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BLOOM DEKOR LIMITED  
ANNUAL REPORT  
2016 - 2017



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**CORPORATE INFORMATION****Board of Directors**

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

**Chief Financial Officer**

Mrs. Brinda Gupta

**Company Secretary & Compliance Officer**

Mr. Tushar Donda

**Registered Office**

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

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

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

**Bankers**

Punjab National Bank

**Registrar & Share Transfer Agent****Purva Sharegistry (India) Private Limited**

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

**Committees of Board of Directors****Audit Committee**

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

**Stakeholders' Relationship Committee**

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

**Nomination and Remuneration Committee**

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

**Corporate Office**

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

**Secretarial Auditor****Mr. Anand Lavingia**

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

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## Notice to Shareholders

Notice is hereby given that the twenty-sixth Annual General Meeting of Bloom Dekor Limited ("The Company") will be held on Friday, September 29, 2017 at 11.00 a.m. at the registered office of the Company situated at Block No. 267, Village: Oran, Tal: Prantij, N.H.8, Dist. Sabarkantha, Gujarat – 383 205, to transact the following businesses;

### Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2017, together with the Reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Karan Gupta (DIN 03435462), who retires by rotation and being eligible, seeks re-appointment.
3. **Appointment of Statutory Auditors and fix their remuneration:**

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

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

### Special Businesses:

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

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), approval of the Members of the Company be and is hereby accorded to the re-appointment of Dr. Sunil Gupta (DIN 00012572) as Managing Director of the Company, liable for retire by rotations, for a period of 3 (Three) years with effect from September 1, 2017, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), up on the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Dr. Sunil Gupta.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Karan Gupta (DIN 03435462) as Whole-Time Director, designated as Executive Director of the Company, liable for retire by rotations, for a period of 3 (Three) years with effect from April 1, 2017, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), up on the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Karan Gupta.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

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

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

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

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

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

7. Service of Documents to Members by the Company:

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

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

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

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

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

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

**Dr. Sunil Gupta**  
**Managing Director**  
**DIN 00012572**

## Notes:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item Nos. 3 to 7 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment/appointment as Director under Item No. 2, 4, 5 & 6 respectively of the Notice are also annexed.

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

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

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

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

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 23, 2017 to Sunday, October 1, 2017 (both days inclusive) and same will be re-opened from Monday, October 2, 2017 onwards.
7. The route map showing directions to reach the venue of the twenty-sixth AGM is provided at the end of this Notice.

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. **The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited (PSIPL). Members are further requested to update their current signature in PSIPL system. The Performa of updation of Shareholder information is provided at the end of Annual Report.**
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to PSIPL.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact PSIPL for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to PSIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the PSIPL. Members holding shares in physical form may submit the same to PSIPL. Members holding shares in electronic form may submit the same to their respective depository participant.
15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and PSIPL to enable us to send you the communications via email.
16. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. [www.bloomdekor.com](http://www.bloomdekor.com).
17. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

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



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

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

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
20. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
21. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM.
22. The remote e-voting period commences on Tuesday, September 26, 2017 (09:00 a.m.) and ends on Thursday, September 28, 2017 (05:00 p.m.). During these period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 22, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 22, 2017.
24. The facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 22, 2017 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
25. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
26. The Board of Directors has appointed Mr. Anand Lavingia, Practicing Company Secretary (Membership No. ACS 26458 COP 11410) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
27. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

28. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
29. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.bloomdekor.com](http://www.bloomdekor.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
30. The instructions for e-voting are as under:

**A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

Step 1. Open email and open PDF file viz; "e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Step 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

Step 3. Click on Shareholder – Login.

Step 4. Put user ID and password as initial password/PIN noted in step 1 above. Click Login.

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

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

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

Step 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

Step 7. Select "REVEN" of Bloom Dekor Limited.

Step 8. Now you are ready for remote e-voting as Cast Vote page opens.

Step 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.

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

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

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

Step 1. Initial password is provided separately:

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



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

**Please note the following:**

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

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

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

**Other information:**

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

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

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

## **Explanatory Statement**

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

### **Item No.: 3**

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

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

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

### **Item No.: 4**

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

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

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

### **Information about the appointee:**

**Background Details:** Dr. Sunil Gupta is qualified M.B.B.S. He has been the Managing Director of the Company since September 1, 1992 and has shouldered the responsibilities of managing the affairs of the Company.

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

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