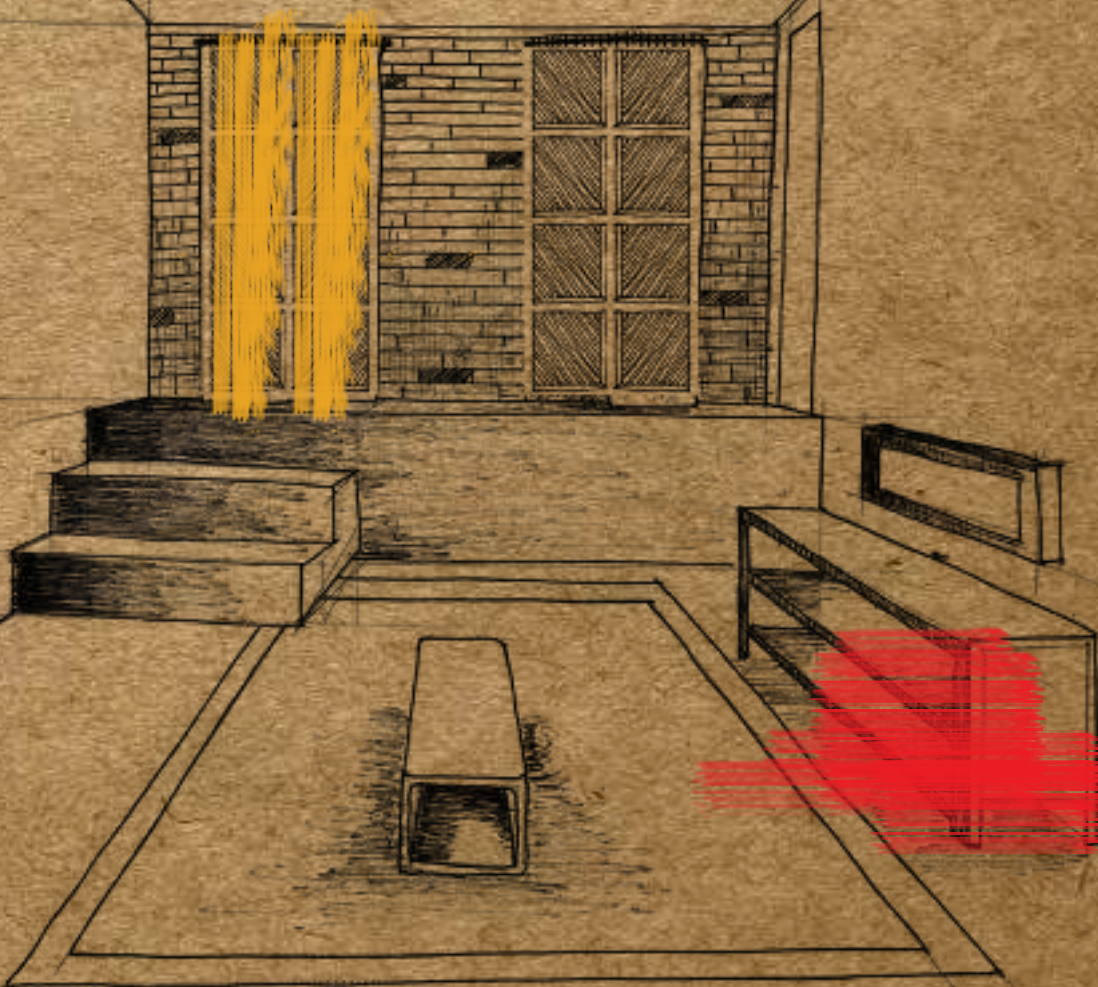


BLOOM

SIMPLY D'FRONT ►



BLOOM DEKOR LIMITED
ANNUAL REPORT
2015 - 2016

CORPORATE INFORMATION

Board of Directors

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

Committees of Board of Directors
Audit Committee

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

Chief Financial Officer

Mr. Prakash Daga

Stakeholders' Relationship Committee

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

Company Secretary & Compliance Officer

Ms. Shivangi Gajjar

Nomination and Remuneration Committee

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

Registered Office

Block No. 267, Village: Oran, Tal: Prantij,
N.H. 8, Dist. Sabarkantha, North Gujarat-383205
Tel No. 02770 – 250110 Fax No. 02770 – 250101
Email: redressal@bloomdekor.com
Web: www.bloomdekor.com

Corporate Office

2/F, Sumel, Sarkhej – Gandhinagar Highway Road,
Opp. GNFC Info Tower, Thaltej,
Ahmedabad-380 059
Tel No. 079 – 2684 1916/17/18
Fax No. 079 – 2684 1914

Statutory Auditor
M/s. Dharmendra Shah & Co.

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

Secretarial Auditor
Mr. Anand Lavingia

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

Bankers

Punjab National Bank

Registrar & Share Transfer Agent
Purva Shareregistry (India) Private Limited

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

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NOTICE TO SHAREHOLDERS

Notice is hereby given that the twenty-fifth Annual General Meeting of Bloom Dekor Limited ("The Company") will be held on Friday, September 23, 2016 at 11.00 a.m. at the registered office of the Company situated at Block No. 267, Village: Oran, Tal: Prantij, N.H.8, Dist. Sabarkantha, Gujarat – 383 205, to transact the following businesses;

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. Sunil Gupta (DIN 00012572), who retires by rotation and being eligible, seeks re-appointment.
3. Ratification of Appointment of Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company hereby ratify the appointment of M/s. Dharmendra Shah & Co., Chartered Accountants, Ahmedabad (FRN: 102474W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-sixth AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, apart from receiving out of pocket expenses that may be incurred by them for the purpose of audit."

Special Businesses:

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

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

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

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

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

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

Registered Office:

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

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

Dr. Sunil Gupta
Managing Director
DIN 00012572

Notes:

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

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

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

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

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

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 17, 2016 to Friday, September 23, 2016 (both days inclusive) and same will be re-opened from Saturday, September 24, 2016 onwards.
7. The route map showing directions to reach the venue of the twenty-fifth AGM is provided at the end of this Notice.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. **The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited (PSIPL). Members are further requested to update their current signature in PSIPL system. The Performa of updation of Shareholder information is provided at the end of Annual Report.**

10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to PSIPL.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact PSIPL for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to PSIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the PSIPL. Members holding shares in physical form may submit the same to PSIPL. Members holding shares in electronic form may submit the same to their respective depository participant.
15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and PSIPL to enable us to send you the communications via email.
16. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.bloomdekor.com.
17. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

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

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

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

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

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

- Step 1. Open email and open PDF file viz; "Bloom Dekor remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- Step 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- Step 3. Click on Shareholder – Login.
- Step 4. Put user ID and password as initial password/PIN noted in step 1 above. Click Login.
- Step 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Step 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- Step 7. Select "REVEN" of Bloom Dekor Limited.
- Step 8. Now you are ready for remote e-voting as Cast Vote page opens.
- Step 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.

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

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to redressal@bloomdekor.com with a copy marked to evoting@nsdl.co.in.

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

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

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

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

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

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

EXPLANATORY STATEMENT

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

Item No.: 4

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

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

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

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

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

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

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

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

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

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

Item No.: 5

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

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

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

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

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

Item No.: 6

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

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

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

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

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

Registered Office:

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

Place : Ahmedabad

Date : August 13, 2016

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

Dr. Sunil Gupta
Managing Director
DIN 00012572