

BLOOM

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BLOOM DEKOR LIMITED
ANNUAL REPORT
2014 - 2015

BLOOM

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Corporate Information

CIN: L20210GJ1992PLC017341

Board of Directors

Dr. Sunil Gupta
Mrs. Rupal Gupta
Mr. Karan Gupta
Mr. Mayur Parikh
Mr. Ashok Gandhi

Managing Director
Whole time Director
Executive Director
Independent Director
Independent Director

Head Office

2/F, Sumel, S. G. Highway Road,
Thaltej, Ahmedabad - 380 059.

Registered Office & Works

Oran 267, Tal. Prantij,
Dist. : Sabarkantha, National Highway No. 8,
North Gujarat - 383 205.

Auditors

Dharmendra Shah & Co.
506, Mangalmurti Complex, Opp. Citygold Multiplex,
Ashram Road, Ahmedabad - 380 009.

Registrar & Share transfer agent

Purva Sharegistry (INDIA) Private Limited
9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg Lower Parel (EAST),
MUMBAI, Maharashtra - 400 011.

Bankers

Punjab National Bank

Secretarial Auditor

Anand S. Lavingia
Practicing Company Secretary

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NOTICE OF MEETING

NOTICE IS hereby given that the Twenty Fourth ANNUAL GENERAL MEETING of the Members of BLOOM DEKOR LIMITED will be held at the Registered Office of the Company at Block No. 267, Village Oran, Tal: Prantij, N.H. 8, Dist. Sabarkantha, North Gujarat - 383 205, GUJARAT, INDIA on Tuesday, 11th day of August, 2015 at 11:00 A. M. to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2015 and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint Mrs. Rupal Sunil Gupta, (DIN: 00012611), who retires by rotation and being eligible, offers herself for reappointment.
3. To declare final dividend on equity shares for the Financial Year ended March 31, 2015.
4. To appoint Statutory Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions of the Companies Act 2013, and the Rules framed there under M/s. Dharmendra Shah & Co., Chartered Accountants, Ahmedabad [FRN: 102474W] be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2015-16, to hold office for a term of 5 (Five) years subject to ratification at every Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

Registered Office
Block No. 267, Village Oran, Tal: Prantij,
N.H.8, Dist. Sabarkantha
North Gujarat - 383 205

By Order of the Board
For, BLOOM DEKOR LIMITED

Dr. Sunil Gupta
Managing Director
DIN: 00012572

PLACE : Sabarkantha
DATE : July 17, 2015

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

2. **The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.**

A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. **The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, August 1, 2015 to Tuesday, August 11, 2015 (both days inclusive) for annual closing.**

4. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.**

5. **Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice.**

6. **Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.**

7. **Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.bloomdekor.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Ahmedabad for inspection during normal business hours on working days.**

8. **Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.**

9. **Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.**

10. **GREEN INITIATIVE**

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21 April, 2011 and Circular No. 18/2011 dated 29 April, 2011, have allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit. Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to please promptly provide their details (name, folio no., e-mail id) to the Registrar and Transfer Agent of the company. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories. The annual report and other communications/documents sent electronically would also be displayed on the Company's website: www.bloomdekor.com. As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of requisition from you. We request you to support this initiative and opt for the electronic mode of communication by submitting your e-mail address to your DP or to the Company's Registrar, in the interest of the environment.

11. **All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (4.00 P.M. to 6.00 P.M.) on all working days except Saturday, Sunday and Public holiday up to and including the date of the Annual General Meeting of the Company.**

“VOTING THROUGH ELECTRONIC MEANS”

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS -

I. In case of members receiving e-mail:

1. If you are holding shares in Demat form and had logged on to www.evotingindia.com and have casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
2. Log on to the e-voting website www.evotingindia.com.
3. Click on “Shareholders” tab to cast your votes.
4. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID. Next enter the Image Verification as displayed and Click on Login	Folio Number registered with the Company. Next enter e Image Verification as displayed and Click on Login
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders holding shares in demat mode as well as shareholders holding shares in physical mode)	

ANY OF THE FOLLOWING

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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OR

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or dividend Bank details in order to login. If the details are not recorded with the depository or company please enter number of shares held by you as on the cut off date in the Dividend Bank details field.
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*For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

Incase either of the details are not recorded with the depository please enter <No. of shares held by you as on Tuesday, August 4, 2015> in the Dividend Bank details field.

5. Now, select the Electronic Voting Sequence Number (“EVSN”) 150718003 along with “Bloom Dekor Limited” from the drop down menu and click on “SUBMIT”.
6. After entering these details appropriately, click on “SUBMIT” tab.
7. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least

*one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.*

8. *Click on the relevant EVSN on which you choose to vote.*
9. *On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.*
10. *Click on the "Resolutions File Link" if you wish to view all the Resolutions.*
11. *After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.*
12. *Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.*
- I. *In case of members receiving the physical copy of Notice of Annual General meeting [for members whose e-mail IDs are not registered with the Company / Depository participant(s) or requesting physical copy]:*

Please follow all steps from Sr. No. (2) to Sr. No. (12) above, to cast vote.

- II. *Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.*
- III. *E-voting period begins on Friday, August 7, 2015 (9:00 am) and ends on Friday, August 7, 2015 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.*
- IV. *The voting rights of shareholders 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, July 10, 2015.*

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- I. *Every member who has casted their vote(s) on the resolution through e-voting, shall not be allowed to vote subsequently in the AGM.*
- II. *The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.*
- III. *CS Anand S. Lavingia, Practising Company Secretary (Membership No.: ACS 26458; CP No: 11410) (Address: G-3, Shridhar Complex, Near S.M. Overbridge, Shyamal Cross Roads, Ahmedabad – 380 051, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.*
- IV. *The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.*
- V. *The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bloomdekor.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited, where the shares of the Company are listed.*
- VI. *The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.*
- VII. *For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.*
- VIII. *Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in>*

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www.evotingindia.co.in and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.

- IX. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- X. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

CONTACT DETAILS

Company	:	Bloom Dekor Limited Regd. Office: Block No. 267, Village Oran, Tal Prantij, Sabarkantha, North Gujarat - 383 205 CIN: L20210GJ1992PLC017341 E-mail ID: redressal@bloomdekor.com
Registrar and Transfer Agent	:	PURVA SHAREGISTRY (INDIA) PVT. LTD. No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011 Tel No.: 91-22-2301 6761 / 8261 E-mail: busicomp@vsnl.com
e-Voting Agency	:	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	:	CS Anand Lavingia Practising Company Secretary E-mail ID: krishivadvisory@gmail.com

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.

ANNEXURE TO NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

<i>Name of the Director</i>	<i>Date of Birth (Number of Shares Held)</i>	<i>Expertise in Specific Functional Area</i>	<i>Name of the Public Companies in which he hold Directorship (As on March 31, 2015)</i>	<i>Name of the Committees of Public Companies of which he holds Membership / Chairmanship (As on March 31, 2015)</i>
<i>Mrs. Rupal Sunil Gupta</i>	<i>October 15, 1961 (5,23,889)</i>	<i>Administration</i>	<i>NIL</i>	<i>NIL</i>

Information about the appointee:

Mrs. Rupal Gupta along with her relatives holds 34,35,464 Equity Shares of the Company as on March 31, 2015. Dr. Sunil Gupta being Managing Director and Mr. Karan Gupta being Executive Director are relatives of Mrs. Rupal Gupta being Whole Time Director. None of the Directors except Dr. Sunil Gupta, Mr. Karan Gupta and Mrs. Rupal Gupta are interested in the Resolution.

DIRECTORS' REPORT

Dear members,

The Directors take pleasure in presenting the 24th Annual Report along with the Audited Statement of Accounts for the year ended 31st March, 2015 as under:

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Particulars	Year Ended 31/03/2015	Year Ended 31/03/2014
Income from operations	6,315.62	6364.09
Other Income	89.50	86.40
Total Expenditure	5590.32	6076.37
Interest	392.10	422.64
Profit before Amortisation, Depreciation & Prior Period Adjustment	422.7	(48.51)
Depreciation	276.16	138.61
Provision for Tax – Current / Deferred	(77.91)	(21.76)
Net Profit after depreciation and tax	68.63	(165.36)
Profit / (Loss) brought forward	563.61	728.97
Net Profit / (Loss) carried to Balance Sheet	632.24	563.61

FINANCIAL PERFORMANCE:

The turnover of the company in the year 2014-15 is ₹ 6,315.62 Lacs as against ₹ 6364.09 Lacs for the previous year 2013-14.

During the current financial year our Company has gain a net profit of ₹ 68.63 Lacs as against the loss of ₹ 165.36 Lacs in P.Y. 2013-14 which shows the upward growth in the bottom line of more than 100%. Still at present, there have been a number of external factors adversely affecting the performance and profitability of the Company:

- 1) Pressure on raw material input cost for Phenol, Methanol, Formaldehyde and Melamine due to rising crude oil prices.
- 2) Unfavorable exchange rates of US Dollar and EURO
- 3) Increase in both inward and outward freight costs due to high fuel prices.

In addition to this, frequent shortage of raw materials also affected the overall production and in turn, the anticipated top and bottom line of the Company.

Moreover, with the new project of an additional press in the laminate vertical and increasing the product range and the capacity, the company faced several unforeseen bottlenecks in the smooth working of this new expansion. Additional investment had to be made in large machineries including a boiler, phenolic treater, etc which consumed time and increased fixed costs thereby delaying the opportunity to leverage the output and the added capacity.

Despite the downturn in the economy Bloom Dekor has managed to sustain the top line.

Dividend:

Your Directors have recommended a dividend of ₹ 0.60/- [i.e. 6%] per equity share on 68,50,000 equity shares of ₹ 10/- each fully paid-up for the financial year ended on 31st March, 2015, amounting to ₹ 49,32,000 Lacs [inclusive of corporate dividend tax of ₹ 8,22,000 lacs]. The dividend, if declared by the shareholders at the ensuing Annual General Meeting, will be paid to those shareholders, whose names stand registered in the Register of Members on July 31, 2015. In respect of shares held in dematerialized form, it will be paid to the members whose names are furnished by the National Securities Depository Limited and the Central Depository Services [India] Limited, as beneficial owners.

MANAGEMENT DISCUSSION AND ANALYSIS [MDA]:

MDA, for the year under review, as stipulated under clause 49 of the Listing Agreement, is presented in a separate section forming part of this Annual Report.

Industry Overview and Developments:

Globally, the decorative laminate industry is projected to have a marginal growth. However the picture appears to be becoming better for the coming decade mainly on account of boom in the real estate markets which has put a high demand for decorative laminate sheets catering to the interior decoration of the innumerable residential and commercial buildings sector.

At the same time, the Chinese invasion with low prices is adding pressure on the price realizations. The contribution of Indian laminate industry to the world demand is still under utilized and offers a lot of opportunity for the growth in volume.

OUTLOOK & OPPORTUNITIES:**LAMINATES:**

Bloom has always been a preference amongst the architects and the interior designers – the major influencers in the buying decision of the customer. With all bottlenecks removed, Bloom is all geared to introduce its range of 7x3 laminates into the market and is looking at a 15-20% growth notwithstanding the market conditions. Due to booming in the real estate sector of India, Company has captured a good market share in the said area which is possible due to good product range and the network of the Company across the globe. Bloom has great plans to significantly achieve growth with improved margins.

DOORS:

Bloom Doors is on track with its business plan of increasing the network and penetration into the market by reaching out to the dealer network directly. Authorised channel partners are being formed pan India as a part of the business plan along with franchises given to showcase a gallery of doors that make the convincing process much easier. Bloom has started the various mode of advertising to capture the customer and create awareness about the value of door in decoration. The product has a guaranteed future but is finding resistance due to the price because of high and quality production cost. This however will be overcome by the increased awareness of good quality doors amongst the minds of the end customers. Bloom Doors have also found their place online in e-commerce portal of Snapdeal which has helped the company build its brand online. A few orders have been processed through Snapdeal and the feedback has been very encouraging. Except for minor challenges in sourcing man power, the road map for Bloom Doors is vivid with a guaranteed product with zero defects and zero maintenance problems.

PROFESSIONAL MANAGEMENT

The company is strategically taking calls to merge teams of both the verticals to increase the network without increasing the fixed costs significantly. An increased team of professionals to advice on the financial decisions of foreign exchange fluctuations and a smooth on time outsourced internal audit team to help us receive apt reports to take informed decisions about the segment wise performance and profitability.

RISK PERCEPTION AND RISK MANAGEMENT POLICY

Looking at the price movement of world crude oil prices, there would be noticeable variations in prices and supply of various chemicals and raw materials. The weakening of rupee will prove to be a major setback which will directly affect all raw material prices in both the Doors and the Laminates division.

However, the company is determined and focused to gain momentum in growth and to improve their profit margins for the coming financial year by dividing the over heads into higher sales.

For the doors division, competition will come in from cheaper doors being marketed by Chinese companies and other unorganized flush door manufacturers and not to forget the growth of new companies which would be wanting to tap the huge market that exists for the eco-friendly engineered panel doors and designer flush doors. This will induce heavy pressure on the cost control during the manufacturing process.

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/ mitigating the same.

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year of the Company i.e. 31st March, 2015 and the date of Director's Report i.e. 14th July, 2015.

Related Party Transactions

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

DIRECTORS:

i. Cessation:

During the year there was no cessation of any of the Director of the Company.

ii. Retirement by rotation:

In accordance with the provisions of section 152 [6] of the Act and in terms of Articles of Association of the Company, Ms. Rupal Gupta [DIN - 00012611] will retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for reappointment. The Board recommends her reappointment.

iii. Appointment of Director:

No proposal / nomination have been received / made for the appointment as a Director of the Company.

iv. Independent Directors:

The Independent Directors have submitted their declarations of independence, as required pursuant to the provisions of section 149(7) of the Act, stating that they meet the criteria of independence as provided in section 149[6].

v. Profile of the Directors seeking appointment / reappointment:

As required under clause 49 of the Listing Agreement, particulars of the Directors retiring by rotation and seeking appointment / reappointment at the ensuing Annual General Meeting is annexed to the notice convening 24th Annual General Meeting.

vi. Chairman:

Mr. Mayur Parikh - Chartered Accountant is the Chairman of the Board of Directors of the Company and also holds the chair as a chairman in the Board Meeting of the Company.

vii. Key Managerial Personnel:

The following persons were designated as Key Managerial Personnel:

1. *Dr. Sunil Gupta - Managing Director*
2. *Mrs. Rupal Gupta - Whole Time Director*
3. *Mr. Kamlesh Sompura - Chief Financial officer*
4. *Mr. K. Rajendran - Compliance Officer*

Board Evaluation

Pursuant to the provisions of the Act and Rules made there under and as provided under Schedule IV of the Act and clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of itself, the Directors individually as well as the evaluation of its committees. The manner in which the evaluation was carried out is provided in the Corporate Governance Report, which is part of this Annual Report.

Committee of Board

Your Company has several Committees which have been established as part of the best Corporate Governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes except Nomination and Remuneration Committee.

The Company has following committees of the board

- *Audit Committee.*
- *Nomination and Remuneration Committee.*
- *Stakeholders' Grievances and Relationship Committee.*
- *Independent Directors Committee.*

Remuneration Policy:

The Board has on the recommendations of Nomination and Remuneration Committee, framed a Policy on selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report, which is part of this Annual Report.

Directors' Responsibility Statement:

In terms of section 134 [3] [c] of the Act, your Directors state that:

- i. *in the preparation of the annual financial statements for the year ended on 31st March, 2015, applicable accounting standards read with requirements set out under schedule III of the Act, have been followed along with proper explanation relating to material departures, if any,*
- ii. *such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2015 and of the profit of the company for the year ended on that date,*
- iii. *proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for prevention and detection of fraud and other irregularities,*
- iv. *the annual financial statements are prepared on a going concern basis,*
- v. *proper internal financial controls are in place and that the financial controls are adequate and are operating effectively and*
- vi. *the systems to ensure compliance with the provisions of all applicable laws are in place and are adequate and operating effectively.*

INTERNAL CONTROLS & THEIR ADEQUACY:

The Company has established a well-defined process of risk management, wherein the identification, analysis and assessment of the various risks, measuring of the probable impact of such risks, formulation of risk mitigation strategy and implementation of the same takes place in a structured manner. 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 board 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 Committee of the Company regularly reviews the reports of the internal auditors and recommends actions for further improvement of the internal controls.

INTERNAL AUDIT & INSPECTION:

A comprehensive system of internal inspection and audit is in place in the company to monitor internal control systems. The scope and coverage of the Audit is reviewed from time to time to make it more focused and effective. The system of both out-sourcing and in-house audit continued during the year 2014-15.

HUMAN RESOURCES:

During the year under review the employee attrition was minimal. The management continues its efforts in imparting professional training to Executives and Staff members at various levels with the view to upgrade their competence and managerial abilities. The Industrial relations in the company continued to be cordial in the year 2014-15.

New focus is being given to improve safety for the workers and improve awareness of work place management through training on 5S principles.

CAUTIONARY STATEMENT:

The statements and observations made in this analysis are reflective of the collective opinion of the company. Wherever possible, conservative estimates have been considered.

Certain statements in this section relating to estimates, projections and expectations may be forward looking within the meaning of applicable laws and regulations. The actual results could differ marginally from what the directors envisage in terms of the future performance and outlook. The factors that may affect the performance of the company will be changes pertaining to government policies, tariff barriers, delays in registrations, changes in local and overseas markets and the related factors thereof.

PUBLIC DEPOSIT:

The company has not accepted any deposits from the public hence the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act - 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

BOARD MEETINGS:

A calendar of meetings to be held in a year is decided in advance by the Board and circulated to the Directors. During the year, Six Board and Five Audit Committee Meetings were convened and held, the details of which are provided in the Corporate Governance Report, forming part of the Directors' Report. The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

CORPORATE GOVERNANCE:

Your Company strives to incorporate the appropriate standards for corporate governance. Pursuant to Clause-49 of listing agreement to the Stock Exchange Corporate Governance Report and Practicing Company Secretaries' on its compliance is annexed and forms part of this report.

AUDITORS:

The Company's Auditors B.T. Vora & Co., Chartered Accountants, Ahmedabad [Firm Reg. No. 123652W] have resigned from the position of the statutory auditor of the company due to their pre-occupation in other commitments. In place of

him M/s. Dharmendra Shah & Co., Chartered Accountants [Firm Registration No. [102474W] is to be appointed as the statutory auditor of the company for the tenure of 5 years from the date of this Annual General Meeting subject to approval of the shareholders.

AUDITORS' REPORT:

M/s. Dharmendra Shah & Co., Chartered Accountants [Firm Registration No. [102474W] Statutory Auditor of the Company holds office until the conclusion of the ensuing 24th Annual General Meeting and offers themselves for reappointment. Pursuant to provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the Board proposes to reappoint M/s. Dharmendra Shah & Co., Chartered Accountants as Statutory Auditor of the Company from the conclusion of the ensuing 24th Annual General Meeting till the conclusion of 29th Annual General Meeting. They have furnished a certificate confirming the eligibility under section 141 of the Companies Act, 2013 and Rules made thereunder.

The Board based on the recommendation of Audit Committee, recommends the appointment of M/s. Dharmendra Shah & Co., Chartered Accountants [Firm Registration No. [102474W], Chartered Accountants, as the Statutory Auditor of the Company.

Secretarial Auditor and Secretarial Audit Report:

Pursuant to the provisions of section 204 of the Act and The Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, the Company has appointed Mr. Anand S. Lavingia - Practicing Company Secretary to undertake Secretarial Audit for the financial year ended on 31st March, 2015. Secretarial Audit Report is attached to this report as Annexure-"A". The Board has duly reviewed the Secretarial Auditor's Report and the observations and comments, appearing in the report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors as provided under section 134 of the Act.

Corporate Social Responsibility [CSR]:

The provisions related to CSR are not applicable to the company.

Business 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..

Managing the Risks of fraud, corruption and unethical business practices:

i. Vigil Mechanism / Whistle Blower Policy:

The Company has established vigil mechanism and framed whistle blower policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

ii. Code of Conduct:

The company is having its code of conduct to be followed by the Management. The same have been also published on the website of the company.

Extract of Annual Return:

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 the extract of the Annual Return as at 31st March, 2015 in Form MGT-9 forms part of this Annual Report as Annexure- "B".

Constitution of Audit Committee:

The Board has constituted the Audit Committee which comprises of Mr. Mayur Parikh as the Chairman and Mr. Ashok Gandhi and Mr. Karan Gupta as the members. More details on the Committee are given in the Corporate Governance Report.

Particulars of Employees:

There is no employee who fall in the category of the information required under section 197 of the Act read with Rule 5 [1] of The Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014.

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 in the Annexure- "C" and forms part of this Report.

General Disclosure:

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 [3] of the Act and Rule 8 of The Companies [Accounts] Rules, 2014 to the extent the transactions took place on those items during the year.

Your Directors 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:

- 1. Details relating to deposits covered under Chapter V of the Act.*
- 2. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.*
- 3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS.*
- 4. There is no revision in the Board Report or Financial Statement.*
- 5. 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.*

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 the Board

Sd/-

*Dr. Sunil Gupta
Managing Director
DIN: 00012572*

*Place : Ahmedabad
Date : July 14, 2015*

Annexure - A
Form No. MR-3
Secretarial Audit Report

For the period ended March 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 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 us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon. Based on my verification of the 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 ended on March 31, 2015, 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 Bloom Dekor Limited ("The Company") for the period ended on March 31, 2015 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;*
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;*
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;*
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Foreign Direct Investment and External Commercial Borrowings are not Applicable to the Company during the Audit Period);*
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):*
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;*
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;*
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable as the Company did not issue any security during the Financial Year under review);*
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not applicable as the Company has not granted any options to its employees during the Financial Year under review);*
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable as the Company has not issued any Debt Securities during the Financial Year under review);*
 - f. 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 - (Not applicable as the Company is not registered as Registrar to an Issue & Share Transfer Agent during the Financial Year under review, however the Company has appointed M/s Purva Sharegistry (India) Private Limited as an Registrar & Share Transfer Agent as per the Listing Agreement entered between the Company and the BSE Limited;*

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- g. *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not delisted its Equity Shares from any Stock Exchange during the Financial Year under review) ; and*
 - h. *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable as the Company has not bought back any of its securities during the Financial Year under review);*
- VI. *The following specifically other applicable laws to the Company: A) The Air (Prevention and Control of Pollution) Act, 1981 B) The Water (Prevention and Control of Pollution) Act, 1981 C) The Environment (Protection) Act, 1986.*

I have also examined compliance with the applicable clauses of the following:

- i. *Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified during the Audit Period and hence not applicable).*
- ii. *The Listing Agreement entered into by the Company with the BSE Limited.*

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

I further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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 specific event / actions having a major bearing on the Company's affairs during the year under review.

FOR, CS Anand Lavingia

*Practising Company Secretary
ACS NO.: 26458
C.O.P. NO.: 11410*

*Place : Ahmedabad
Date : July 14, 2015*

Annexure - B**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**as on the financial year ended on 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS

1	CIN:	L20210GJ1992PLC017341
2	Registration Date	23/03/1992
3	Name of the Company	BLOOM DEKOR LTD
4	Category / Sub-Category of the Company	Public Limited Company having Share Capital
5	Address of the registered office and contact details	BLOCK NO 267 VILLAGE ORANTAL PRANTIJ SABARKANTHA laminates@bloomdekor.com
6	Whether listed company Yes / No	Yes
7	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 LOWER PAREL (EAST) MUMBAI Maharashtra - 400011

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	WOOD	2021	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any subsidiary and associate Companies

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2014]				No. of Shares held at the end of the year [As on March 31, 2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a) Individual/HUF	3190377	226635	3417012	49.88	3435464	10	3435474	50.15	0.27
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	128000	0	128000	1.87	128000	0	128000	1.87	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL:(A) (1)	3318377	226635	3545012	51.75	3563464	10	3563474	52.02	0.27

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2. Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter									
(A)= (A)(1)+(A) (2)	3318377	226635	3545012	51.75	3563464	10	3563474	52.02	0.27
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B) (1):	0	0	0	0.00	0	0	0	0.00	0.00
2. Non Institutions									
a) Bodies corporates									
i) Indian	178743	627675	806418	11.77	804241	4300	808541	11.80	0.03
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakhs	533053	356695	889748	12.99	478333	353595	831928	12.14	(0.84)
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	550887	50700	601587	8.78	608761	50700	659461	9.63	0.84
c) Others (specify)									
- NRI	946707	10500	957207	13.97	926545	10500	937045	13.68	(0.29)
- HUF	50028	0	50028	0.73	49546	0	49546	0.72	(0.01)
- Clearing members	0	0	0	0.00	5	0	5	0.00	0.00
SUB TOTAL (B) (2):	2259418	1045570	3304988	48.25	2867431	419095	3286526	47.98	(0.27)
Total Public Shareholding									
(B)= (B) (1)+(B) (2)	2259418	1045570	3304988	48.25	2867431	419095	3286526	47.98	(0.27)
C. Shares held by Custodian for GDRs & ADRs									
GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	5577795	1272205	6850000	100.00	6430895	419105	6850000	100.00	0.00

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Dr. Sunil Gupta	2188555	31.95	0.00	2188555	31.95	0.00	0.00
2.	Rupal Gupta	523889	7.65	0.00	523889	7.65	0.00	0.00
3.	Anika Sunil Gupta	245794	3.59	0.00	245794	3.59	0.00	0.00
4.	Karan Gupta	324004	4.73	0.00	326304	4.76	0.00	0.03
5.	Sunil Gupta-HuF	134760	1.97	0.00	150922	2.20	0.00	0.23
6.	Karan Interiors Limited	128000	1.87	0.00	128000	1.87	0.00	0.00
7.	Dr Ramesh Shah	10	0.00	0.00	10	0.00	0.00	0.00

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Karan Sunil Gupta				
	At the beginning of the year	324004	4.73	324004	4.73
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	[+]2300		[+]2300	
	At the End of the year	326304	4.76	326304	4.76

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For Each of the Top 10 Shareholders				
1.	Bimalkumar P Brahmhatt	819351	11.96	819351	11.96
2.	Bennett, Coleman and Company Limited	623375	9.10	623375	9.10
3.	SATHYAS				
	At the beginning of the year	166390	2.43	166390	2.43
	Increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	[+]3690	0.054	[+]3690	0.054
	At the end of the year	170080	2.48	170080	2.48
4.	Sonika Granites Pvt. Ltd.	132500	1.93	132500	1.93
5.	SANGEETHA S				
	At the beginning of the year	102850	1.50	102850	1.50
	Increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	[+]28528	0.42	[+]28528	0.42
	At the end of the year	131378	1.92	131378	1.92
6.	Upendra H Brahmhatt				
	At the beginning of the year	126662	1.85	126662	1.85
	Increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	[-]20162	0.30	[-]20162	0.30
	At the end of the year	106500	1.55	106500	1.55

7.	Dipak Kanayalal Shah				
	<i>At the beginning of the year</i>	90000	1.31	90000	1.31
	<i>Increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)</i>	[+] 13000	0.19	[+] 13000	0.19
	<i>At the end of the year</i>	103000	1.50	103000	1.50
8.	Santosh Devi Jain	037065	0.54	037065	0.54
9.	Manoj UmashankarTambi				
	<i>At the beginning of the year</i>	030900	0.45	030900	0.45
	<i>Increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)</i>	[-] 1000	0.01	[-] 1000	0.01
	<i>At the end of the year</i>	029900	0.44	029900	0.44
10.	ParamjeetSingh				
	<i>At the beginning of the year</i>	028507	0.42	028507	0.42
	<i>Increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)</i>	[+] 19444	0.28	[+] 19444	0.28
	<i>At the end of the year</i>	047951	0.70	047951	0.70

*There is no change during the year in Sr. No. 1,2,4 & 8

v) **Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel Name of Director(s) & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares of the Company	% of total shares of
1.	Dr. Sunil Sitaram Gupta (Managing Director)				
	<i>At the beginning of the year</i>	2188555	31.95	2188555	31.95
	<i>Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)</i>	No Change during the year			
	<i>At the end of the year</i>	2188555	31.95	2188555	31.95
2.	Rupal Sunil Gupta (Whole Time Director)				
	<i>At the beginning of the year</i>	0523889	7.65	0523889	7.65
	<i>Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)</i>	No Change during the year			
	<i>At the end of the year</i>	0523889	7.65	0523889	7.65
3.	Karan Sunil Gupta (Executive Director)				
	<i>At the beginning of the year</i>	0324004	4.73	0324004	4.73
	<i>Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)</i>	[+] 2300	0.03	[+] 2300	0.03
	<i>At the end of the year</i>	0326304	4.76	0326304	4.76
4.	Mayur Rajendrabhai Parikh (Independent Director)				
	<i>At the beginning of the year</i>	0	0.00	0	0.00
	<i>Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)</i>	No Change during the year			
	<i>At the end of the year</i>	0	0.00	0	0.00
5.	Ashok Chandrakant Gandhi (Independent Director)				
	<i>At the beginning of the year</i>	0	0.00	0	0.00
	<i>Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)</i>	No Change during the year			
	<i>At the end of the year</i>	0	0.00	0	0.00

V. INDEBTEDNESS*Indebtedness of the Company including interest outstanding/accrued but not due for payment [INR]*

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<i>Indebtness at the beginning of the financial year</i>				
i) Principal Amount	4,70,94,432	0	1,08,96,021	5,79,90,453
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	4,70,94,432	0	1,08,96,021	5,79,90,453
<i>Change in Indebtedness during the financial year</i>				
Additions	-	-	3,979	3,979
Reduction	(61,86,950)	-	-	61,86,950
Net Change	(61,86,950)	0	3,979	(61,82,971)
<i>Indebtedness at the end of the financial year</i>				
i) Principal Amount	4,09,07,482	0	1,09,00,000	5,18,07,482
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	4,09,07,482	0	1,09,00,000	5,18,07,482

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager. [INR]**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Dr. Sunil Gupta (Managing Director)	Rupal Gupta (Whole Time Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	24,86,400	7,35,264	32,21,664
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	1,27,105	0	1,27,105
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- as % of profit	0	0	0
	- others (specify)	0	0	0
5	Others, please specify	0	0	0
	Total (A)	26,13,505	7,35,264	33,48,769

B. Remuneration to other Directors [INR]

Sr. No.	Particulars of Remuneration	Name of the Directors		Total Amount
		Mayur Rajendrabhai Parikh	Ashok Chandrakant Gandhi	
1	Independent Directors			
	(a) Fee for attending board committee meetings	37,000	37,000	7,4000
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	Total (1)	37,000	37,000	74,000

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2	<i>Other Non-Executive Directors</i>	N.A.	N.A.	0
	<i>(a) Fee for attending board committee meetings</i>			
	<i>(b) Commission</i>	0	0	0
	<i>(c) Others please specify.</i>	0	0	0
	<i>Total (2)</i>	0	0	0
	<i>Total (B)=(1+2)</i>	37,000	37,000	74,000
	<i>Total Managerial Remuneration</i>			

C. Remuneration to key Managerial Personnel Other than MD/Manager/WTD [INR]

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary Parikh	Kamlesh Sompura Finance Head/CFO	
1	<i>Gross Salary</i>			
	<i>(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.</i>	-	3,50,000	3,50,000
	<i>(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961</i>	-	0	0
	<i>(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961</i>	-	0	0
2	<i>Stock Option</i>	-	0	0
3	<i>Sweat Equity</i>	-	0	0
4	<i>Commission</i>	-	0	0
	- as % of profit	-	0	0
	- others, specify	-	0	0
5	<i>Others, please specify</i>	-	0	0
	<i>Total</i>	-	3,50,000	3,50,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NONE		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NONE		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment					
Compounding					

Annexure-C

ANNEXURE TO THE DIRECTORS' REPORT

Information pursuant to the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 as amended.

(1) CONSERVATION OF ENERGY:

The average consumption of Electricity per unit of production has increased to 0.28 units from 1.60 per unit of production in the Financial Year 2014-2015.

(2) TECHNOLOGY ABSORPTION:

Nil

(3) FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total Exchange used and earned.

		₹ in Lacs)	
		2014-2015	2013-2014
i	Foreign Exchange earned including Direct and Indirect exports.	1741.95	1086.02
ii	Foreign Exchange used	1166.31	1202.22

FORM - A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSUMPTION OF ENERGY:

	Current Year	Previous Year
(A) Power and Fuel Consumption		
1) Electricity :		
a) Purchase :		
Units	21,73,062	20,96,520
Total Amount	158.52	148.27
(₹ in Lacs)		
Rate/Unit	7.29	7.07
b) Own Generation		
i. Through Diesel		
Generator Units	11,688	8388
Unit per liter of Fuel	3.68 Lacs	2.21 Lacs
(Total Diesel used)		
Cost/Unit	₹ 30.52	₹ 26.39
ii. Through Steam		
Generator Units:	Nil	Nil
Unit per litre of Fuel		
Cost/Unit		
2) Coal :		
Quantity	Nil	Nil
Total Cost		
Average rate		
3) Lignite :		
Quantity	Nil	Nil
Total Cost		
Average rate		
4) Fire Wood & Lignite :		
Quantity (in Kgs.)	70,31,663	61,25,170
Total Amount (₹ in Lacs)	258.60	225.22
Average rate/Kgs.	3.67	3.68

5) Others

(a) Gas :

	Current Year	Previous Year
Quantity Consumed in M3	Nil	Nil
Total Cost		
Rate		

(b) L.P.G. :

	Current Year	Previous Year
Quantity Consumed	Nil	Nil
Total Cost		
Rate		

(B) Consumption per Unit of Production

ELECTRICITY (UNITS/UNIT OF PRODUCTION)
FIRE WOOD & LIGNITE
(LTS, KGS/UNIT OF PROD.)

FORM - B

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH & DEVELOPMENT.

RESEARCH AND DEVELOPMENT (R&D)

1. Specific areas in which R & D is carried out by the Company	Nil	Nil
2. Benefits derived as a result of the above R & D	Nil	Nil
3. Future plan of action	Nil	Nil
4. Expenditure on R & D	Nil	Nil
(a) Capital	Nil	Nil
(b) Benefits derived as a result of the above R & D	Nil	Nil
(c) Future plan of action	Nil	Nil
(d) Total R & D expenditure as a percentage of total turnover adaptation and innovation.	Nil	Nil

REPORT ON CORPORATE GOVERNANCE

In accordance with clause 49 of the Listing Agreement, the report containing the details of governance systems and processes at Bloom Dekor limited is as under:

Company's Philosophy on Corporate Governance:

The Company believes that good Corporate Governance is essential in steering the growth and development of the Company. The Code prescribes practices which are directed towards transparency, disclosure, financial controls and accountability. It is the Company's endeavor to attain highest level of governance to enhance the stakeholder's value. Your Company endeavors to adopt best governance practices. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in Clause 49 of the Equity Listing Agreement, for the financial year 2014-15.

1. Governance Structure:

- Governance structure of the Company comprises the Board of Directors and the Committees of the Board at the top level and the internal governance structure at the operational level. The responsibility of the Board is to determine the overall corporate objectives and giving direction and freedom to the Management to achieve these objectives within a given framework. The structure enables an environment for value creation through sustainable and profitable growth.
- The governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibilities.
- The primary role of the Board is to protect the interest and enhance the value for all the stakeholders. It conducts the overall strategic supervision and control by setting policies, reporting mechanism and accountability and decision making process to be followed.
- The Chairman gives strategic directions, lays down the policy guidelines and ensures the implementation of the decisions of the Board and its committees.

2. Board of Directors:

- The Board of Directors is having non-executive and independent directors as on March 31, 2015. The Board of Directors is consisting of 5 (five) Directors. The Directors manages the day to day affairs of the Company. Non-executive and Independent Directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.
- Numbers of Board Meetings held and the dates on which such meetings were held:
 - During the year under review, 6 (Six) Board Meetings were held on June 9, 2014 (Postponed from May 30, 2014), August 14, 2014, November 14, 2014, December 17, 2014 and February 06, 2015, March 30, 2015.
- Composition of Board and other related matters :

Name of the Director	Category	No. of other Directorships Held	No. of other Board Committees of which Member / Chairman	Board meetings attended	Attendance at the last AGM
Dr. Sunil Sitaram Gupta	Managing Director	2	NIL	6	Yes
Mrs. Rupal Sunil Gupta	Whole Time Director	1	NIL	3	Yes
Mr. Ashok Chandrakant Gandhi	Non Executive & Independent	6	5	6	No.
Mr. Mayur Rajendrabhai Parikh	Chairman, Non Executive & Independent	6	3	6	Yes
Mr. Karan Sunil Gupta	Promoter & Executive Director	1	NIL	6	Yes

➤ **Notes:**

- *This number excludes the directorships / committee memberships held in private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 and that of the Company. Also it includes the Chairmanship / Membership only in the Audit Committee and Shareholders' Grievance Committee.*
- *Mrs. Rupal S. Gupta is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, had offered herself reappointment. Relevant details pertaining to them are provided in the Notice of the Annual General Meeting.*
- **Familiarization Programme for Independent Directors:**
 - *At the time of appointment of Independent Director, a formal letter of appointment is given to him / her, which inter alia explains the roles, functions, duties and responsibilities expected from him / her as a Director of the Company. A Director is also explained in detail the compliances required under the Companies Act, 2013 ["Act"] and Rules made thereunder, clause 49 of the Listing Agreement and other relevant regulations and his / her affirmation is taken with respect to the same.*
 - *At a separate meeting of the Independent Directors, a presentation was made on the brief details about the Company, nature of the industry in which Company operates, its business model apart from roles and responsibilities of Independent Directors.*
- **Board Evaluation:**
 - *Pursuant to the provisions of the Act and Rules made thereunder and as provided under Schedule IV of the Act and clause 49 of the Listing Agreement, the Board has carried out the evaluation of its own performance, individual Directors, its Committees, including the Chairman of the Board.*
 - *The Board has evaluated the composition of Board, its committees, experience and expertise, performance of specific duties and obligations, governance issues, etc. Performance of individual Directors and the Chairman was also carried out in terms of attendance, contribution at the meetings, circulation of sufficient documents to the Directors, timely availability of the agenda, etc. The Directors expressed their satisfaction with the evaluation process.*

3. **Committees of the Board:**

In order to ensure focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees:

- A. *Audit Committee.*
- B. *Stakeholders' / Investors' Relationship Committee.*
- C. *Nomination and Remuneration Committee and*
- D. *Share Transfer Committee.*

The Board has also formed a non-mandatory Committee, namely Committee of Directors.

A. **Audit Committee :**

- *Audit Committee assists the Board in fulfilling responsibilities of monitoring financial reporting processes; review the Company's established systems of procedures for internal financial controls, governance and reviewing the statutory and internal audits.*
- *During the year under review, 5 (Five) meetings of the Committee were held on June 9, 2014 (Postponed from May 30, 2014), August 14, 2014, November 14, 2014, December 17, 2014 and February 06, 2015.*
- *The Composition of the Committee as on March 31, 2015 as well as the particulars of attendance at the Committee during the year is given in the table below:*

Name	Designation	Category of Directorship	No. of Meetings attended
<i>Mr. Mayur Rajendrabhai Parikh</i>	<i>Chairman</i>	<i>Independent / Non - Executive Director</i>	<i>5</i>
<i>Mr. Ashok Chandrakant Gandhi</i>	<i>Member</i>	<i>Independent / Non - Executive Director</i>	<i>5</i>
<i>Mr. Karan Sunil Gupta</i>	<i>Member</i>	<i>Promoter & Executive Director</i>	<i>5</i>

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Mr. Kamlesh Sompura, CFO provides secretarial support to the Committee. The Company has appointed Mr. K. Rajendran who acts as the compliance officer of the company.

- *The Audit Committee discharges such functions and duties which are generally specified under clause 49 of the Listing Agreement and section 177 of the Act.*
- *The Committee meetings were also attended by the Statutory Auditors. The board terms of reference of the Committee are to review and recommend the financial statements and to review the adequacy of internal control systems and internal audit function. The detailed terms of reference of the Committee as approved by the Board are given below:*
 - I. *Reviewing internal controls and internal audit function and their adequacy with the management / internal auditors.*
 - II. *Reviewing with the management, performance of statutory and internal auditors.*
 - III. *Oversight of the financial reporting process / disclosures and review of interim & annual financial statements before Board approval.*
 - IV. *Appointment/ reappointment/ replacement/ removal of statutory auditors & fixation of their audit fees & fees for other services.*
 - V. *Periodic discussions with the statutory auditors of the Company (whether before, during or after the audit) on internal control systems, nature & scope of audit, audit observations and areas of concern, if any.*
 - VI. *Investigate any matter referred to it by the Board or within its terms of reference.*
 - VII. *Review the outcome of internal investigations of material fraud, irregularity & failure of internal control system.*
 - VIII. *To look into substantial defaults, if any, in payments to depositors, debenture-holders, creditors & shareholders.*
 - IX. *Discussion with the internal auditors any significant findings and follow up there on.*
 - X. *Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:*
 - a) *Matters required to be included in the Director's Responsibility Statement to be included in the Board's report.*
 - b) *Changes, if any, in accounting policies and practices and reasons for the same.*
 - c) *Major accounting entries involving estimates based on the exercise of judgment by management.*
 - d) *Significant adjustments made in the financial statements arising out of audit findings.*
 - e) *Compliance with listing and other legal requirements relating to financial statements.*
 - f) *Disclosure of any related party transactions.*
 - g) *Qualifications in audit report, if any.*
 - XI. *To review the following information:*
 - a) *Management Discussion and Analysis of financial conditions and results of operations;*
 - b) *Statement of significant related party transactions (as defined by the audit committee), submitted by management;*
 - c) *Management letters / letters of internal control weaknesses issued by the statutory auditors;*
 - d) *Internal audit reports relating to internal control weaknesses; and*
 - e) *The appointment, removal and terms of remuneration of the chief internal auditor.*

In addition to the above, the Committee also reviews the financial statements of all Subsidiaries of the Company and shall have such functions / role / powers as may be specified in the Companies Act, Listing Agreement with stock exchanges or any other applicable law.

B. Stakeholders' / Investors' Relationship Committee:

- **Terms of Reference:**
 - *The Committee reviews the redressal of grievances of shareholders relating to transfer of shares, non-receipt*

of annual reports, non-receipt of dividend or revalidation of expired dividend warrants, recording the change of address, nomination, etc.

- During the year the meeting of Stakeholders Grievance Committee was held on June 9, 2014 (Postponed from May 30, 2014), August 14, 2014, November 14, 2014, and February 06, 2015. Where the following members were present. :

Name of Director	Designation
Dr. Sunil Sitaram Gupta	Chairman
Mr. Mayur Rajendrabhai Parikh	Member
Mr. Ashok Chandrakant Gandhi	Member
Mrs. Rupal Sunil Gupta	Member

Mr. K. Rajendran acts as the Compliance Officer of the Company.

- The Committee ensures that the shareholders'/investors' grievances and correspondence are attended and resolved expeditiously.
- The details of the Complaint received/solved/pending during the year are as below:

Sr. No.	Nature of Compliant	Complaints Received	Complaints Solved	Complaints Pending
1.	Non Receipt of Dividend on Shares	NIL	NIL	NIL
2.	Non Receipt of Share after Transfer / Transmission / Conversion / Endorsment / Consolidation / Splitting / Bonus Share / Duplicate etc.	NIL	NIL	NIL
3.	Non receipt of Dividend Warrants	NIL	NIL	NIL
4.	Non Receipt of Deb. After Transfer/ Transmission/ Conversion/ Endorsment/ Consolidation/ Splitting/ Duplicate etc.	NIL	NIL	NIL
5.	Others	NIL	NIL	NIL

There were no investor grievances remaining unattended and pending as on 31st March, 2015

C. **Nomination and Remuneration Committee:**

- In compliance with the provisions of section 178 of the Act read with Rules made thereunder and clause 49 of the Listing Agreement, the Board has renamed the existing Remuneration Committee as Nomination and Remuneration Committee.
- The composition of the Committee and details of attendance of the Committee members at the meetings are given in the following table. The Committee met two times during the year. All members of the Committee are Non-Executive Directors and except Mr. Karan Gupta all other members are Independent Directors.

Name of the Member	Chairman / Member	No. of Meetings attended
Mr. Mayur Rajendrabhai Parikh	Chairman	2
Mr. Ashok Chandrakant Gandhi	Member	2
Mr. Karan Sunil Gupta	Member	2

Mr. Kamlesh Sompura, CFO provides secretarial support to the Committee. The Company has appointed Mr. K. Rajendran who acts as the compliance officer of the company.

- Terms of reference:
 - The terms of reference of Nomination and Remuneration Committee inter alia, includes the following:
 1. To formulate the criteria for determining qualifications, positive attributes and independence of a Director,
 2. To recommend to the Board a policy relating to remuneration of the Directors, Key Managerial Personnel and other employees,
 3. To formulate criteria for evaluation of Independent Directors and the Board,

4. To devise a policy on board diversity,
5. To review the succession planning of the Board of Directors and Senior Management Employees and
6. To review the performance of the Board of Directors and Senior Management Personnel based on the criteria decided by the Committee.

➤ **Remuneration Policy**

The Company follows a policy on remuneration of Directors and Senior Management Employees.

a. Remuneration to Non-Executive Directors:

- I. A Non-Executive Director is paid sitting fees for each meeting of the Board or Committee of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014.
- II. A Non-Executive Director is also paid commission on an annual basis, of such sum as may be approved by the Board. The total commission payable to the Non-Executive Directors shall not exceed 1% of the net profit of the Company and subject to the limits approved by the members.
- III. In determining the quantum of commission payable to Non-Executive Directors, the Board considers the overall performance of the Company and the onerous responsibilities required to be shouldered by the Directors. The commission is being recommended on uniform basis to reinforce the principles of collective responsibility of the Board.
- IV. A Non-Executive Director is also reimbursed the expenses incurred by him for attending the Board and / or Committee of Board meetings.
- V. Apart from the above, there are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors except those disclosed in the financial statements for the year ended on 31st March, 2015.

b. Remuneration to the Managing Director:

- As on 31st March, 2015, Dr. Sunil Gupta was the Managing Director on the Board. The Board of Directors decides the remuneration of Dr. Sunil Gupta within the ceiling fixed by shareholders as per the resolution passed at the Annual General Meeting held on September 27, 2014.
- Dr. Sunil Gupta, Managing Director was paid remuneration of INR 26,13,505.00/- by way of salary and allowances for the financial year ended on 31st March, 2015. The Company has entered into agreement with Dr. Sunil Gupta for his employment for a period of three years. Either party to an agreement is entitled to terminate the agreement by giving not less than 3 months' notice in writing to the other party.

c. Remuneration to Senior Management Employees:

- The Managing/Whole Time Director with the help of HR-Head carries out the individual performance review based on the standard appraisal matrix and after taking into account the appraisal score card and other factors like-Key Performance Area v/s initiatives, balance between fixed and variable pay, fixed components and perquisites and retirement benefits, criticality of roles and responsibilities, industry benchmarks and current compensation trends in the market.

d. Details of sitting fees, commission and remuneration paid/payable to Directors:

The details of remuneration paid to directors during financial year 2013-14 are mentioned below:

i) Non Executive Directors:

Name of the Directors	Commission Payable for the year	Sitting fees paid during the year	Total
Mr. Mayur Rajendrabhai Parikh	-	INR 37,000	INR 37,000
Mr. Ashok Chandrakant Gandhi	-	INR 37,000	INR 37,000

ii) Executive Directors:

Dr. Sunil Sitaram Gupta	: INR 26.13 Lacs
Mrs. Rupal Sunil Gupta	: INR 7.35 Lacs
Mr. Karan Sunil Gupta	: INR 12.25 Lacs

➤ **Stock Option:**

- The Company does not have any stock option scheme for its Directors or employees. Moreover, there is no separate provision for payment of severance fees to the Directors.

4. **Independent Directors' Meeting:**

- During the year under review, a separate meeting of Independent Directors was held on March 30, 2015, inter alia, to discuss:
 1. Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole,
 2. Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors,
 3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board and that is necessary to effectively and reasonable perform its duties.

All the Independent Directors were present at the meeting.

5. **Disclosures:**

a) **Legal Compliances**

- The Company follows a formal management policy and system of legal compliance & reporting to facilitate periodical review by the Board of compliance status of laws applicable to the Company and steps taken to rectify non-compliances, if any.
- There were no instances of material non-compliance and no strictures or penalties were imposed on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital markets during the last three years.

b) **Code of Business Conduct**

- The Code of Business Conduct adopted by the Company has been posted on the web site of the Company. The members of the Board and senior management of the Company have submitted their affirmation on compliance with the Code of Business Conduct for the effective period. The declaration by the Managing Director to that effect forms part of this report as Annexure 1.

c) **Related Party Transactions**

- All transactions entered into with Related parties as defined under the Act and clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length basis and do not attract the provisions of section 188 of the Act. There were no materially significant transactions with related parties during the financial year which were in the conflict of interest of the Company. Suitable disclosures as required by the Accounting Standard [AS 18] have been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the website of the Company. Adequate care was taken to ensure that the potential conflict of interest did not harm the interests of the Company at large.

d) **Prohibition of Insider Trading:**

- In Compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct to avoid any insider trading and it is applicable to all the Directors, Officers and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company.
- Shares held by the Directors as at 31st March, 2015:

Name of the Director	Share Holding as on 01.04.2014	Details of shares bought [+]/sold [-] during 2014-15	Share Holding as on 31.03.2015
Dr. Sunil Sitaram Gupta	2188555 (31.95%)	NIL	2188555 (31.95%)
Rupal Sunil Gupta	523889 (7.65%)	NIL	523889 (7.65%)
Karan Sunil Gupta	324004 (4.73%)	2300	326304 (4.76%)
Mayur Rajendrabhai Parikh	NIL	NIL	NIL
Ashok Chandrakant Gandhi	NIL	NIL	NIL

- e) **Whistle Blower Policy:**
- *The Company has a whistle blower policy to deal with any instance of fraud and mismanagement. The employees of the Company are free to report violations of any laws, rules, regulations and concerns about unethical conduct to the Audit Committee under this policy. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination with any person for a genuinely raised concern.*
- f) **Management:**
- **i. Management Discussion and Analysis Report:**
 - *Management Discussion and Analysis Report is set out in a separate section included in this Annual Report and forms part of this Report.*
 - **ii. Disclosure of material financial and commercial transactions:**
 - *As per the disclosures received from senior management, no material financial and commercial transactions that may have a potential conflict with the interest of the Company at large were reported to the Company during the year under report.*
- g) **Disclosure regarding appointment or reappointment of Directors:**
- *The particulars about the brief resume and other information for the Directors seeking appointment / reappointment as required to be disclosed under this section are provided as annexure to the notice convening the 24th Annual General Meeting.*
- h) **Compliance by the Company:**
- *The Company has complied with all the mandatory requirements of the Listing Agreement with the Stock Exchanges, regulations and guidelines of SEBI. Further, during last three years, no penalties or strictures are imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets except ₹ 5000 paid during the last FY 2013-14.*
- i) **CEO / CFO Certification:**
- *The requisite certification from the Managing Director / Chief Financial Officer required to be given under clause 49 (IX) was placed before the Board of Directors of the Company.*
6. **Means of Communication:**
- I. *The Company has 2,742 shareholders as on 31st March, 2015. The main channel of communication to the shareholders is through Annual Report, which includes inter alia, the Directors' Report, Management Discussion and Analysis, Report on Corporate Governance and Audited Financial Results.*
 - II. *The Annual General Meeting is a platform for face-to-face communication with the shareholders, where the Managing/Whole Time Director makes presentation on the performance, operating and financial results of the Company. The Chairman, Managing/Whole Time Director and other Key Managerial Personnel also respond to the specific queries of the shareholders.*
 - III. *The Company also intimates to the Stock Exchanges all price sensitive matters which in its opinion are material and of relevance to the shareholders and subsequently issues a Press Release on such matters, wherever necessary.*
 - IV. *The quarterly and half yearly results are published in widely circulating national and local dailies in English and Gujarati respectively. These are not sent individually to the shareholders.*
 - V. *The Company's results and official news releases are displayed on the Company's web-site - www.bloomdekor.com. The Company holds meetings and makes presentations to the institutional investors and analysts.*
 - VI. *The Company files with the Stock Exchanges the updated Investors' Presentation, outcome of board meeting, General Meeting and copy thereof is also posted on the website of the Company. Further, the transcript of post results call are also posted on the Company's website.*
1. **General Body Meetings**
 - (a) **The details of General Meetings held in last three years are as under:**

i. Annual General Meeting:

AGM	DATE	TIME	VENUE
21 st	29/09/2012	11:00 A.M	Regd. Off.: 267, Oran, Tal. Prantij, N.H.8, Dist. Sabarkantha
22 nd	28/09/2013	11:00 A.M	Regd. Off.: 267, Oran, Tal. Prantij, N.H.8, Dist. Sabarkantha
23 rd	27/09/2014	11:00 A.M	Regd. Off.: 267, Oran, Tal. Prantij, N.H.8, Dist. Sabarkantha

The Company has not passed any shareholder resolutions through postal ballot during the year under reference.

ii. Special Resolutions passed in the previous three Annual General Meetings:

Sr. No.	Particulars of Special Resolution passed	Relevant Provision.	AGM details
1	<ul style="list-style-type: none"> ➤ Alteration of Article of Association. ➤ Appointment of the Managing Director. ➤ Appointment of Executive Director. 	<ul style="list-style-type: none"> ➤ Section 14 * ➤ Sections 196, 197 and 203 read with Schedule V * ➤ Sections 196, 197 and 203 read with Schedule V. * <p>*of the Companies Act 2013.</p>	23 rd AGM held on September 27, 2014
2	<ul style="list-style-type: none"> ➤ Modification in the resolution of the Conversion of Warrants. 	<ul style="list-style-type: none"> ➤ NA 	22 nd AGM held on September 28, 2013
3	<ul style="list-style-type: none"> ➤ Re-appointment of Managing Director. ➤ Increased in Authorised capital. ➤ To issue Convertible Warrants of Type A and Type B. 	<ul style="list-style-type: none"> ➤ Section 198, 269, 309, 310. Schedule XIII ** ➤ Section 94 ** ➤ Section 81(1A) ** <p>**of Companies Act 1956..</p>	21 st AGM held on September 29, 2012

iii. Postal Ballot:

- During the year, the Company has not sought shareholders' approval through Postal Ballot.

iv. Extra-ordinary General Meeting:

- During the year, 1 (one) Extra-ordinary general meeting Was held.

Date and Time of EGM	March 14, 2015 at 11.00 AM.
Place of EGM	2/F, Sumel, S.G. Highway Road, Thaltej, Ahmedabad-380059, Gujarat-India
Transacted Business	For the appointment of M/S Dharmendra Shah & Co. [FRN:102474W] as Statutory Auditor of the Company to fill the casual Vacancy caused due to resignation of M/s B.T.Vora and Co. [FRN: 123652W].
E-voting Agency	Central Depository Services (India) Limited
E-voting Dates	Opening Date : March 08, 2015. Closing Date : March 10, 2015.
Record Date	February 06, 2015.
Scrutinizer	CS Anand S. Lavingia Practicing Company Secretary ACS : 26458 CP : 11410
Result	The resolution was passed with requisite Majority.

7. Mandatory & Non-Mandatory Clauses

The Company has complied with all mandatory requirements laid down by the Clause 49. The non mandatory requirements complied with have been disclosed at the relevant places.

8. General Shareholder Information

a. 24th Annual General Meeting

Date	Tuesday, August 11, 2015
Venue	Registered Office of the Company at 267, Oran, Tal. Prantij, N.H.8, Dist. Sabarkantha, North Gujarat-383 205.

b. Tentative Financial Calendar for the year 2015-16

Financial year	1-April to 31-March
First Quarter results	Second week of August 2015
Half Yearly results	Second week of November 2015
Third Quarter results	First week of February 2016
Results for year-end	Fourth week of May 2016

c. Date of Book Closure

August 01, 2015 to August 11, 2015 (both days inclusive)

d. Listing on Stock Exchanges and Security Codes

Name of Stock Exchange	Security Code
Bombay Stock Exchange Ltd., Mumbai (BSE)	526225

The Company has paid the annual listing fees for the year 2014-15 to the above stock exchanges.

e. Market Price Data

- The closing market price of equity share on March 30, 2015 (last trading day of our company of the year) was ₹ 18.10 on BSE.
- The monthly movement of equity share prices during the year at BSE are summarized as herein below:

Monthly	High	Low	(Amount in ₹)
			Volume
April, 2014	17.50	13.50	7,030
May, 2014	17.60	14.00	12,431
June, 2014	20.05	15.00	22,581
July, 2014	17.05	14.05	17,928
August, 2014	19.10	14.05	19,519
September, 2014	21.78	16.46	23,786
October, 2014	19.50	16.30	3,617
November, 2014	16.90	13.85	9,194
December, 2014	20.45	12.02	9,983
January, 2015	20.15	13.81	19,064
February, 2015	21.80	14.32	41,836
March, 2015	22.50	13.30	21,592

➤ *The performance of the equity share price of the Company at Designated Stock Exchange at BSE is as under:*

Month	BLOOM Share Price at BSE**	SENSEX**
April, 2014	14.20	22,417.80
May, 2014	17.51	24,217.34
June, 2014	15.75	25,413.78
July, 2014	14.75	25,894.97
August, 2014	18.20	26,638.11
September, 2014	18.60	26,630.51
October, 2014	16.85	27,865.83
November, 2014	13.85	28,693.99
December, 2014	18.18	27,499.42
January, 2015	14.25	29,182.95
February, 2015	19.79	29,361.50
March, 2015	18.10	27,957.49

** closing data on the last day of the month

f. *Distribution of Shareholding as at March 31, 2015.*➤ *By size of shareholding:*

From - To	Shares held		No. of Shareholders	
	Number	% Total	Number	% Total
Upto 5000	3,46,775	5.06	2415	88.07
5001-10000	1,28,912	1.88	154	5.62
10001-20000	1,08,568	1.58	68	2.48
20001-30000	69,803	1.02	28	1.03
30001- 40000	62,626	0.91	18	0.66
40001-50000	89,935	1.31	19	0.69
50001-100000	88,987	1.30	13	0.47
100001 and Above	59,54,394	86.93	27	0.98
Total	68,50,000	100.00	2779	100.00

➤ *By category of shareholders:*

Category	No. of Shares		Total Shares	% of Holding
	Electronic	Physical		
Promoters' Group	35,63,464	10	35,63,474	52.02
Mutual Funds and UTI	NIL	NIL	NIL	NIL
Banks, FI's & Insurance Companies	NIL	NIL	NIL	NIL
Foreign Institutional Investors / NRIs	9,26,545	10,500	9,37,045	13.68
Other Bodies Corporate	8,04,241	4300	8,08,541	11.80
Indian Public	11,36,645	4,04,295	15,40,940	22.5
Total	64,30,895	4,19,105	68,50,000	100.00

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➤ General Shareholder Information

Date and Time of 24th AGM :	August 11, 2015 at 11.00 AM.
Venue of 24th AGM	Oran 267, Tal. Prantij Dist.: Sabarkantha National Highway No. 8 North Gujarat - 383 205
Financial Year	April 01, 2014 to March 31, 2015
Date of Book Closure	August 01, 2015 to August 11, 2015
Registered Office Address	Oran 267, Tal. Prantij Dist.: Sabarkantha National Highway No. 8 North Gujarat - 383 205
Corporate office address	2/F, Sumel, S.G. Highway Road, Thaltej, Ahmedabad-380059 Gujarat-India Phone: +91-79-26841916 / 17 / 18 Fax: +91-79-26841914 TOLL FREE No. 1800-233-25666
Compliance Officer	Mr. K. Rajendran, Compliance Officer, Bloom Dekor Limited 2/F, Sumel, S.G. Highway Road, Thaltej, Ahmedabad-380059 Gujarat-India
Website	www.bloomdekor.com
Registrars & Transfer Agents	Purva Sharegistry (India) Pvt. Ltd. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai - 400 011 Tel No: 022 - 23018261 AND 6761 Fax No. 022 - 23012517 Contact person: Rajesh Shah E-mail: purvashr@mtnl.net.in
Investor Services	E-mail : redressal@bloomdekor.com

**By Order of the Board
For, BLOOM DEKOR LIMITED**

**Dr. Sunil Gupta
Managing Director
(Din : 00012572)**

**Place : Ahmedabad
Date : July 14, 2015**

ANNEXURE 1 TO CORPORATE GOVERNANCE REPORT

To,

The Shareholders

Affirmation of Compliance with Code of Business Conduct

In accordance with sub-clause I (D) of Clause 49 of the Listing Agreement with the Stock Exchanges, I hereby confirm that the Company has adopted Code of Conduct for the Directors and the Senior Management Personnel of the Company for the financial year ended March 31, 2015.

For & on behalf of the Board

PLACE : Sabarkantha

DATE : July 14, 2015

DR. SUNIL GUPTA
MANAGING DIRECTOR
DIN : 00012572

CERTIFICATE

To the Members of,

Bloom Dekor Limited

We have examined the compliance of conditions of Corporate Governance by Bloom Dekor Limited for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause.

It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to me and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance in Clause 49 of the above mentioned Listing Agreement.

I state that no investor grievance is pending for a period exceeding one month against the Company as per the record maintained by Shareholder grievance committee.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Anand S. Lavingia
Company Secretary

Practicing Company Secretary
Membership NO.: 26458
C.P. No.: 11410

Place : Ahmedabad

Date : July 15, 2015

MANAGEMENT DISCUSSION ANALYSIS REPORT

Outlook:

Globally, the decorative laminate industry is projected to have a marginal growth. However the picture appears to becoming better for the coming decade mainly on account of boom in the real estate markets which has put a high demand for decorative laminate sheets catering to the interior decoration of the innumerable residential and commercial buildings sector. Bloom has always been a preference amongst the architects and the interior designers – the major influencers in the buying decision of the customer. With all bottlenecks removed, Bloom is all geared to introduce its range of 7x3 laminates into the market and is looking at a 15-20% growth notwithstanding the market conditions. The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent.

The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results 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, 2015, 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, which we have signed under the reference of this report.

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 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 are 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. Those Standards 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 2015, its profit/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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we further report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The reports on the accounts of the branch offices of the Company audited 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 as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would impact its financial position except otherwise stated in para No of 1 (e) of notes on accounts given in Note No 2.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For, DHARMENDRA SHAH & CO.
Chartered Accountants

(Dharmendra H Shah)
Proprietor

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

Place: Ahmedabad
Date: 25/05/2015

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, 2015.

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.

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 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) of the said Order relating to matters to be included in audit report are not applicable to the Company.

IV. Internal Control:

In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any major continuing failure to correct major weaknesses in internal controls system.

V. Public Deposit:

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

VI. Cost Records :

As informed by the Management for the year under audit, the Central Government has not prescribed, the maintenance of Cost Records by the Company under Section 148(1) of the Companies Act, 2013.

VII. Statutory Dues :

- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities except following:

Sr. No	Name of the statute	Nature of dues	Asst. Year	Amt (In Lacs)
1	Income Tax Act 1961	Income Tax U/s 143(1)(a)	2013-14	4.92
2	Income Tax Act 1961	Income Tax U/s 143(1)(a)	2009-10	0.05
3	Gujarat sales Tax	Sales Tax (VAT)	2010-11	1.18
4	Gujarat sales Tax	Sales Tax (CST)	2010-11	0.34

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Sr. No	Name of the statute	Nature of dues	Asst. Year	Amt (In Lacs)
1	Income Tax Act 1961	Income Tax U/s 143(1)(a)	2013-14	4.92
2	Income Tax Act 1961	Income Tax U/s 143(1)(a)	2009-10	0.05
3	Gujarat sales Tax	Sales Tax (VAT) 2010-11	1.18	
4	Gujarat sales Tax	Sales Tax (CST)	2010-11	0.34

b) According to the information and explanation given to us, the records 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	Asst. Year	Forum where dispute is pending	Appeal by	Amount in Lacs
1	Income Tax Act, 1961	Income Tax	1995-96	CIT(A)	Company	0.56
2	Income Tax Act, 1961	Income Tax	1996-97	High Court	Department	12.66
3	Income Tax Act, 1961	Income Tax	2000-01	High Court	Company	56.00
4	Income Tax Act, 1961	Income Tax	2001-02	High Court Restored back the issue to AO for re-examination vide order dated 14-11-2014	Company	69.72
5	Income Tax Act, 1961	Income Tax	2002-03	High Court	Company	6.55
6	Income Tax Act, 1961	Income Tax	2003-04	ITAT	Department	4.57
7	Income Tax Act, 1961	Income Tax	2003-04	High Court	Company	28.71
8	Income Tax Act, 1961	Income Tax	2007-08	ITAT	Department	15.67
9	Gujarat Sales Tax	Sales Tax	F.Y.2004-05	Commissioner-Appeal	Company	3.70
10	Gujarat Sales Tax	Sales Tax	F.Y.2005-06	Commissioner-Appeal	Company	2.28
11	Central Excise	Excise Duty	F.Y.2011-12	Commissioner-Appeal	Company	1.77
12	Central Excise	Excise Duty	F.Y.2011-12	Tribunal	Company	0.63
13	Central Excise	Excise Duty	F.Y.2012-13	Commissioner-Appeal	Company	0.90
14	Central Excise	Excise Duty	F.Y.2007-08 to 2009-10	Tribunal	Company	2.08

c) 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 reporting delay in transferring such sums does not arise

VIII. Accumulated Losses :

The company has no accumulated losses as at 31st March, 2015 hence the question of reporting about accumulated losses vis-à-vis fifty percent of net worth is not required. Further the company has not incurred cash loss during the

year under report. However the company had incurred cash loss of ₹ 65.31 lacs in the immediately preceding previous financial year 31st March, 2014.

IX. Repayment Default :

Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in the repayment of dues to the financial institutions or banks. Further the Company has not issued any debenture hence there is no question of default in repayment of due to debenture holders.

X. Guarantee for Other :

In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by other from bank and financial institutions. Accordingly, no comment on the provisions of clause 3(x) of the Companies (Auditor's Report) Order, 2015 are required to be given.

XI. Term Loans :

To the best of our knowledge and belief and according to the information and explanation given to us, term loans availed by the Company were, prima facie, applied by the Company during the year for the purposes for which the loans were obtained.

XII. Fraud :

During the course of our examination of the books and records of the Company, carried in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

*For, Dharmendra Shah & Co.
Chartered Accountants*

*(CA D.H. Shah)
Proprietor*

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

*Place : Ahmedabad
Date : 25/05/2015*

Balance Sheet as at 31 March, 2015

Particulars	Note No.	As at 31 March, 2015 Amt. (In ₹)	As at 31 March, 2014 Amt. (In ₹)
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	68500000	68500000
(b) Reserves and surplus	4	101298213	95644192
(c) Money received against share warrants	4A	0	3742187
		<u>169798213</u>	<u>167886379</u>
2 Non-current liabilities			
(a) Long-Term Borrowings	5	26105998	17156609
(b) Deferred Tax Liabilities (Net)	6	21599053	16271101
(c) Other Long -Term liabilities	7	10900000	10896021
		<u>58605051</u>	<u>44323731</u>
3 Current liabilities			
(a) Short-Term Borrowings	8	265701665	259689981
(b) Trade Payables	9	140616056	139553003
(c) Other Current Liabilities	10	34081432	30923461
(d) Short-Term Provisions	11	10410368	2862264
		<u>450809521</u>	<u>433028709</u>
TOTAL		<u><u>679212785</u></u>	<u><u>645238819</u></u>
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(a) Fixed assets	12	188083201	203013355
(b) Non-Current investments	13	421794	421794
(c) Long-term loans and advances	14	17852522	19114943
		<u>206357517</u>	<u>222550092</u>
2 Current assets			
(a) Inventories	15	323359176	270651283
(b) Trade receivables	16	100968518	101823667
(c) Cash and cash equivalents	17	22851875	24471242
(d) Short-term loans and advances	18	25035292	25135433
(e) Other current assets	19	640407	607103
		<u>472855268</u>	<u>422688727</u>
TOTAL		<u><u>679212785</u></u>	<u><u>645238819</u></u>

See accompanying notes forming parts of financial statement
In terms of our report attached.

For, Dharmendra Shah & Co.
Chartered Accountants

(CA Dharmendra H. Shah)
Proprietor
Mem. No 036809
Frn No.102474w

Place : Ahmedabad
Date : 25/05/2015

For, Bloom Dekor Ltd

DR. SUNIL GUPTA
Managing Director
DIN: 00012572

Place : Ahmedabad
25/05/2015

KARAN GUPTA
Executive Director
DIN: 03435462

Statements of Profit & Loss for the year ended 31 March, 2015

Particulars	Note No.	For the year ended 31st March, 2015 Amt. (In ₹)	For the year ended 31st March, 2014 Amt. (In ₹)
Income / Revenue			
I. Revenue from operations	20	631561927	636409895
II. Other Income	21	8950456	8640380
III. Total Revenue (I + II)		<u>640512383</u>	<u>645050275</u>
IV. Expenses:			
Cost of Materials Consumed	22 a	389191172	422301595
Purchase of Traded Goods	22 b	7909975	6383821
Changes in inventories of finished goods, WIP	22 c	-58621190	-33641634
Employee Benefit Exp	23	58365726	56757927
Finance Cost	24	39209702	42264045
Other expenses	25	162186492	155835742
Depreciation And Amortization Expense	26	27616211	13861180
Total expenses		<u>625858088</u>	<u>663762676</u>
V. Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		14654295	-18712401
VI. Exceptional items		0	0
VII. Profit before extraordinary items and tax (V - VI)		14654295	-18712401
VIII. Extraordinary Items		0	0
IX. Profit/(Loss) before tax (VII- VIII)		14654295	-18712401
X Tax expense:			
(1) Current year income tax MAT		-2401000	0
(2) Income Tax Adjustment of Previous Year		0	-1602728
(3) Deferred tax Liability		-5327952	3855905
(4) Wealth Tax		-62000	-76580
XI Profit (Loss) for the period from continuing operations (VII-VIII)		6863343	-16535804
XII Profit/(loss) from discontinuing operations		0	0
XIII Tax expense of discontinuing operations		0	0
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		0	0
XV Profit (Loss) for the period (XI + XIV)		<u>6863343</u>	<u>-16535804</u>
XVI Earnings per equity share:			
(1) Basic		1.00	-2.41
(2) Diluted		1.00	-2.41

See accompanying notes forming part of the financial statements
In terms of our report attached.

For, Dharmendra Shah & Co.
Chartered Accountants

(CA Dharmendra H. Shah)
Proprietor
Mem. No 036809
Frn No.102474w

Place : Ahmedabad
Date : 25/05/2015

For, Bloom Dekor Ltd

DR. SUNIL GUPTA
Managing Director
DIN: 00012572

Place : Ahmedabad
25/05/2015

KARAN GUPTA
Executive Director
DIN: 03435462

Cash Flow Statement for the year ended 31 March, 2015

Particulars	For the year ended 31st March, 2015 Amt. (In ₹)	For the year ended 31st March, 2014 Amt. (In ₹)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit as per P & L A/c. before Income Tax	14654294	(18712400)
ADD/(LESS): - Adjustment for :		
Depreciation	27616211	13861180
Finance Cost	39209702	42264044
Loss on sale of assets	290522	608243
Interest Income	(2093653)	(1297836)
Dividend Income	(1344)	0
Bad Debts	0	187001
Prior Period Adjustments	2340466	(2553341)
Liabilities written back	(1992518)	(276859)
	65369386	52792432
Operating Profit/(Loss) before changes in working capital	80023680	34080032
Changes in working capital (Increase) / Decrease in Operating Assets		
Inventories	(52707894)	(48602169)
Trade Receivables	855148	(2375311)
Short Term Loans & Advances	100141	1243511
Long Term Loans & Advances	1262421	(1144864)
Current Assets (Other)	(33304)	(214059)
Sub total	(50523488)	(51092892)
(Increase) / Decrease in Operating Liabilities		
Creditors	1063053	29604490
Short term Provisions	210176	(364941)
Other Current Liabilities	3157972	(1414702)
Other non current liabilities	3979	3167484
Change in Working Capital Borrowings	6011684	53988245
Sub total	10446864	84980576
	(40076624)	33887684
Cash Flow from Extra Ordinary Items	39947056	67967716
Provisions/Liabilities written back	1992518	276859
Bad Debts	0	(187001)
Insurance Claim	0	
Sub total	1992518	89858
Cash Generated from operations		
Prior Period Adjustments	(2340466)	2553341

BLOOM DEKOR LIMITED

Particulars	For the year ended 31st March , 2015 Amt. (In ₹)		For the year ended 31st March , 2014 Amt. (In ₹)	
Wealth tax paid (Contd....)	(76580)		(44240)	
Sub total	(2417046)		2509101	
		(424528)		2598959
TOTAL - A		39522528		70566675
B. CASH FLOW FROM INVESTMENTING ACTIVITIES				
Capital Exp. On Fixed Assets	0	0		(40834061)
Interest Income	2093653		1297836	
Dividend Income	1344			
Purchase/Sales of Fixed Assets	(12976579)		2395000	
Loss on Sale of Fixed Assets	0		(608243)	
Net Cash From Investment Activities TOAL-B	(10881582)	(10881582)	3084593	(37749468)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long Term Borrowings	25375000		22774150	
Repayment of Long Term Borrowings	(12738294)		(15849082)	
Proceeds from Short Term Borrowings	0		2000000	
Repayment of Short Term Borrowings	(3687317)		(1491667)	
Proceeds from Share Warrant	0		1200000	
Finance Cost	(39209702)		(47484434)	
Net Cash From Financing Activities TOTAL-C	(30260313)	(30260313)	(38851033)	(38851033)
NET CHANGE IN CASH AND CASH EQUIVALENTS [A+B+C]		(1619367)		(6033826)
Opening Cash & Cash Equivalents		24471242		30505068
Closing Cash and Cash Equivalents		22851875		24471242

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 whenever necessary.

For, Dharmendra Shah & Co.
Chartered Accountants

(CA Dharmendra H. Shah)
Proprietor
Mem. No 036809
Frn No.102474w

Place : Ahmedabad
Date : 25/05/2015

For, Bloom Dekor Ltd

DR. SUNIL GUPTA
Managing Director
DIN: 00012572

Place : Ahmedabad
25/05/2015

KARAN GUPTA
Executive Director
DIN: 03435462

Corporate Information

Bloom Dekor Limited 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 except Retirement benefits 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. These accounting policies have been consistently applied.

b) **Use of Estimates :**

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

c) **Revenue Recognition :**

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

i) Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Accordingly, domestic sales are accounted on dispatch of products to customers and Export sales are accounted on the receipt of bill of lading and on the basis of custom rate or on negotiation of document with the bankers as per the foreign exchange rates prevailing on the date of negotiation. Sales are disclosed net of the value added tax, discounts on sales and sales returns, as applicable.

ii) Interest income is recognized on a time proportion basis taking into account the amount outstanding, the rate of interest as applicable and on the basis of debit notes issued by the company for delayed payments by customers.

iii) The company accounts for pro forma credits, refunds of duty of customs or excise, or refunds of sales tax in the year of admission of such claims by the concerned authorities. Benefits in respect of Export Licenses are recognized on application. Export benefits are accounted for as other operating income in the year of export based eligibility and when there is no uncertainty on receiving the same

d) **Expenditures :**

i) **Purchases:**

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

ii) **Expenses:**

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

e) **Tangible Assets :**

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

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

- f) **Inventories :**
- i) *Finished Goods are valued at lower of cost or net realizable value. Cost includes material, labour and direct overheads and proportion of manufacturing overheads based on normal operating capacity. Further scrap of finished goods is valued at Net Realizable Value.*
 - ii) *Stock in process is valued at cost.*
 - iii) *Raw Material, packing Material, Stores & Fire wood/Lignite, Folders are valued at cost inclusive of freight & incidental expenses. Cost is arrived at on FIFO basis and 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:**
- 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.*
- As per views of the management Leave encashment provision is not required on account of companies own Leave rules, hence Leave encashment to employees are not provided and shall be accounted as and when paid, if any.*
- 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 on Fixed assets :**
- Till the year ended on 31st March 2014, schedule XIV to Companies Act 1956 prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act 2013. The applicability of Schedule II has resulted in the following changes related to deprecation of fixed assets:*
- a. **Useful Lives/ Depreciation Rates**
- Considering the applicability of Schedule II, the management has adopted the useful lives and residual values of all its fixed assets as provided under Schedule II. The management believes that prescribed useful life under the schedule fairly reflects its estimates of the useful lives and residual values of fixed assets.*
- Due to adoption of the useful life prescribed, the charge in respect of depreciation for the current year for the assets is higher by ₹ 1,04,74,202/-*

b. Components Accounting

The company has adopted Schedule II to the Companies Act, 2013 for depreciation purposes from 1st April, 2014. The company was previously not identifying components of fixed assets separately for depreciation purposes. Rather, a single useful life /depreciation rate was used to depreciate each item of fixed assets. Due to application of Schedule II to the Companies Act, 2013, the company has changed the manner of depreciation for its fixed Assets.

Now, the company identifies and determines separate useful life for each major component of fixed assets, if they have useful life that is materially different from that of remaining assets. The company has used transitional provisions of Schedule II to adjust the impact of component accounting arising on its first application.

c. Depreciation on Assets Costing Less than 5000/-

Till the year ended 31st March, 2014, to comply with the requirements of Schedule XIV of Companies Act, 1956, the company was charging 100% depreciation on assets costing less than ₹ 5000/- in the year of purchase. However, Schedule II to the Companies Act, 2013 applicable from the current year, does not recognize such practice. Hence to comply with the requirement of Schedule II to Companies Act, 2013 the company has changed its accounting policy for depreciations of assets costing less than ₹ 5000/-. As per the revised policy, the company is depreciating such assets over their useful life as defined under schedule II. The revised accounting policy has been applied prospectively from accounting periods commencing on or after 1st April, 2014.

Depreciation on the fixed assets is provided at the rates and in the manner specified 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.

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 are charged as an expense in the year in which these are incurred.

n) Taxation :

The current charge for income taxes (MAT) is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax is measured on the tax rates and the tax laws enacted or substantively enacted at 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 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.

Deferred Tax Asset as on 31/03/2015 Comprises of the following:

The deferred tax liabilities for the year ended on 31.3.2015 is recognized for the profit & loss account comprising of tax effect of timing difference as under.

Particulars	(₹ In Lacs)	
	31.03.2015	31.03.2014
Deferred Tax Liabilities		
Opening	243.68	221.47
Addition	00.00	22.21
Deduction	23.61	00.00
Total A	220.07	243.68
Deferred Tax Assets		
Opening	80.97	20.20
Addition-Depreciation & Others Items	00.00	60.97
Deduction -	76.89	00.00
Total B	04.08	80.97
Net Deferred Tax Liabilities (Total A-B)	215.99	162.71

o) Provisions & Contingencies :

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

p) Segment Reporting :

The Company is primarily engaged in business of furnishing and construction material, 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.

q) 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.

r) Earnings Per Share

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

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

s) 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.

t) Deferred Revenue Expenditure : Nil

Note-2 : NOTES ON ACCOUNTS

1. Contingent liabilities not provided for

Particulars	31.03.2015 (₹ in Lacs)	31.03.2014 (₹ in Lacs)
a) Letter of Credit opened for import of raw materials	179.08	64.96
b) Letter of Credit opened for indigenous Raw material	562.96	207.49
c) Sales bills discounted With Bankers	68.13	93.21
d) Letter of Credit for capital Goods	-	-
e) Income tax demand disputed in appeals	194.43	194.43
f) Gujarat Sales Tax disputed in appeals	05.98	5.98
g) Excise & Service tax demand disputed in appeals	05.38	5.38

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

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2. **Value of Imports (on CIF Basis):**
- | | | |
|-------------------------|---------|---------|
| a) Raw material | 1110.36 | 1144.28 |
| b) Capital goods | 42.27 | 41.68 |
| c) Stores (Consumption) | 00.00 | 2.20 |
3. **Earning in Foreign Exchange :**
- | | | |
|---|---------|---------|
| a) Export of Goods calculated on F.O.B. Basis | 1741.95 | 1086.02 |
|---|---------|---------|
4. **Expenditure in foreign currency in respect of :**
- | | | |
|-------------------------------|-------|------|
| a) Foreign Travelling | 02.53 | 4.45 |
| b) Commission of Export Sales | 00.09 | 0.44 |
| c) Interest on buyers credit | 11.15 | 9.61 |
5. The company has accounted ₹ 1,58,73,300/- (P.Y. ₹ 79,92,888/-) as export benefit receivable and outstanding as on 31/03/2015 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. 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).
7. 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.
8. 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.
9. The company has recognized MAT Credit Asset of ₹ 15.46 Lacs (P.Y. ₹ 37.34 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.
10. **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.
11. In the opinion of the Board, any of the current assets, loans and advances has a value on realization in the ordinary course of business at least equal to the amount at which they are stated, except old debtors of folders and publicity articles aggregating ₹ 41,64,579/-
12. **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	Dr. Sunil Gupta	Managing Director
2	Mrs. Rupal Gupta	Whole Time Director
3	Mr. Karan Gupta	Executive Director

Parties where control exists :-

1	Suncare Traders Limited	Enterprise over which control exercised by key management personnel
2	Karan Interior Limited	Enterprise over which control exercised by key management personnel
3	Anik Holding Pvt. Limited	Enterprise over which control exercised by key management personnel

Summary of Related Party Transaction:

(₹ in Lacs)			
Description of transaction	Enterprise over which control exercised by key management personnel	Key Management Personnel	Relatives of key management personnel
Sale of Goods	846.63 (686.28)		
Remuneration & perquisites			
To Directors			
Shri S. S. Gupta		26.14 (26.88)	
Smt. R. S. Gupta		7.35 (7.95)	
Karan S. Gupta		12.25 (13.25)	
Rent (Sunil Gupta)		15.60 (15.60)	

13. Segment Information :**a) Primary Segment - Business Segment :**

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

Secondary Segment - Geographical Segment :

Particulars	Domestic	Export	Total
Segment revenue by geographical area based on geographical location of customers.			
	2014-15	2014-15	2014-15
Door Division	4,67,03,012	0	4,67,03,012
Laminate Division	45,54,65,833	17,41,76,119	62,96,41,952
	2013-14	2013-14	2013-14
Door Division	5,25,03,432	0	5,25,03,432
Laminate Division	46,84,32,694	11,54,73,768	58,39,06,461

14. Particulars of Earning per share

(₹ in Lacs)		
Particulars	31.03.2015	31.03.2014
Face Value Per Share (₹)	10	10
Net Profit after tax (₹)	68,63,343	-16,535,803
Weighted avg. no of Equity Share	68,50,000	6000000
Earning Per Share basic and diluted	1.00	-2.41

15. 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.**16. Employee Benefit Plans :****a) Defined Contribution Plans :**

Contribution to Provident Fund of ₹ 13.05 Lacs (P.Y. 10.61 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:

	2014-15	2013-14
A. The amounts recognized in statement of Profit & Loss Account are as follows :		
Defined Benefit Plan - Gratuity		
Current service cost	568671	496859
Interest cost	264904	237536
Expected return On Plan Assets	-206475	-190408
Net Actuarial(Gain)/ Loss	-489379	-122807
Amount included in head gratuity expenses	137721	421180
B. The amount recognized in Balance Sheet :		
Present value of the funded obligation	3557889	3311309
Less : Fair Value of plan assets	2241596	2132736
Net liability included under the head provision for gratuity	1316293	1178573
C. Changes in the present value of the define benefit obligation representing reconciliation of opening and closing balance thereof are as follows :		
Present value of obligation as at beginning of year	3311309	2969199
Interest cost	264904	237536
Current Service Cost	568671	496859
Benefits Paid	-97616	-269478
Actuarial (Gain) / Loss on obligations	-489379	-122807
Present value of obligation as at end of year	3557889	3311309
D. Changes in the fair value of the plan assets :		
Opening fair value of the plan assets	2132737	1902815
Expected Return on Plan Assets	206475	190408
Contribution	-	308992
Benefits paid	97616	-269478
Actuarial (Gain) / Loss on plan assets	0	0
Closing Fair Value of Plan Asstes	2241596	2132737
E. Expected contribution to define benefit plan for the year	1316293	1178573
F. Insurer Managed Funds (Life Insurance Corporation of India)		
<i>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.</i>		
G. The principal actuarial assumption at the Balance Sheet date		
Discount Rate	8%	8%
Salary Escalation	7%	7%
Mortality Table	LIC (1994-96)	Ultimate

17. **Others**

Due to Non-payment of balance 75% amount of Convertible preference share warrant Type A and Type B within 18 months from the date of allotment, part payment received against share warrant pending for allotment of ₹ 37,53,187 have been forfeited by capitalizing to Capital Reserves.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**Note 3 Share capital**

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	Amt. (In ₹)	Number of shares	Amt. (In ₹)
(a) Authorised				
Equity Shares of ₹ 10/- each with voting rights	10,000,000	100,000,000	10,000,000	10,000,000
(b) Issued				
Equity Shares of ₹ 10/- each with voting rights	6,850,000	68,500,000	6,850,000	6,850,000
(c) Subscribed and fully paid up				
Equity Shares of ₹ 10/- each with voting rights	6,850,000	68,500,000	6,850,000	68,500,000
Total	6,850,000	68,500,000	6,000,000	60,000,000

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

Particulars	Year ended 31 March, 2015		Year ended 31 March, 2014	
	Number of shares	Amt. (In ₹)	Number of shares	Amt. (In ₹)
Equity Share with Voting Rights				
At the beginning of the year	6850000	68500000	6000000	60000000
Issued during the year	0	0	850000	8500000
Outstanding at the end of the year	6850000	68500000	6850000	68500000

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

Class of shares / Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	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	2188555	31.95%	2188555	31.95%
Rupal Gupta	523889	7.65%	523889	7.65%
Bimalkumar P. Brahmhatt	819351	11.96%	819351	11.96%
Bennett coleman & Co Ltd.	623375	9.10%	623375	9.10%
Total	4155170	60.66%	4155170	60.66%

Note : Share Warrant

Warrant Type	No. of Warrants	Amt.
A	1	3000000
B	623375	12000000
B	375000	3904687

The company has issued One Convertible Preference Warrant of type A having aggregate value of ₹ 1,20,00,000/- and 9,98,375 convertible warrants of type B at ₹ 19.25/- each on preferential allotment basis to a promoter and a strategic investor by passing a resolution by circulation on 10/01/2013 against which part payment received for type A & B 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 from B Type Warrant Following Warrant are pending for allotment due to non receipt of Balance Amount.

**Note : 2013-14
Share Warrant**

Warrant Type	No. of Warrants	Amt.
A	1	3000000
B	148375	742187
		3,742,187

Note 4 Reserves and surplus		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
(a) Capital Reserve			
Opening Balance	7986890	7986890	
Add : Addition during the year			
Forfeited amt of the preference share warrant	3742187	0	
Less : Utilised/transfer during the year	0	0	
Closing Balance	11729077	7986890	
(b) Securities Premium Account			
Opening Balance	24617200	16754700	
Add : Premium on shares issued during the year	0	7862500	
Less : Utilised during the year	0	0	
Closing Balance	24617200	24617200	
(c) General Reserve			
Opening Balance	5178577	4678577	
Add : Addition/transfer during the year	1500000	500000	
Less : Utilised/transfer during the year	0	0	
Closing Balance	6678577	5178577	
(d) Other Reserve (State Subsidy)			
Opening Balance	1500000	1500000	
Add : Addition/transfer during the year	0	0	
Less : Transfer during the year to General Reserve	1500000	0	
Closing Balance	0	1500000	
(e) Surplus/(Deficit) in the statement of Profit & Loss Account			
Opening Balance	56361526	72897328	
(+) Net Profit/(Net Loss) For the current year	6863341	-16535803	
(+) Transfer from Reserves	0	0	
(-) Proposed Dividends	4110000	0	
Dividend proposed to be distributed to Equity shareholders ₹ 0.60/- per share on share capital of ₹ 6,85,00,000/-			
(-) Tax on Dividends	841508	0	
(-) Interim Dividends	0	0	
(-) Transfer to Reserves	0	0	
Closing Balance	58273359	56361525	
Total Reserves and Surplus	101298213	95644192	

Note 4a : Money Received against Share Warrants

Particulars	Year ended 31 March, 2015		Year ended 31 March, 2014	
	Number of Warrants	Amt. (In ₹)	Number of Warrants	Amt. (In ₹)
Warrant Type				
A	0	0	1	3000000
B	0	0	148375	742187
Total	-	0	-	3742187

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

BLOOM DEKOR LIMITED

Note 5 Long-term borrowings		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
(a) Term loans			
Secured Term Loan			
From Bank	684248	1761103	
From Financial Institutions	25421750	15395506	
Unsecured			
From Bank	-	-	
From Financial Institutions	-	-	
Total	26105998	17156609	

Additional Disclosure for secured Loan:

- (i) Car loan from HDFC Bank Ltd is secured primarily by First charge on vehicle mortgage to bank and collaterally by personal guarantee by directors.
- (ii) Loans from Reliance capital Ltd is secured primarily by first charge on plant & machinery of the company and collaterally by personal guarantee by directors.
- (ii) Loan from Religare Finvest Ltd is secured primarily by first charge on Residential bungalow situated at 9, Kalhar Bungalows, Silaj, Ahmedabad and collaterally by personal guarantee by directors.

Note 6 Differed Tax Assets / Liability (Net)		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
Differed Tax Liability			
Timing diff. between book & tax depreciation	22007509	24368569	
Gross Differed Tax Liability	22007509	24368569	
Differed Tax Assets			
Unpaid bonus & Ex-gratia	408456	520232	
Unabsorbed Depreciation & Business Loss	0	7577235	
Gross Differed Tax Assets	408456	8097468	
Net Differed Tax Liabilities	21599053	16271101	

Note 7 Other long-term liabilities		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
Trade/Security Deposit received	10900000	10896021	
Total	10900000	10896021	

Note 8 Short-term borrowings		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
Secured Borrowings			
From Banks	192599892	178682229	
Bills discounted under letter of Credit	6813398	9321027	
Unsecured Loans from			
Foreign currency buyer's Credit	66288375	71686724	
Total	265701665	259689981	

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 Rawmaterial, Finish goods, stores & spares consumables Book debts, work in progress, demand/usance bills, DP/DA bills and counter guarantee from borrower and 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
- c) Registered Mortgaged of Office No - 1, 2/F, Sumel Complex, S.G. Highway, Thaltej, Ahmedabad.
- d) Personal guarantee in individual capacity of Director Shri. Sunil Gupta and Smt. Rupal S. Gupta.

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Note 9 Trade payables

Amt. (In ₹)

Particulars	As at	
	31 March, 2014	31 March, 2013
Trade Payables		
Creditors for Raw Materials	115679701	117057896
Creditor for Exp Laminate & Door	22159920	20358701
Unpaid Expenditure	2776435	2136406
Total	140616056	139553003

Additional Disclosure

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

Note 10 Other current liabilities

Amt. (In ₹)

Particulars	As at	
	31 March, 2014	31 March, 2013
(a) Current maturities of long term debt		
Secured		
From Banks	0	0
From Financial Institutions	13699284	4537983
Unsecured		
From Banks	1102200	3307028
From Financial Institutions	0	6796288
(b) Unpaid Dividends	252498	259610
(c) Statutory Remittances	18785611	12264239
(d) Other Payables	241839	3758312
Total	34081432	30923461

Additional Disclosure for secured Loan:

- (i) Car loan from HDFC Bank Ltd is secured primarily by First charge on vehicle mortgage to bank and collaterally by personal gurantee by directors.
- (ii) Loans from Reliance capital Ltd is secured primarily by first charge on plant & machinery of the company and collaterally by personal gurantee by directors.
- (ii) Loan from Religare Finvest Ltd is secured primarily by first charge on Residential bunglow situated at 9, Kalhar Bunglows, Silaj, Ahmedabad and collaterally by personal gurantee by directors.

Note 11 Short-term provisions

Amt. (In ₹)

Particulars	As at	
	31 March, 2014	31 March, 2013
(a) Provision for Employee Benefits	2995860	2785684
(b) Provision for Wealth Tax	62000	76580
(c) Provision for proposed equity Dividend	4110000	0
(d) Dividend Tax Payble	841508	0
(e) Provision for MAT F.Y.-2014-15	2401000	0
Total	10410368	2862264

Note 12 Fixed assets

Amt. (In ₹)

Particulars	Gross block				Accumulated depreciation and impairment					Net block		
	As at 31 March, 2014	Additions during the year	Disposals during the year	As at 31 March, 2015	As at 31 March, 2014	Depriciation for the year	Addition to 95% Depre Reserve	Eliminated on disposal of assets	As at 31 March, 2015	As at 31 March, 2015	As at 31 March, 2014	
(a) Land												
1. Free hold	548324	0		548324	0				0	548324	548324	
	548324	0	0	548324	0	0	0	0	0	548324	548324	
(b) Building												
1. Factory Building	46097102	700527		46797629	16469119	1476194			17945313	28852316	29627983	
2. Staff Quarters	1289971			1289971	367485	57210			424695	865276	922486	
3. Site Development	4031642		1554876	2476766	947731	1571520		1477132	1042119	1434647	3083911	
4. Site Development - 100%		1554876		1554876	0		1477132		1477132	77744	0	
	51418715	2255403	1554876	52119242	17784335	3104924	1477132	1477132	20889262	31229980	33634380	
(c) Plant & Equipment												
1. Plant & Machinery	68055614	23338167	4082264	87311517	17263258	8976180		3860221	22379217	64932300	50792356	
2. Plant & Machinery-100%	65072983	4082264	0	69155247	61825854	0	3860221	0	65686075	3469172	3247129	
3. S.S.Press Mould	106601979	6230221	12605148	100227052	42644740	9719299		11974890	40389149	59837903	63957239	
4. S.S.Press Mould-100%	930080	12605148	0	13535228	883576	0	11974890	0	12858466	676762	46504	
5. Eff.Treatment Plant	421882	0	0	421882	213055	46998			260053	161829	208827	
6. Laboratory Equipment	821684	0	0	821684	528032	46211			574243	247441	293652	
7. Electric Installation	6800393	384585	2521825	4663153	3289414	688869		2326771	1651512	3011641	3510979	
8. Electric Installation-100%	0	2521825	0	2521825	0	0	2326771	0	2326771	195054	0	
	248704615	49162210	19209237	278657585	126647929	19477557	18161882	18161882	146125496	132532089	122056686	
(d) Furniture and Fixtures												
1. Furniture and Fixtures	11026203	3383231	2852522	11556912	3742157	2066815		2709895	3099077	8457835	7284046	
2. Furniture and Fixtures-100%	1329807	2852522	0	4182329	1262847		2709895		3972742	209587	66960	
3. Air Conditioner	1995166	398457	0	2393623	894707	177773			1072480	1321143	1100459	
4. Air Conditioner-100%	4229	0	0	4229	4018	0	0	0	4018	211	211	
	14355405	6634210	2852522	18137093	5903729	2244588	2709895	2709895	8148317	9988776		
(e) Vehicles												
1. Vehicle	21199122	0	5158218	16040904	6737228	2474977	0	4396337	4815868	11225036	14461894	
2. Vehicle-100%	26828	1639685	0	1666513	25487	0	1368326	0	1393813	272700	1341	
	21225950	1639685	5158218	17707417	6762715	2474977	1368326	4396337	6209681	11497736	14463235	
(f) Office Equipment												
1. Office Equipments	2275322	359363	1077043	1557642	1289233	272488		1020584	541137	1016505	986089	
2. Office Equipments-100%	3110742	1077043	0	4187785	2955204		1020584		3975788	211997	155538	
3. Computer & Software	0	359472	0	359472	0	41678			41678	317794	0	
	5386064	1795878	1077043	6104899	4244437	314166	1020584	1020584	4558603	1546296	1141627	
(g) Other (Not Put to Use)	22717444	740000	22717444	740000	0	0	0	0	0	740000	22717444	
	364356517	62227386	52569340	374014560	161343145	27616212	24737819	27765830	185931359	188083201	194561696	
PREVIOUS YEAR 2013-14	328589962	59871264	24104709	364356517	147801043	13861180	0	319080	161343143	203013355	180788899	

Note 13 Non-current investments		Amt. (In ₹)				
Particulars	As at 31 March, 2015			As at 31 March, 2014		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investments						
Investment in Equity Instrument						
Share of Nutan Nagrik Sahkari Bank	-	11200		-	11200	
Other Non-Current Investments						
Investment in Gold Coin	-	410594		-	410594	
Gross non current investments	0	421794		0	421794	
Less : Provision for diminution						
in value of investments	0	0		0	0	
Net Non Current investments	0	421794		0	421794	

Note 14 Long-term loans and advances		Amt. (In ₹)	
Particulars	As at		As at
	31 March, 2015		31 March, 2014
(a) Security Deposits			
Unsecured, Considered good	2020727		2376220
Less : Provision for doubtful loans and advances	0		0
	2020727		2376220
(b) Loans and advances to employees			
Unsecured, Considered good	0		0
Less : Provision for doubtful loans and advances	0		0
	0		0
(c) Advance Income Tax(net of provisions)			
Unsecured, Considered Good	4436879		5343807
(d) Balances with Govt. Authorities			
Unsecured, Considered Good	283276		283276
(e) Other Loans and advances			
Secured, Considered good	0		0
Unsecured, Considered good	11111641		11111641
	11111641		11111641
Less : Provision for other doubtful loans and advances	0		0
	11111641		11111641
Total	17852522		19114943

Note 15 Inventories		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
(a) Raw Materials	107030692	108525897	
Goods in transit	0	5038266	
	107030692	113564163	
(b) Stock under work in progress @ (Refer Note Below)	5649272	6749282	
Goods in process At Job Work Parties	1560263	1886910	
	7209535	8636192	
(c) Finished goods (other than those acquired for trading)	181135833	100467004	
Finished Goods Stock At Consignment Agent	19975858	41755863	
	201111691	142222867	
(d) Stock in trade (Acquired for trading)	941163	108788	
	941163	108788	
(e) Stores & Spares			
Stores	2412411	2112224	
Packing Materials	992009	1276561	
	3404420	3388785	
(f) Other inventories			
Folders and Advertise articles	3323366	2457962	
Fire Wood & Lignite	338309	272526	
	3661675	2730488	
Total	323359176	270651283	

Note: Details of inventory of work-in-progress

Raw Materials		
Papers	5383492	5012856
Chemicals	265780	887570
Others	0	848856
Gross Total	5649272	6749282

Note 16 Trade receivables

Note 16 Trade receivables		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
Debt Due for more than 6 months			
Unsecured, Considered good	10648585	3027729	
Doubtful	7006386	12184721	
	17654971	15212450	
Less : Provision for doubtful trade receivables	0	0	
	17654971	15212450	
Other Trade receivables(Less than 6 M)			
Unsecured, Considered good	83313547	86611217	
Doubtful	0	0	
	83313547	86611217	
Less : Provision for doubtful trade receivables	0	0	
	83313547	86611217	
Total	100968518	101823667	

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Note 17 Cash and cash equivalents		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
a. Balances with banks			
(i) In current accounts	7147458	13636752	
(ii) In EEFC accounts	0	0	
(iii) In earmarked accounts			
- Unpaid Dividends Accounts	252498	259610	
- Held as margin money or security against	15011915	10243133	
	22411871	24139495	
b. Cash on hand			
In form of Indian Rupees	440004	331747	
In form foreign Currencies	0	0	
Total	22851875	24471242	

Note 18 Short-term loans and advances		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
(a) Security Deposits			
Unsecured, Considered good	1427330	5463432	
Less : Provision for doubtful loans and advances	0	0	
	1427330	5463432	
(b) Loans and advances to employees			
Secured, Considered good	0	0	
Unsecured, Considered good	284420	617332	
Less : Provision for doubtful loans and advances	0	0	
	284420	617332	
(c) Prepaid Expenses (Unsecured, Considered Good) (for e.g. Insurance Premium, Annual Maint. Contracts, Commission)	738114	371682	
(d) Balances with Govt. Authorities			
Unsecured, Considered Good	18145307	11597736	
(e) Other Loans and advances			
Unsecured, Considered good	3739235	6490455	
Doubtful	700886	594796	
	4440121	7085251	
Less : Provision for other doubtful loans and advances	0	0	
	4440121	7085251	
Total	25035292	25135433	

Note 19 Other current assets		Amt. (In ₹)	
Particulars	As at 31 March, 2015	As at 31 March, 2014	
(i) Interest accrued on deposits	313543	151140	
(ii) Insurance Claims	130134	0	
(iii) Travelling Advances	196730	455963	
Total	640407	607103	

Note 20 Revenue from operations		Amt. (In ₹)	
Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014	
Sale of Products [Note-20(i)]	676344964	702988633	
Sale of Service [Note-20(ii)]	1678009	563428	
Other operating revenue [Note-20(iii)]	16421308	7043839	
	694444281	710595900	
Less:			
Excise Duty	50241805	59587984	
Captive Consumption	12640549	14598021	
	62882354	74186005	
Total	631561927	636409895	

Note

(i) Sale of Product comprises of :		
Manufactured Goods		
Product: Laminates		
Domestic	453160673	527408095
Export	174176119	115473768
Product: Door		
Domestic	46269615	52503432
Export	-	-
Total Sale of Manufactured Good	673606407	695385295
Sale of Traded Good	2738557	7603338
Total Sale of Traded Good	2738557	7603338
Total Sale of Products	676344964	702988633
(ii) Sale of Service	1678009	563428
Total Sale of Service	1678009	563428
(iii) Other Operating Revenue Comprises of :		
Income from C & F	359853	69358
Duty Drawback and other export incentives	11995884	5733840
Insurance on Sales	785297	953687
Insurance Claim Received	853268	0
Loss on Prod. Recovery	0	10095
Credit Debit Balance W/off	1992518	276859
Discount Received	434486	0
Round Off	2	0
Total - Other Operating Revenue	16421308	7043839

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Note 21 Other income		Amt. (In ₹)	
Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014	
(a) Interest Income:			
Interest Income-FDR & Sharafi	1413719	1297836	
Interest Income from C & F	679934	4141853	
Head Total	2093653	5439689	
(b) Dividend Income	1344	0	
Head Total	1344	0	
(c) Other non-operating income (Net of expenses directly attributable to such income)	6855459	3200691	
Head Total	6855459	3200691	
Total	8950456	8640380	
Note:			
(i) Interest Income Comprises:			
Interest income from banks	1080141	1297836	
interest on Deposit	333578	0	
Total interest Income	1413719	1297836	
(ii) Other non operating Income Comprises			
Profit on sale of fixed Assets	0	0	
Profit on forward contract utilisation	0	647350	
Prior period adjustment	0	2553341	
Folder Publicity & Article Sales	210600	0	
Foreign Exchange Fluctuation Export	2491292	0	
Foreign Exchange Fluctuation Import	4153567	0	
Total	6855459	3200691	

Note 22.a Cost of materials consumed		Amt. (In ₹)	
Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014	
Inventory at the beginning of the year of Materials	115451073	100810592	
Add. Purchase	391423400	446963749	
Total	506874473	547774341	
Less : Inventory at the end of the year of Materials	108590955	115451074	
Less : Sale of Raw Materials	0	680187	
Less : Captive Consumption	12640549	14598021	
Total	121231504	130729282	
Add : Export Benefit	3548203	5256536	
Cost of materials consumed	389191172	422301595	
Material Consumed Comprises:			
Paper	200168585	198702099	
Chemical	174874919	195205430	
Others	10599465	23817717	
Export Benefit	3548203	5256536	
Sale of Raw Materials	-680187		
Total	389191172	422301595	

Note 22.b Purchase of traded goods		
	Amt. (In ₹)	
Particulars	For the year ended	For the year ended
	31 March, 2015	31 March, 2014
<i>Flush Door Purchase</i>	264900.65	0
<i>Laminate Sheet Purchase</i>	2055000	4627020
<i>Plywood Purchase</i>	69052.06	0
<i>Misc. Purchase</i>	6857.15	0
<i>Traded Goods Purchase - Branches</i>	5166191.10	1138327
<i>Wood Purchase</i>	347973.71	618474
TOTAL	7909974.67	6383821

Note 22.c Changes in inventories of finished goods, work-in-progress and stock-in-trade		
	Amt. (In ₹)	
Particulars	For the year ended	For the year ended
	31 March, 2015	31 March, 2014
<i>Inventories at the beginning of the year</i>		
<i>Finished Goods-Lam</i>	91599753	76191344
<i>Finished Goods - Branches</i>	8867251	4253504
<i>Finished Goods - Consignment agents</i>	41755863	29990638
<i>Work In Progress</i>	6749281	4627924
<i>Stock In Trade</i>	108788	375893
	149080936	115439303
<i>Less : Inventories at the end of the year</i>		
<i>Finished Goods</i>	127910669	91599753
<i>Finished Goods - Consignment agents</i>	19975858	41755863
<i>Work In Progress</i>	5649271.62	6749282
<i>Stock In Trade</i>	941163	108788
<i>Finished Goods -Branches</i>	52099420	8867251
<i>Finished Goods in Transit</i>	1125744	0
	207702125.62	149080937
<i>Changes In inventory Net (Increase)/ Decrease</i>	-58621189.62	-33641634

Note 23 Employee benefits expense		
	Amt. (In ₹)	
Particulars	For the year ended	For the year ended
	31 March, 2015	31 March, 2014
<i>Salaries and Wages</i>	56044120	54872156
<i>Contribution to provident and other fund</i>	1442886	1482778
<i>Staff Welfare expenses</i>	878720	402993
Total	58365726	56757927

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Note 24 Finance costs

Particulars	Amt. (In ₹)	
	For the year ended 31 March, 2015	For the year ended 31 March, 2014
A) Interest expense on		
i) Borrowings	31149018	29219173
ii) Trade Payables	1044545	4256
iii) Others	315002	355443
	32508565	29578872
B) Other borrowing costs	5671125	4989761
C) Net (gain)/loss in foreign currency transactions and translation		
Loss on Forward Contract	1030012	4559000
Foreign currencies Fluctuation (Buyers Credit)	0	3136412
	1030012	7695412
Total	39209702	42264045

Note 25 Other expenses

Particulars	Amt. (In ₹)	
	For the year ended 31 March, 2015	For the year ended 31 March, 2014
Consumption of Stores and spare parts	4657225	4362166
Consumption of Folders & Pub.	8061245	12016064
Consumption of packing materials	9079129	9704759
Increase \ (Decrease) of excise duty on inventory	4136014	1694980
Power and fuel	44478152	37747472
Rent including lease rentals	4086300	2448000
Repairs and maintenance - Office Building	155545	117190
Repairs and maintenance - Factory Building	402733	126075
Repairs and maintenance - Plant & Machinery	855748.50	3131178
Insurance	1431564	1196713
Rates & Taxes	346568	168104
Communication	1551487	1479704
Travelling and Conveyance	4934661	5253373
Printing and stationery	513250	626670
Freight and forwarding	10272049	10068718
Sales commission	10012825	14312412
Sales discount	775134	340252
Business Promotion	1640891	1947688
Donation and Contribution	10000	35000
Legal and Professional	3993100	3770708
Excise Duty	16150998	17771249
Payment to auditors	645000	295500
Bad Debt and Other receivables, loans and advances written off	0	187001
Net loss on foreign currency transaction and translation	0	2337296
Loss on Fixed Assets	290522	608243
Paper Printing Exps.	1692169	1711694
Miscellaneous Expenses		
Export clearing and forwarding	3526043	2236985
ISO/ISI Certification Exps.	227321	189298
Prevention and Securities Exps.	396000	383839
Electricity Exps. -Office & Godown	452383	264211
Custom duty	9199482	9151466
Import Clearing and Forwarding	6497821	5703172
Discount and Claims	1084714	1001885

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Office Expenses	555132	301076
Advertisement Expenses	3549781	265260
Licence Fees	41680	65300
Labour Charges	1893217	118562
Misc Exp	2250142	2696479
Prior Period adjustment	2340466	
Total	162186491.50	155835742

Note : 26 Earning Per Share (EPS)

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 Shars.

Particulers	3/31/2015 Amt. (₹)	3/31/2014 Amt. (₹)
Depreciation (Lam)	22653576	11006015
Depreciation (Door)	4168486	2855165
Retain Gain/Loss	794149	0
Total	27616211	13861180

SR No.	Audit fees	For the Year Ended 31 March, 2015	For the Year Ended 31 March, 2014
1	Payments to the auditor as	200000.00	115000.00
2	b. for taxation matters, Taxation VAT Audit VAT Appeals Excise Appeals	50000.00 0.00 0.00 0.00	77500.00 25000.00 5000.00 45000.00
3	c. for company law matters, Review Report	25000.00	18000.00
4	d. for management services, Certification Expe.	10000.00	10000.00
5	e. for Company Audit	0.00	0.00
6	f. for reimbursement of expenses;	0.00	0.00
	Total	285000.00	295500.00

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 31 March, 2015	For the Year Ended 31 March, 2014
Face Value Per Share (In ₹)	10.00	10.00
Net Profit After Tax	6863342.00	-16535803.00
Weighted Avg No of share	6850000.00	6850000.00
Basic & Diluted Earning PerShare	1.00	-2.41

For, Dharmendra Shah & Co.
Chartered Accountants

(CA Dharmendra H. Shah)
Proprietor
Mem. No 036809
Frn No.102474w

Place : Ahmedabad
Date : 25/05/2015

For, Bloom Dekor Ltd

DR. SUNIL GUPTA
Managing Director
DIN: 00012572

KARAN GUPTA
Executive Director
DIN: 03435462

Place : Ahmedabad
25/05/2015

ATTENDANCE SLIP

Full name of the member attending _____

Full name of the joint-holder _____

(To be filled in if first named Joint - holder does not attend meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Annual General Meeting held at Block No. 267, Village Oran, Taluka: Prantij, Dist. Sabarkantha, Gujarat-383 205, India, India on Tuesday, August 11, 2015 at 11:00 A. M.

Folio No _____

DP ID No. * _____

Client ID No. * _____

**Applicable for members holding shares in electronic form.*

No. of Share(s) held _____

Member's / Proxy's Signature

(Form No. MGT-11)

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L20210GJ1992PLC017341
 Name of the Company : Bloom Dekor Limited
 Registered Office : Block No. 267, Village Oran, Taluka: Prantij, Dist. Sabarkantha, Gujarat-383 205, India

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/ Client ID :

DPID :

I / We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name : _____
 Address : _____
 E-mail ID : _____
 Signature : _____, or failing him
2. Name : _____
 Address : _____
 E-mail ID : _____
 Signature : _____, or failing him
3. Name : _____
 Address : _____
 E-mail ID : _____
 Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, August 11, 2015 at 11:00 A. M. at Block No. 267, Village Oran, Taluka: Prantij, Dist. Sabarkantha, Gujarat-383 205, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of Annual Accounts of the Company as on March 31, 2015 (Ordinary Resolution).
2. Appointment of Mrs. Rupal Sunil Gupta who retires by rotation as a Director (Ordinary Resolution).
3. Appointment of M/s. Dharmendra Shah & Co., Chartered Accountants as an Auditors of the Company and fixing their remuneration (Ordinary Resolution).
4. Declaration of dividend (Ordinary Resolution)

Signed this day of 2015.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Re. 1 Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

BLOOM

SIMPLY D'FRONT ▶

ACCREDITIONS/CERTIFICATIONS



Certificate of Compliance



Certificate Number 5456QMS001



BLOOM DEKOR LIMITED
2/F, Sumel, S.G. Highway, Thaltej,
Ahmedabad 380059 INDIA

1800 233 25666 (BLOOM)

P: +91 79 26841916
F: +91 79 26841914
E: laminates@bloomdekor.com
facebook.com/bloomdekorltd
bloomdekor.com
