





ANNUAL REPORT

DIRECTORS

Shri Ashok Gandhi	<i>Chairman</i>
Dr. Sunil Gupta	<i>Managing Director</i>
Mrs. Rupal Gupta	<i>Executive Director</i>
Shri Mayur Parikh	<i>Director</i>
Dr. Ramesh Shah	<i>Director</i>

COMPANY SECRETARY

Mr. Anand Chokshi

LEGAL ADVISORS

C. C. Gandhi & Co.
2, Prabhat Society,
Ahmedabad - 380 014.

BANKERS

State Bank of India
Exim Bank
IDBI Bank Limited

AUDITORS

M/s. B. T. Vora & Co.
Chartered Accountants
Ahmedabad - 380 009.

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HEAD OFFICE

1/F, Dhanlaxmi Chambers
Ashram Road
Ahmedabad - 380 014.

REGISTERED OFFICE & WORKS

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



BLOOM DEKOR LIMITED

NOTICE

Notice is hereby given that Tenth Annual General Meeting of the members of Bloom Dekor Limited will be held on Saturday, 22nd September 2001 at 10.00 a.m. at the Registered Office of the Company at Village Oran, Tal. Prantij, Dist. Sabarkantha, to transact the following Business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.01 and Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares
3. To appoint a Director in place of Shri Ashok Gandhi who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:-

RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, and the provisions of other statutes as applicable and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or Bodies, the Articles of Association of the Company be and are hereby altered, amended and/or substituted in the manner and to the extent set out herein below :

Following be Substituted in Article 2 at appropriate place

DIVIDEND :

'Dividend' includes Interim Dividend.

After article 105 the following Article be inserted as Article 105 A under heading "Postal Ballot".

Article 105 A - Postal Ballot

"The Company may, and in the case of resolutions relating to such business as the

Central Government may, by notification, declare to be conducted only by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in general meeting of the Company. Where the Company is required to, or decides to, as the case may be, get a resolution passed by means of a postal ballot, the provisions of Section 192A of the Act shall be complied with. Any matter/issue pertaining to or arising out of the postal ballot shall be decided by the chairman of the meeting or in his absence chairman of the Board".

Article 145 - Disqualification of Director.

After clause (f) of Article 145 following clause (g) & (h) be inserted :

Clause (g)

"he is already a director of a public company which, -

- 1) has not filed the annual accounts and annual returns for any continuous three financial years commencing on and after the first day of April, 1999; or
- 2) has failed to repay its deposit or interest thereon on due date or redeem its debentures on due date or pay dividend and such failure continues for one year or more :

provided that he shall not be eligible to be appointed as a director for a period of five years from the date on which such other public Company, in which he is a director, failed to file annual accounts and annual returns or has failed to repay its deposit or interest or redeem its debentures on due date or pay dividend.

The above disqualification of a director shall be governed by the provisions of section 274(1)(g) of the Companies Act, 1956 or such other rules, regulations governing the matter from time to time".

Clause (h)

"he becomes disqualified in terms of any of the provisions of Companies Act, 1956, amended from time to time".

ANNUAL REPORT**Article 195(a)**

The figure and words-"42 days" wherever appearing in the Article be substituted by the figure and words- "30days".

Article 196

The existing Article 196 be substituted as follows: -

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period seven years from the date of such transfer, shall be transferred by the Company to the general revenue account of the Central Government fund established under section 205-A of the Act and according to any subsequent amendment made in the Companies Act from time to time.

By order of the Board

Ashok Gandhi
Chairman

Place : Ahmedabad

Date : 20.07.2001

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must reach the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 12th September, 2001 to Saturday 22nd September, 2001 (both days inclusive).
3. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 11.00 a.m. to 5.00 p.m.
4. Members are requested :-
 - a) to bring the copy of the Annual Report at the Meeting.
 - b) to notify any change in address to the Company.
5. Securities and Exchange Board of India (SEBI) has made it compulsory to trade in the

Company's Equity Shares in dematerialized form by all investors with effect from 23/10/2000. In view of the above fact, the shareholders are advised to convert their shareholding in demat form by opening a demat account with any of the depository participants, who act as an agent of NSDL/CDSL so that the shareholders may not face any problems while trading in Company's shares.

6. Shareholders desiring any information on records of accounts are requested to write to the Company before 10 days of Annual General Meeting so as to enable the Management to keep the information ready.
7. The payment of dividend as recommended by the Directors if approved at the meeting, will be made to those members whose names are on the Register of Members on 22nd September, 2001 or to their mandates.
8. The annual listing fees of all the Stock Exchanges where Company's shares are listed for the year 2001-2002 have been paid.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 5:

The Companies (Amendment) Act, 2000 has brought about several changes in the Companies Act, 1956 by inserting provisions inter alia regarding voting by postal ballot, disqualification of directors, transfer of unpaid dividend, etc.

The consequential changes are proposed to be made in the Articles of Association of the Company to ensure conformity with the provisions of the Companies Act, 1956 amended by the Companies (Amendment) Act, 2000.

None of the Directors of the Company is concerned or interested in the said resolution.

The directors recommend the resolution for your approval.

By order of the Board

Ashok Gandhi
Chairman

Place : Ahmedabad
Date : 20.07.2001

**BLOOM DEKOR LIMITED****DIRECTORS' REPORT**

TO,
THE MEMBERS,
BLOOM DEKOR LIMITED.

Your Directors are proud to present the Annual report and Audited Accounts of the Company for the financial year ended 31st March 2001.

The Far Eastern Economies were slowly recovering from the shocks of recession due to currency turmoil of late nineties. These countries have low domestic consumption and are over dependent on exports to U.S & Japan. The recent crash of Information Technology Industry in U.S.A has wide ranging ramifications in almost of all world economies by initiating and accelerating the recessionary trends. The future looks bleak.

Despite these oddities, your company has achieved the following results.

FINANCIAL HIGHLIGHTS :

Particulars	(Rs.in Lacs)	
	Year Ended 31/03/2001	Year Ended 31/03/2000
Income from operations	2847.53	2734.54
Other Income	127.72	38.66
Total Expenditure	2428.35	2160.76
Interest	149.21	119.11
Gross Profit after interest but before Depreciation and Taxation	397.69	493.33
Depreciation	76.84	50.49
Provision for Tax	20.84	15.48
Net Profit after Depreciation and Tax	300.01	427.36
Profit/(Loss) Brought Forward	511.32	149.54
Balance available for Appropriation	811.33	576.90
Appropriations :		
Proposed Dividend on Equity Shares	32.50	39.00
Tax on proposed Dividend	3.32	8.58
Transfer to General Reserves	9.00	18.00
Net profit/(loss) carried to Balance Sheet	766.51	511.32

During the year under review, your company recorded Net profit of Rs.300.01 Lacs compared to Rs. 427.36 Lacs in the previous year even though the growth in turnover is around 7.5%. The company's well planned strategic marketing & infrastructure investments and optimisation of expenses resulted in maintaining the positive growth rates in turn over.

The present Global economic scenario warrants that the company should be focused on the consumer needs and offer best product and services at most competitive prices. The imperative importance that is to be given for quality of the services and products is very much understood by your company. Your Company's strategy to concentrate the countries where the domestic consumption is high and the focus on the consumer shall help your company to tide over this situation. However, we must be prepared for accepting the challenge posed by the tough times ahead. **WHEN GOING GETS TOUGH , ONLY THE TOUGH GETS GOING.**

**ISO-9002 :**

The steps initiated in the last financial year for ISO-9002 certification for the quality of the systems adopted by your company have started yielding results slowly. Your company's effort in upgrading quality systems to new ISO 9002 (2000 series) through KPMG as quality registrar ANSI-RAB of USA are in the right direction and should significantly contribute to the company's image.

DIVIDEND :

Keeping the pace set in the previous year, your Directors are pleased to recommend 10% dividend on equity shares for the financial year ended 31.03.2001 which if approved at the forthcoming Annual General Meeting will be paid to all those shareholders whose names appear in the Register of Members as on 22.09.2001.

FIXED DEPOSIT :

During the year under review, the company has not accepted any Deposits from public.

DIRECTORS :

As per the Articles of Association Shri Ashok Gandhi retires by rotation but being eligible, offers himself for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 217(2AA) OF THE COMPANIES ACT, 1956. :

The Directors confirm that :

- In the preparation of the annual accounts, the applicable accounting standards have been followed by the Company;
- Such accounting policies have been selected and consistently applied 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 on 31st March, 2001 and of the profit or loss of the Company for the year ended on that date;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- An annual accounts has been prepared on a going concern basis.

DEMATERILISATION OF SHARES :

Your directors are pleased to record that the equity shares of your company are traded compulsorily in the demat form. Your directors would advise all the shareholders to dematerialize their shareholding.

CORPORATE GOVERNANCE :

The corporate governance code prescribed by clause 49 of the Listing Agreement with the stock exchanges will be applicable to your company from the financial year 2002-2003, and accordingly, will be implemented by the Company by 31st March 2003.



BLOOM DEKOR LIMITED

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

The details of Conservation of energy, Technology Absorption and Foreign Exchange earnings and outgo as per section 217(1) (e) read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 are given in the Annexure-I forming part of this report.

AUDITORS :

The Company's Auditors M/s B.T. Vora & Co., Chartered Accountants, Ahmedabad will retire at the conclusion of ensuing Annual General Meeting and offer themselves for reappointment.

AUDITORS' REPORT :

Notes forming part of the Accounts, which are specifically referred to by Auditors in the Report, are self-explanatory and therefore do not call for any further comments.

PERSONNEL :

Information to be provided under section 217 (2A) of the Companies Act, 1956 read with Companies (particulars of employees) Rules, 1975 as amended are set out in Annexure-II forming part of the report.

ACKNOWLEDGEMENT :

Your Directors take pleasure in placing the support received from the suppliers and the missionary zeal shown by workers and staff and the senior managers of the company, which has been the backbone of the success of your company. Your Directors also place on record their appreciation to the State Bank of India, IDBI Bank Ltd. & EXIM Bank for their timely support and co-operation given by them. The Directors are also thankful to the Shareholders for their confidence reposed in the Company.

On behalf of the Board

Place : Ahmedabad
Date : 20.07.2001

Ashok Gandhi
Chairman

ANNEXURE TO THE DIRECTORS' REPORT

Annexure-I

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

(1) CONSERVATION OF ENERGY :

a) Energy conservation measures taken

The measures taken for reducing the energy consumption were yielding results but the introduction of special purpose laminates had effected the per unit consumption adversely. However the proposed introduction of Hot water technology shall improve the energy efficiency.

The steam traps and pipelines have been periodically checked to ensure the control of flash steam wastage and lagging /clogging.

i) Replacing the internal industrial lighting with energy efficient CF Lamps is proposed to further optimize the power consumption.

(b) Additional Investments and proposal, if any, being implemented for Reduction of consumption of energy.

Hot Water system is to be replaced by the existing steam based heat transfer system is proposed.

Impact of the measures (a) and (b) above for reduction of the Energy consumption and consequent impact on the cost of production of goods.

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It is presumed that the fuel and power consumption will be optimized for facilitating in reduction even in the case of producing special purpose laminates.

- (c) Total Energy consumption and energy consumption per unit of production in respect of the Company's products.

The total power consumption is 11,98,466 Units for producing 10,48,974 sheets resulting 1.14 Units consumption per unit of production in 2000-2001 to that of 0.96 units in 1999-2000.

(2) TECHNOLOGY ABSORPTION :

There is no technological tie-up with anyone, since the plant is totally designed and the production process is based upon the promoters' own experience and expertise.

(3) FOREIGN EXCHANGE EARNINGS AND OUTGO :

- (d) Total Exchange used and earned.

		(Rs.in lacs)
	2000-01	1999-2000
i. Foreign Exchange earned including direct and indirect exports	1891.85	1873.08
ii. Foreign Exchange used	1321.75	828.99

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		11,98,446	11,23,641
Total Amount (Rs.in Lacs)		58.02	43.63
Rate/Unit		4.84	3.88
(b) Own Generation			
i. Through Diesel Generator Units :		NIL	NIL
Unit per litre of Fuel			
Cost/Unit			
ii. Through Steam Turbine 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) Furnace Oil : Quantity		14,82,075	11,91,866
Total Amount Rs.in Lacs		171.50	123.78
Average rate		11.57	8.89
5) Others :			
(a) Gas : Quantity Consumed in M3		NIL	NIL
Total Cost			
Rate			
(b) L.P.G. : Quantity Consumed		NIL	NIL
Total Cost			
Rate			
(B) Consumption per Unit of Production			
ELECTRICITY (UNITS/UNIT OF PRODUCTION)		1.14	0.96
FURNACE OIL (LTS/UNIT OF PRODUCTION)		1.41	1.19

BLOOM DEKOR LIMITED

FORM - B
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGICAL RESEARCH & DEVELOPMENT.

RESEARCH AND DEVELOPMENT (R&D)

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

Annexure - II

Information as per Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended and forming part of Directors Report for the year ended 31st March, 2001.

- (A) Employed throughout the financial year under review and were in receipt of remuneration for the financial year in aggregate of not less than Rs. 12,00,000/-.

Sr. No.	Name	Designation and nature of duties	Gross Remuneration (Rs. in lacs)	Qualification & Experience (Years)	Date of Commencement of employment	Age (Yrs.)	Last Employed
1.	Dr. Sunil Gupta	Managing Director Overall activities of the Company	17.20	MBBS 21 Years	01.08.92	42	Executive-Director Sundek India Ltd.

Notes : Remuneration as above includes Salary and perquisites.