

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 Shareregistry (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.