



# **Bloom Industries Ltd.**

18th  
ANNUAL REPORT  
2006 - 2007

## **Bloom Industries Ltd.**

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**BOARD OF DIRECTORS**

KAMAL KUMAR CHAUDHARY	Chairman
ASHISH CHAUDHARY	Director
SHARAD KUMAR GUPTA	Director
VIMAL SHARMA	Director
RAJESH KUMAR NAGORI	Director

**REGISTERED OFFICE**

C-23/2, M.I.D.C.,  
TALOJA - 410 208.  
DIST - RAIGAD,  
MAHARASHTRA

**BANKERS**

HDFC BANK LTD.  
STATE BANK OF HYDERABAD  
UTI BANK

**SOLICITOR**

PRAMOD KUMAR & COMPANY  
57G, BHUPEN CHAMBERS,  
3RD FLOOR, 9 DALAL STREET,  
MUMBAI - 400 023.

**AUDITORS**

M/S. JANGID & ASSOCIATES  
21, REHMAN BUILDING, 3RD FLOOR,  
24 VEER NARIMAN ROAD, FORT,  
MUMBAI - 400 023.

**REGISTRAR & TRANSFER AGENT**

M/S. PURVASHAREGISTRY (INDIA) PRIVATE LIMITED  
9, SHIV SHAKTI INDUSTRIAL ESTATE  
GROUND FLOOR, SITARAM MILL COMPOUND  
J.R. BORICHA MARG, LOWER PAREL,  
MUMBAI - 400 011.

# **Bloom Industries Ltd.**

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## **NOTICE**

NOTICE is hereby given that the Eighteenth Annual General Meeting of the shareholders of BLOOM INDUSTRIES LIMITED will be held on Friday, 28<sup>th</sup> day of September, 2007 at Registered Office: C-23/2, M.I.D.C., Taloja, Dist- Raigad, Maharashtra - 410 208. at 10.30 a.m. to transact the following business:

### **Ordinary Business**

- 1 To receive and adopt the audited Profit and Loss Account for the year ended March 31, 2007 and the Balance Sheet as at March, 31, 2007 and Directors' and Auditors' Reports thereon.
- 2 To appoint a Director in place of Mr. Sharad Kumar Gupta, who retire by rotation and, being eligible, offers himself for re-appointment.
- 3 To appoint Auditors for the year ending 31<sup>st</sup> March, 2008 and to fix their remuneration.

### **NOTES:**

1. THE MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Members are requested to intimate the change in their registered address, if any, to the Company's registered office.
3. Members desiring any information at the Annual General Meeting of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.
4. The Register of Member and Share Transfer Books of the Company will remain closed from Monday, 24<sup>th</sup> September 2007 to Friday, 28<sup>th</sup> September, 2007 (both days inclusive).
5. Member who hold shares in dematerialised form are requested to write their Client-ID and DP-ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting.
6. All documents referred to in accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Tuesday between 11.00 a.m. to 4.00 p.m. up to the date of Annual General Meeting.

### **Registered office:**

C-23/2, MIDC,  
Taloja - 410 208,  
Dist. Raigad,  
Maharashtra.  
Date : July 23, 2007

By Order of the Board of Directors

Kamal Kumar Chaudhary  
Chairman



## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting the EIGHTEENTH ANNUAL REPORT and the Audited statements of Accounts of the Company for the year ended 31<sup>st</sup> March, 2007.

### FINANCIAL RESULTS

	Year ended 31st March, 2007 Rupees	Year ended 31st March, 2006 Rupees
Profit before Depreciation	1,07,33,275	85,05,733
Less: Depreciation	15,79,870	15,55,542
Profit/(Loss) before Tax	91,53,405	69,50,191
Add/(Less): Exceptional Items	---	---
Less: Provision for Taxation	10,50,309	6,08,957
Profit / (Loss) after tax	81,03,096	63,41,234
Less: Earlier year adjustment	3,20,407	---
Add: Balance of Profit brought forward from previous year	(3,37,46,656)	(4,00,87,890)
Balance carried to Balance Sheet	(2,59,63,967)	(3,37,46,656)

### REVIEW OF OPERATIONS

During the year under review, the total income from operation is Rs. 254.61 Lacs as against the Income of Rs. 143.80 Lacs of the previous year.

### DIVIDEND:

In view of accumulated brought forward loss, the Board of directors does not recommend any dividend.

### FINANCE

The Authorised Share Capital of the Company is Rs. 550.00 Lacs and Paid-up Share Capital is Rs. 470.60 Lacs.

### PUBLIC DEPOSITS

The Company has so far not invited any deposits from the public.

### DIRECTORS

The Board at present comprises of Mr. Kamal Kumar Chaudhary, Mr. Ashish Chaudhary, Mr. Sharad Kumar Gupta, Mr. Vimal Sharma and Mr. Rajesh Kumar Nagori all having vast business experience.

### DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors state:

- (i) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2007 and of the profit or loss of the Company for that financial year.
- (iii) That the Directors have taken proper and sufficient care 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.
- (iv) The Directors had prepared the Annual Accounts on a going concern basis.

### PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo pursuant to Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 and under section 217 (1) (e) of the Companies Act, 1956 is set out hereunder.

## Bloom Industries Ltd.

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### (A) POWER AND FUEL CONSUMPTION

#### Electricity :

Purchase Unit (KWH)	50,499 Units
Total Amount	Rs. 3,91,695/-
Rate/Unit	Rs. 7.76

### (B) TECHNOLOGY ABSORPTION

No research and development work has been carried out by the company and therefore, there is no expenditure on this head, or any benefit accrued from it.

### (C) FOREIGN EXCHANGE EARNING AND OUTGO

The foreign exchange earning during the year is Rs. NIL and outgo USD \$ 2,71,132.37 Rs. 1,25,41,677/-

### PARTICULARS OF EMPLOYEES :

Particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 are not applicable to our company, as during the year under review no employee is in receipt of remuneration of more than Rs. 1,00,000/- per month or Rs. 12,00,000/- per annum.

### CORPORATE GOVERNANCE :

A separate report on the compliance with Clause 49 of the Listing Agreement with the Stock Exchange on Corporate Governance and the Auditors' Certificate on its compliance forms part of this Report.

### DEMATERIALISATION OF SECURITIES

The Company Dematerialised of Security 33,72,400 Shares out of 47,06,000 Shares till 31st March, 2007 (71.66 %) with CDSL bearing ISIN No: INE 373E01015.

### AUDITORS

M/s. Jangid & Associates, Chartered Accountants retire as Auditors of the Company at the conclusion of the ensuing Annual General Meeting and, being eligible, have offered themselves for re-appointment.

### EMPLOYEES' RELATIONS

The relations between the employees and management continue to be good and cordial.

### ACKNOWLEDGEMENTS

The Directors have pleasure to place on record their appreciation for the valuable co-operation and assistance by the Company's Bankers, Financial Institutions, Associates, Investors and Employees.

Place : Mumbai

Date : July 23, 2007

FOR AND ON BEHALF OF THE BOARD

KAMAL KUMAR CHAUDHARY  
CHAIRMAN



## ANNEXURE 1 TO DIRECTORS' REPORT :-

### CORPORATE GOVERNANCE REPORT

The detailed Report on Corporate Governance as per the Format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below.

#### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE :

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and integrity. The Company has implemented mandatory requirements of the Code of Governance as mentioned in Clause 49 of the Listing Agreement.

#### 2. BOARD OF DIRECTORS

Composition and number of meeting held:

There are Five members of the Board of Directors. The Board comprises of Chairman and Four other Non-Executive Director. All are independent Directors.

During the financial year ending 31st March 2007, 4 (Four) meeting of the Board of Directors were held on 25<sup>th</sup> April, 2006, 27<sup>th</sup> July, 2006, 30<sup>th</sup> October, 2006, and 29<sup>th</sup> January, 2007. The Composition the last Annual General Meeting, number of Directorship in other Companies and Membership in committees across various Companies of which the Director is a Member/ Chairman are given below.

Name of the Director	Category	No. of other Directorships	Committee No. of Membership	Positions Chairman	No. of Board Meeting Attended	Last AGM Attended
Mr. Kamal Kumar Chaudhary	Chairman	NIL	1	4	4	Yes
Mr. Ashish Chaudhary	Independent Non-Executive	NIL	1	NIL	4	Yes
Mr. Sharad Kumar Gupta	Independent Non-Executive	1	2	NIL	4	Yes
Mr. Vimal Sharma	Independent Non-Executive	NIL	1	NIL	2	No
Mr. Rajesh Kumar Nogari	Independent Non-Executive	NIL	1	NIL	2	Yes

Three Directors Mr. Kamal Kumar Chaudhary, Mr. Ashish Chaudhary, Mr. Sharad Kumar Gupta and Mr. Rajesh Kumar Nagori have attended the last AGM held on 15<sup>th</sup> September, 2006.

#### 3. AUDIT COMMITTEE:

The Company has constituted Audit Committee to look after the accounts & audit works and following members have been appointed :

- |                             |                           |
|-----------------------------|---------------------------|
| 1. Shri Sharad Kumar Gupta  | Chairman of the Committee |
| 2. Shri Rajesh Kumar Nagori | Director                  |
| 3. Shri Vimal Sharma        | Director                  |

#### 4. REMUNERATION OF DIRECTORS:

The Company does not pay any remuneration and sitting fees for attending the Board / Committee Meeting to Non-executive Directors.

Disclosure of Non-mandatory requirement:

The Board has not constituted a Remuneration Committee, as it is not mandatory, The same will be constituted as and when the need will arise.

## Bloom Industries Ltd.

### 5. SHAREHOLDERS COMMITTEE

The Shareholders / Investors Grievance and Share Transfer Committee consists of 2 Non executive and Chairman viz.,

- |                               |                           |
|-------------------------------|---------------------------|
| 1. Shri Kamal Kumar Chaudhary | Chairman of the Committee |
| 2. Shri Sharad Gupta          | Director                  |
| 3. Shri Ashish Chaudhary      | Director                  |

Compliance Officer                      Shri Sharad Gupta

The total number of complaints received and replied to the Satisfaction of shareholders during the year under review were Nil. Outstanding complaints as on 31<sup>st</sup> March, 2007 Were Nil.

### 6. GENERAL BODY MEETING

The previous three Annual General Meetings of the Company held on the dates, at the time and venue given below:

Financial Year	Date	Time	Venue
2003-2004	23 <sup>rd</sup> September 2004, Thursday	10.00 A.M.	D-015, Steel Chamber Tower, Kalamboli, New Mumbai - 410 218.
2004-2005	15 <sup>th</sup> September 2005, Thursday	10.30 A.M.	C-23/2, M.I.D.C., Taloja, Dist- Raigad, Maharashtra - 410208.
2005-2006	15 <sup>th</sup> September, 2006, Friday	10.30 A.M.	C-23/2, M.I.D.C., Taloja, Dist- Raigad, Maharashtra - 410208.

All the resolutions set out in the respective notices were passed by the members. There were no resolutions put through postal ballot last year.

### 7. MEANS OF COMMUNICATIONS:

The Company does not send its half-yearly reports to each household of shareholders as the same is not required to be sent legally.

The Company's quarterly and yearly financial result have been sent to the Regional Stock Exchange on which the Company is listed in a prescribed form so as to enable the Stock Exchange to put them on their own web sites.

### 8. DISCLOSURES:

There were no materially significant transaction with the related party viz. Promoters Directors or the management, or relatives conflicting with company's interest. Suitable disclosures as required by the Accounting Standards (AS18) has been made in Annual Report.

The Company has complied with all the statutory requirements comprised in the Listing Agreement / Regulations / Guidelines / Rules of the Stock Exchanges/ SEBI/ other Statutory Authorities.

### 9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company Director Mr. Kamal Kumar Chaudhary is experience in out looking works, Mr. Ashish Chaudhary is Finance Consult, Mr. Sharad Kumar Gupta Accounts, Mr. Vimal Sharma and Mr. Rajesh Nogari other matters.

### 10. GENERAL SHAREHOLDER INFORMATION

The financial year of the company is from 1st April to 31st March.

The Eighteenth Annual General Meeting of the Company will be held on 28<sup>th</sup> September, 2007 at 10.30 a.m. at Registered Office : C-23/2, M.I.D.C., Taloja, Dist-Raigad, Maharashtra - 410 208.