 29, 2017 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.

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

PROXY FORM

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

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

- Name : _____
 Address : _____
 E-mail Id : _____ Signature : _____ or failing him
- Name : _____
 Address : _____
 E-mail Id : _____ Signature : _____ or failing him
- 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-sixth Annual General Meeting of Bloom Dekor Limited to be held on Friday, September 29, 2017 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)		
Ordinary businesses		For	Against	Abstain
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Karan Gupta (DIN 03435462), who retires by rotation and being eligible, seeks re-appointment.			
3.	Appointment of Statutory Auditors and fix their remuneration.			
Special Businesses				
4.	Re-appointment of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company.			
5.	Re-appointment of Mr. Karan Gupta (DIN 03435462) as Whole-Time Director, designated as Executive Director of the Company.			
6.	Change in Designation of Mrs. Brinda Gupta from Executive Director to Non-Executive Director cum Chief Financial Officer of the Company.			
7.	Service of Documents to Members by the Company.			

Signed this _____ day of _____, 2017

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp of
not less
than Rs. 1

Note:

1. 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 27, 2017 at 11:00 a.m.)
2. 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.

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E: laminates@bloomdekor.com
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ACCREDITATIONS/CERTIFICATIONS



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