

BLOOM**DIRECTORS**

Shri Mayur Parikh
Dr. Sunil Gupta
Smt. Rupal Gupta
Shri Karan Gupta
Dr. Ramesh Shah
Shri Chirag Mehta

Chairman
Managing Director
Whole-time Director
Executive Director
Director
Director

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BANKERS

Punjab National Bank

AUDITORS

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

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.

NOTICE

Notice is hereby given that the twentieth Annual General Meeting of the Members of Bloom Dekor Limited will be held on 24th September, 2011 (Saturday) at 11.00 a.m. at the Registered Office of the Company at 267, Village Oran, Tal. Prantij, Dist. Sabarkantha, North Gujarat-383 205 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2011 and the profit and loss account for the period ended on 31.03.2011 and Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chirag Mehta who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting and to authorize the Board of Directors to fix their remuneration. In this context, to consider and if thought fit to pass with or without modifications following as an ordinary resolution.

“RESOLVED THAT M/s B.T. VORA & CO., Chartered Accountants [Firm Reg. No. 123652W] be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to provisions of Section 269,309,314 and other applicable provisions, if any, read with Schedule XIII of the Companies Act,1956 consent of the company be and hereby accorded for revision in the remuneration of Smt. Rupal Gupta, Whole-time Director of the Company for a period comprising of the rest of her tenure of original appointment with effect from 01/04/2011 on the following terms and conditions subject to such modifications , if any, as may be acceptable to the Board of Directors of the Company and Smt. Rupal Gupta within the ceiling as laid down under the provisions of the Companies Act, 1956.

- 1] Salary of Rs.36000/- (Rupees Thirty six Thousand Only) per month and House Rental Allowance of Rs.21600/-(Rupees Twenty One Thousand Six Hundred Only) per month with an annual increment of 15% p.a.
 - 2] Perquisites and Benefits: Perquisites may be allowed in addition to salary and/or commission or both permissible under the provisions of the Companies Act, 1956 but perquisites shall be restricted to annual salary of the appointee.”
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution:-

“RESOLVED THAT pursuant to provisions of Section 269,309,314 and other applicable provisions, if any, read with Schedule XIII of the Companies Act,1956, consent of the company be and hereby accorded for appointment and payment of remuneration of Mr. Karan Gupta as a , Executive Director of the Company for a period of three years with effect from 01/04/2011 on the following terms and conditions subject to such modifications , if any, as may be acceptable to the Board of Directors of the Company and Mr. Karan Gupta within the ceiling as laid down under the provisions of the Companies Act, 1956.

- 1] Salary of Rs.60000/- (Rupees sixty Thousand Only) per month and House Rental Allowance of Rs.36000/-(Rupees Thirty Six Thousand Only) per month with an annual increment of 15% p.a.
- 2] Perquisites and Benefits: Perquisites may be allowed in addition to salary and/or commission or both permissible under the provisions of the Companies Act, 1956 but perquisites shall be restricted to annual salary of the appointee.”

By order of the Board

Place : Ahmedabad

Date : 31.05.2011

Chairman

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must reach the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.
 2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item No. 4 and 5 of Notice is annexed hereto.
 3. The Register of Members and Share Transfer Books of the Company shall remain closed from 19/09/2011 to 24/09/ 2011 (both days inclusive).
 4. **Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued a circular No.17/2011 on April 21, 2011 stating that the service of documents including Annual Report to shareholders by a Company can be made through electronic mode. Keeping in view the underlying theme and to support this green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the prescribed form (refer page No. 3 of this Annual Report), giving their consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement or any other communication in electronic mode, and register the said form with Purva Sharegistry India Private Limited. The said form is also available on the Company’s website www.bloomdekor.com.**
 5. Shareholders desirous of any information on records of accounts are requested to write to the Company before 10 days of Annual General Meeting so as to enable the Management to keep the information ready.
 6. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 11.00 a.m. to 5.00 p.m.
 7. Members are requested: -
 - i) to bring the copy of the Annual Report at the Meeting.
 - ii) to notify any change in address to the Company.
 8. Consequent to the amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividends remaining unclaimed for a period of seven years is to be transferred to the Investor Education and Protection Fund. Accordingly the dividend declared for the financial year ended 31st March, 2004 will be transferred to Investor Education and Protection Fund. Thereafter on transfer of the same to Investor Protection Fund the members will not be able to claim the same.

Members who have not encashed the dividend warrants for the financial year ended 2003-2004 and /or any subsequent year are requested to write to the Registrar and Share Transfer Agent giving necessary details.
 9. Members who hold the shares in dematerialized form are requested to bring their Client ID and DP ID for easier identification of attendance at the AGM.
 10. Members holding the shares in physical mode are requested to notify immediately for change of their address and bank particulars to the Company or its Share Transfer Agent.
- AND
- In case their shares are held in dematerialized form then information should be passed on directly to their respective Depository Participant and not to the Company / Share Transfer Agent without any delay.
11. The annual listing fees of all the Stock Exchanges where Company’s shares are listed are generally being paid regularly.
 12. Re-appointment of Director.
 - [a] At the ensuing Annual General Meeting Mr. Chirag Mehta, Director retires by rotation and being eligible, offers himself for re-appointment. The information or details pertaining to Mr. Chirag Mehta, to be provided in terms of Clause 49 of the Listing Agreement are furnished in the Statement on Corporate Governance published elsewhere in this Report.

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956,
IN RESPECT OF ITEM NO. 4 OF NOTICE IS ANNEXED HERETO.**

Item No. 4

The remuneration paid to Smt. Rupal Gupta who was earlier appointed as a Whole-time Director of the Company for a period of three years has been revised by the Board subject to approval of shareholders at their Annual general meeting for the rest of her tenure of original appointment with effect from 01/04/2011 on the following terms and conditions subject to such modifications, if any as may be decided by the members in their meeting.

- 1] Salary of Rs.36000/- (Rupees Thirty six Thousand Only) per month and House Rental Allowance of Rs.21600/-(Rupees Twenty One Thousand Six Hundred Only) per month with an annual increment of 15% p.a.
- 2] Perquisites and Benefits: Perquisites may be allowed in addition to salary and/or commission or both permissible under the provisions of the Companies Act, 1956 but perquisites shall be restricted to annual salary of the appointee."

Pursuant to provisions of Section 269,309,314 and other applicable provisions, if any read with Schedule XIII of the Companies Act, 1956, it is necessary to pass an ordinary resolution at the Annual General Meeting of the Shareholders of the Company. Therefore the present resolution has been proposed for approval of the Shareholders.

None of the Directors except Dr. Sunil Gupta and Mr. Karan Gupta relatives of the appointee are concerned or interested directly or indirectly in the proposed resolution.

Item No. 5

Mr. Karan Gupta who was appointed as additional director w.e.f. 12/02/2011, had been appointed as an, Executive Director of the Company by the Board subject to approval of shareholders at their Annual general meeting for a period of three years with effect from 01/04/2011 on the following terms and conditions subject to such modifications, if any as may be decided by the members in their meeting.

- 1] Salary of Rs.60000/- (Rupees sixty Thousand Only) per month and House Rental Allowance of Rs.36000/- (Rupees Thirty Six Thousand Only) per month with an annual increment of 15% p.a.
- 2] Perquisites and Benefits: Perquisites may be allowed in addition to salary and/or commission or both permissible under the provisions of the Companies Act, 1956 but perquisites shall be restricted to annual salary of the appointee."

Pursuant to provisions of Section 269,309,314 and other applicable provisions, if any read with Schedule XIII of the Companies Act, 1956, it is necessary to pass an ordinary resolution at the Annual General Meeting of the Shareholders of the Company. Therefore the present resolution has been proposed for approval of the Shareholders.

None of the Directors except Dr. Sunil Gupta and Smt. Rupal Gupta relatives of the appointee are concerned or interested directly or indirectly in the proposed resolution.

By order of the Board

Place : Ahmedabad

Date : 31.05.2011

Chairman



**Bloom Dekor Limited
Important Communication to Shareholders**

“GREEN INITIATIVE IN THE CORPORATE GOVERNANCE”

Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued a circular No.17/2011 on April 21, 2011 stating that the service of document to shareholders by a Company can be made through electronic mode. Keeping in view the underlying theme and to support this green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement or any other communication in electronic mode, and register the said form with **Purva Sharegistry India Private Limited**. The said form is also available on the Company’s website www.bloomdekor.com

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, balance sheet and all other documents required by law to be attached thereto including the profit & loss account and auditors’ report etc., upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the “Green Initiative” taken by MCA and your Company’s desire to participate in such initiatives.

EMAIL ADDRESS REGISTRATION FORM
(For members who holds shares in Physical Form)

BLOOM DEKOR LIMITED

Registered Office: 267, Village Oran, Tal. Prantij, Dist. Sabarkantha, North Gujarat-383 205

Ledger Folio No. : _____

No. of Share(s) held : _____

NAME OF THE SHAREHOLDER/ JOINT HOLDER : _____

EMAIL ADDRESS: 1. _____ 2. _____

CONTACT NO. (R) _____ (M) _____

I hereby give my/our consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this _____ day of _____, 2011.

Signature of the shareholder(s)

Note:

- 1) Members are requested to send their duly completed form as above to the Registrar and Transfer Agent (RTA) namely Purva Sharegistry India Pvt. Ltd.
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.
- 3) This form is also available on the Company’s website www.bloomdekor.com

DIRECTORS' REPORT

Dear BLOOM DEKOR LIMITED members,

The directors hereby present the Twentieth Annual Report along with the Audited Statement of Accounts for the year ended 31st March ,2011 as under:

FINANCIAL HIGHLIGHTS:

(Rs. in Lacs)

<u>Particulars</u>	Year Ended 31/03/2011	Year Ended 31/03/2010
Income from operations	4302.65	4123.88
Other Income	46.56	65.12
Total Expenditure	4024.02	3726.13
Interest	267.92	203.13
Profit before Amortisation, Depreciation & Prior Period Adjustment	57.27	259.74
Differed Revenue Expenses Written Off & Prior Period Adjustment	13.99	0.31
Depreciation	103.77	131.55
Provision for Tax – Current / Deferred	(4.14)	26.37
Net Profit after depreciation and tax	(56.35)	101.51
Profit / (Loss) brought forward	724.53	623.02
Net Profit / (Loss) carried to Balance Sheet	668.18	724.53

MANAGEMENT DISCUSSIONS AND ANALYSIS:**FINANCIAL PERFORMANCE**

BLOOM DEKOR LTD. is an ISO 9001:2008 certified company, manufacturing & exporting High Pressure Decorative Laminates since 1994 used in the furniture industry as well as for interior decoration. The company was mainly exporting its products until 2006-07 when the growth in the domestic market and the continuous strengthening of rupee against USD opened new opportunities for the company to shift its focus onto the domestic market. Following on from our invasion into the domestic market, Bloom Dekor has shown a further growth of 10.31% in the domestic market over the previous year 2009-10. The company had also increased its line of products by entering into a new product line of manufacturing decorative doors and various wood working furnishing elements.

The gross turnover of the company in the year 2010-11 has shown a growth of 4.34% as compared to the previous year. The turnover of the company in the year 2010-11 was Rs 4302.65 lakhs as against Rs 4123.88 lakhs for the previous year 2009-10.

Despite the growth in the top line of about 4.34%, the company has incurred a loss which is almost completely as a result of many external factors adversely affecting the performance and the profitability of the company. Unexplainable rise in the cost of the raw materials has severely affected the overheads of the production. Increase in the crude oil prices has in turn increased the cost of petro-based chemicals like phenol, methanol, formaldehyde, etc which provide for the basic raw materials for the manufacturing of laminates. To add to this, an increase in the cost of European paper which is revised almost every quarter has also negated the profitability of the company. Furthermore, increase in both inward and outward freight cost due to high fuel prices and the shortage of labour on the other hand made things even worse. In a nutshell, in spite of the boom in the market and a very high demand for laminates, external factors slowed down our pace, but the management has taken / is taking all the necessary steps to turn the tables in the next financial year.

INDUSTRY OVERVIEW AND DEVELOPMENTS

Globally, the decorative laminate industry is projected to have a marginal growth. However, the domestic market is showing a double digit growth, which promises to keep growing at least for the coming decade mainly on account of boom in the real estate markets which has put a high demand for decorative laminate sheets and doors catering to the decoration of the innumerable residential and commercial building sectors. Along with this, the Chinese invasion with low prices and dumping of laminate sheets is adding pressure on the price realisations. The contribution of the Indian laminate industry to the world demand is still underutilized and offers a lot of opportunity for the growth in volume. However, as previously mentioned due to the high overheads and the ever increasing raw material prices, a lot of cost control in the process will have to be addressed to ensure a good return on investment.

OUTLOOK AND OPPORTUNITIES**LAMINATES**

Laminate industry in India is growing at a very rapid speed in spite of many new entrants in the market. Bloom Dekor has maintained its image of a very premium brand of laminates delivering quality products into the market. The company is taking severe immediate steps to control costs thereby seriously analyzing to increase the productivity without increasing the capacity of the current machinery line up. This will ensure a larger production with lower overheads catering to the immense market of laminate through its 2 brands; Bloom – Simply d'front and Olive – value for money. The company aims to become a market leader in the Indian market and has started taking necessary steps by appointing new distributors in various other cities thus increasing our network of suppliers and catering to a larger base of customers.

DOOR

The company's entry into the door market was marked by fierce competition from the unorganised sectors and hence the reign of the low cost doors in the market. At first, the company struggled in capturing the Indian market with an international design of doors, engineered to perfection, Bloom N'doors, due to its pricing factor. After a lot of market research, the company had to redesign its product of doors to target the domestic market and capture its niche. The redesigned door concept has been very much accepted by the Indian market. The current order book position has never been this good and soon within a couple of months the management is looking to extend the doors factory production to a 24 hour cycle. To add to the product line of the door business, the company has also started manufacturing and delivering modular kitchens and modular furniture thereby covering all types of shutters. With this feedback, the company looks to break even very soon and come out of the red zone that we had currently been residing in.

PROFESSIONAL MANAGEMENT

The company is poised for phenomenal growth and has also started the management restructuring process and introduction of modern systems to ensure total professional approach to business.

RISK PERCEPTION:

Looking at the price movement of world crude oil prices, there would be noticeable variations in prices and supply of various chemicals and raw materials. Considering the current inflation index at -0.14%, business will tend to be good but competitive and challenging.

However, the company is determined and focused to gain momentum in growth and to improve their profit margins substantially for the coming financial year.

For the doors division, competition will come in from cheaper doors being marketed by Chinese companies and not to forget the growth of new companies which would be wanting to tap the huge market that exists for the eco-friendly engineered panel doors and designer flush doors. This will induce heavy pressure on the cost control during the manufacturing process.

INTERNAL CONTROLS & THEIR ADEQUACY:**a) Internal Audit & Inspection:**

A comprehensive system of internal inspection and audit is in place in the company to monitor internal control systems. The scope and coverage of the Audit is reviewed from time to time to make it more focused and effective. The system of both out-sourcing and in-house audit continued during the year 2010-2011.

HUMAN RESOURCES:

During the year under review the employee attrition was minimal. The management continues its efforts in imparting professional training to Executives and Staff members at various levels with the view to upgrade their competence and managerial abilities. The Industrial relations in the company continued to be cordial in the year 2010-2011.

New focus is being given to improve safety for the workers and improve awareness of work place management through training on 5S principles.

CAUTIONARY STATEMENT:

The statements and observations made in this analysis are reflective of the collective opinion of the company. Wherever possible, conservative estimates have been considered.

Certain statements in this section relating to estimates, projections and expectations may be forward looking within the meaning of applicable laws and regulations. The actual results could differ marginally from what the directors envisage in terms of the future performance and outlook. The factors that may affect the performance of the company will be changes pertaining to government policies, tariff barriers, delays in registrations, changes in local and overseas markets and the related factors there of.

FIXED DEPOSIT:

During the year under review, the Company has not accepted any Deposits from Public.

DIRECTORS:

As per the Articles of Association Mr. Chirag Mehta retires by rotation but being eligible, offers himself for reappointment. Dr. Ramesh Shah resigned from the directorship of the Company during the year due to his other pre-occupations. The Board places on record appreciation of the services rendered by Dr. Ramesh Shah during his tenure as director of the company. Mr. Karan Gupta was appointed as an additional director w.e.f. 12.2.2011 and as an Executive Director for a period of three years w.e.f. 1.4.2011 at remuneration set out in item No.5 to the notice calling AGM subject to approval of shareholders.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

- (i) In the preparation of the Annual Accounts, the applicable accounting standards were followed:
- (ii) The Directors had selected such accounting policies and applied them consistently, made judgments 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 and of the profit of the Company for that period;
- (iii) The Directors had 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.

CORPORATE GOVERNANCE:

Your Company strives to incorporate the appropriate standards for corporate governance. Pursuant to Clause-49 of listing agreement to the Stock Exchange Corporate Governance Report and Auditors' Certificate on its compliance is annexed and forms part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO:

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

AUDITORS:

The Company's Auditors M/s. B.T. Vora & Co., Chartered Accountants, Ahmedabad [Firm Reg. No. 123652W] will retire at the conclusion of ensuing Annual General Meeting and offer themselves for reappointment.

AUDITORS' REPORT:

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

PARTICULARS OF EMPLOYEES:

There is no employee of the company drawing total remuneration of Rs.60,00,000 p.a. or Rs.5,00,000 p.m. as required u/s 217 (2A) of The Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975

ACKNOWLEDGEMENT:

The Directors take this opportunity to thank all their valued customers, business associates and vendors for their kind support. The Directors also record their appreciation for the sincere and dedicated efforts put in by all the employees at all levels for their contribution towards this performance. The co-operation of our banker Punjab National Bank has been commendable and helped us through the year. The Management also thanks their share holders.

For and On behalf of the Board

Place : Ahmedabad

Date : 31.05.2011

Chairman

ANNEXURE TO THE DIRECTORS' REPORT

Annexure-I

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

(1) CONSERVATION OF ENERGY:

The average consumption of Electricity per unit of production has decreased to 1.77 units from 1.67 per unit of production in the Financial Year 2010-2011.

(2) TECHNOLOGY ABSORPTION:

NIL

(3) FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total Exchange used and earned.

	2010-2011	(Rs. in Lacs) 2009-2010
i Foreign Exchange earned including Direct and Indirect exports.	910.51	1097.82
ii Foreign Exchange used	1296.05	1082.77

FORM - A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSUMPTION OF ENERGY:

	Current Year	Previous Year
(A) Power and Fuel Consumption		
1) Electricity :		
a) Purchase :		
Units	17,29,080	18,47,288
Total Amount (Rs. in Lacs)	101.57	110.56
Rate/Unit	5.87	5.98
(b) Own Generation		
i. Through Diesel Generator Units	13,240	14,260
Unit per liter of Fuel (Total Diesel used)	2.16 Lacs	2.06 Lacs
Cost/Unit	Rs. 16.32	Rs. 14.48
ii. Through Steam Generator Units:	NIL	NIL
Unit per litre of Fuel Cost/Unit		
2) Coal :		
Quantity	NIL	NIL
Total Cost		
Average rate		
3) Lignite :		
Quantity	NIL	NIL
Total Cost		
Average rate		
4) Fire Wood & Lignite :		
Quantity (in Kgs.)	57,97,358	63,21,133
Total Amount (Rs. in Lacs)	146.80	156.28
Average rate/Kgs.	2.53	2.47

5) Others

(a) Gas :

Quantity

Consumed in M3

Total Cost

Rate

(b) L.P.G. :

Quantity Consumed

Total Cost

Rate

(B) Consumption per Unit of Production

ELECTRICITY (UNITS/UNIT

OF PRODUCTION)

FIRE WOOD & LIGNITE

(LTS, KGS/UNIT OF PROD.)

Current Year Previous Year

NIL NIL

NIL NIL

1.77 1.67

5.94 5.66

FORM - B

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH & DEVELOPMENT.

RESEARCH AND DEVELOPMENT (R&D)

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

CORPORATE GOVERNANCE REPORT

In compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has been incorporating a separate section on Corporate Governance for the last few years, in its Annual Report. The Shareholders and Investors of the Company would have found the information very informative & useful.

The Company's policies on the Corporate Governance and due compliance report on specific areas wherever applicable for the year ended 31st March, 2011 are given hereunder divided into the following areas:-

I. Company's philosophy on Corporate Governance:-

The Company continues to commit itself to maintaining the highest standards of integrity, transparency and accountability in all facets of its operations and to create Shareholders' value on a sustainable basis. Bloom believes that good Corporate Governance, with transparency and independence as its key ingredients, provides a market-oriented framework for the running of Companies. It can ensure a proper balance between management, board and shareholders, adequate levels of transparency, appropriate compensation schemes and the prevention of conflict of interests.

II. Board of Directors:-

(a) Composition of the Board:

The Board of Directors of the Company comprises three Executive Directors and two Non-Executive Directors.

(b) Board Procedure:

Board members are provided appropriate documents and information pertaining to the matters to be considered at each Board and Committee meetings, to enable the Board to discharge its responsibilities effectively and the Chairman and Managing Director reviews the overall performance of the Company.

Board meeting held during the financial year 2010-2011

The board of directors of the Company met five times on 30th April, 2010, 29th May, 2010, 14th August, 2010, 13th November, 2010 and 12th February, 2011. The directors' attendance record, directorships and committee positions are noted below:

Name of Director	Position	Attendance at Meetings	Directorships in other Public Limited Companies	Committee Membership of other Companies	Board Committee Chairmanship of other Companies	
		Board (out of 5)	19th AGM on 07/08/2010			
Shri Mayur Parikh	Non-Executive / Independent Director / Chairman	5	Yes	1	2	1
Dr. Sunil Gupta	Managing Director	5	Yes	1	Nil	Nil
Smt. Rupal Gupta	Executive / Promoter / Executive Director	5	Yes	Nil	Nil	Nil
Shri Chirag Mehta	Non-Executive / Independent Director	4	NO	Nil	Nil	Nil
Dr. Ramesh Shah (resigned w.e.f. 12.02.2011)	Non-Executive / Independent Director	0	NO	Nil	Nil	Nil
Mr. Karan Sunil Gupta (Appointed w.e.f. 12.02.2011)	Executive / Promoter / Executive Director	1	NO	1	Nil	Nil

Excluding Directorships in Foreign Companies and those under Section 25 of the Companies Act, 1956.

All the Directors who are on various Committees are within the permissible limits of the listing agreement. The Directors have intimated from time to time their membership in various Committees in other Companies.

(c) Code of Conduct:

The Company has framed a code of conduct for the members of the Board of Directors and Senior Management personnel of the Company. The said code of conduct is available on the website of the Company. The declaration by Dr. Sunil Gupta, Managing Director of the Company regarding compliance by the Board members and Senior Management personnel with the said code of conduct is given as Annexure I and Annexure II to this Report. In addition to this a separate code of conduct for dealing in equity shares and other securities having voting rights of the Company is also in place.

(d) Remuneration Committee:

The terms of appointment and payment of Remuneration to managerial personnel and executive directors are normally decided based on the years of experience and contribution made by the respective executive directors and is consistent with the existing industry practice. As regard payment of sitting fees to non-executive directors, the same is within the limits prescribed by the Companies Act, 1956. . The details of remuneration paid to directors during the financial year 2010-2011 During the year due to resignation of Dr. Ramesh Shah on 12/2/2011, the committee was reconstituted and Shri Karan Gupta was appointed in his place as member of the remuneration committee. The Meeting of the Remuneration Committee was held on 12/02/2011 wherein following members of the committee remained present.

Name of the Members	Chairman/Member	No. of meetings attended
Shri Mayur Parikh	Chairman	1
Shri Chirag Mehta	Member	1
Dr. Ramesh Shah	Member	0

(e) Details of sitting fees, commission and remuneration paid/payable to Directors:

The details of remuneration paid to directors during financial year 2010-2011 are mentioned below:

(i) Non-Executive Directors:

The non-executive directors are not paid any remuneration except sitting fees for attending the meetings of the board of directors and/or committees thereof.

Name of the Directors	Commission Payable for the year	Sitting fees paid during the year	Total
Shri Mayur Parikh	—	16,000/-	16,000/-
Shri Chirag Mehta	—	12,000/-	12,000/-
Dr. Ramesh Shah	—	—	—

(ii) Executive Directors:

Dr. Sunil Gupta ** 26.88 Lacs

Smt. Rupal Gupta *** 10.23 Lacs

Mr. Karan Gupta**** 0.29 Lacs

** Period of re-appointment of Managing Director : 01/09/2008 to 31/08/2011

The Managing Director remuneration detail : Not exceeding Rs..1,40,000/- over and above perks per month for a period of three years w.e.f. 01/09/2008

*** Period of Reappointment of Executive Directors : 01/05/2010 to 30/04/2013

The Executive Director remuneration detail : Rs..48,000/- per month plus perquisites of a Period of three years w.e.f. 01/05/2010.

: Rs..36000/- per month plus perquisites of a Period of three years w.e.f. 01/04/2011

**** Period of appointment of Executive Directors	: 01/04/2011 to 31/03/2014
The Executive Director remuneration detail	: Rs.60,000/- per month plus perquisites of a Period of three years w.e.f. 01/04/2011.

III. Audit Committee:

Role and terms of reference

The board terms of reference includes the following as is mandated in Clause 29 of listing agreement and Section 292A of Companies Act, 1956:

The Audit committee in detail reviewed the following points:-

- Management discussion and analysis of financial condition and results of operations
- Statement of significant related party transactions and details of material individual transactions with related parties which are not in the normal course of business.
- Internal audit reports relating to internal control weaknesses
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Discussion with internal auditors any significant findings and follow up there on.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Composition, meetings and attendance:

The audit committee of the Company has been constituted as per the requirements of Clause 49 of the listing agreement. The composition of audit committee is in compliance with the requirements of Clause 29 (II) (A) of the listing agreement. It consists of 3 members, all of whom including the Chairman are independent directors. The CFO and Internal Auditor of the Company are invited to attend the meetings of the audit committee from time-to-time to respond to queries raised at the Committee meetings. During the year due to resignation of Dr. Ramesh Shah, the committee was reconstituted and Shri Karan Gupta was appointed in his place as member of the committee.

During the financial year 2010-2011, the audit committee met four times on 29th May,2010 , 14th August,2010, 13th November, 2010 and 12th February, 2011. The gap between two meetings did not exceed four months. The attendance of the members is noted below:-

Name of the Members	Chairman/Member	No. of meetings attended
Shri Mayur Parikh	Chairman	4
Shri Chirag Mehta	Member	4
Dr. Ramesh Shah	Member	0

All the members of the Audit Committee were Non-executive Directors however with reconstitution, one of the member is an executive director. All the members of Audit Committee are financially literate and one member is having vast experience in the field of financial management expertise and other in these related matters.

IV. Disclosures:

- (i) Subsidiary Companies:
The Company does not have any subsidiary unit.

- (ii) There are no materially significant related party transactions entered into by the Company with the Promoters, Directors or the Management, their Relatives etc. that may have potential conflict with the interest of the Company at large. The register of contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.

Transactions with related parties are disclosed in notes to the accounts in this Annual Report.

- (iii) All pecuniary relationship or transactions of the non-executive Directors vis-à-vis the Company have been disclosed in the notes forming parts of the Accounts.
- (iv) Management Discussion and Analysis forms part of the Directors' Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement with Stock Exchanges.
- (v) No Penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- (vi) Profile of directors seeking re-appointment

Details of Directors seeking re-appointment at the ensuing Annual General Meeting fixed Saturday 24th September, 2011 are given hereunder:-

Name of Director	Chirag Mehta
Date of appointment	24.10.2008
Expertise in specific Functional areas	Finance, accounting & administration senior Professional with diverse industry experience. Proven ability to improve operations, impact business growth and maximize profits through achievements in finance management, cost reductions, strategic planning, improved internal controls and productivity improvements. Strong qualifications in general management, business planning, systems technology design & implementation and staff development/leadership. He will be contributing to the policy making of the organization.
List of other Directorships held excluding foreign companies. Companies under Section 25 of the Companies Act, 1956 and Private Companies	He is not a Director in any other Company.
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director	He is not a Chairman/Member of Committee of any other Company.

V. Shareholders'/Investors' Grievance Committee :

Terms of reference

The board terms of reference includes the following:

- (1) Redressal of shareholder and investors' complaints including but not limited to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc. and
- (2) Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company.

Composition, meetings and attendance:

Shareholders' Grievance Committee of the Company consists of three directors out of which the chairman is a non-executive independent director and other two members are executive directors of the Company. During the year due to resignation of Dr. Ramesh Shah, the committee was reconstituted and Shri Mayur Parikh was appointed in his place as member of the remuneration committee.

- (b) Financial Calendar for 2011-2012
- Financial year : 1st April to 31st March
- First Quarterly Results : On or before 15th August, 2011
- Second Quarterly Results : On or before 15th November, 2011
- Third Quarterly Results : On or before 15th February, 2012
- Audited Yearly Results for the : On or before end of May 2012 Year ended 31st March 2012
- Annual General Meeting for the year 2010-2011 : In accordance with Section 166 of Companies Act, 1956
- (c) Date of Book Closure : From 19/09/2011 to 24/09/2011 (both days inclusive).
- (d) Dividend payment date : Not Applicable
- (e) Listing on Stock Exchanges : The Equity Shares of the Company are listed at the following Stock Exchange:-
- (i) Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI-400 001.
- Note: Listing fees have been paid to the Stock Exchanges and Securities Depository for the year 2010-2011.
- (f) Stock/Company/Security/Common Code : Bombay Stock Exchange Limited : 526225
National Securities Depository Limited : 253C
Central Depository Services (India) Limited : 1790
- (g) Market Price Data : The details of monthly highest and lowest closing quotations of the equity shares of the Company at the Bombay Stock Exchange Limited during the financial year 2010-2011 are as under:-

Quotation at Bombay Stock Exchange Limited

Month	High	Low
April, 2010	15.05	12.31
May, 2010	15.05	12.85
June, 2010	14.65	13.01
July, 2010	15.70	12.81
August, 2010	18.78	12.76
September, 2010	20.25	12.50
October, 2010	19.40	13.50
November, 2010	21.00	14.75
December, 2010	18.95	12.55
January, 2011	17.80	12.98
February, 2011	17.00	12.50
March, 2011	14.95	12.74

- (h) Registrar and Transfer Agents : M/s. Purva Share Registry India Pvt.Ltd.
(Share Transfer and Communication regarding Share Certificates, Dividends and Change of Address) Unit : Bloom Dekor Limited
Mr. Rajesh Shah, Director
9, Shiv Shakti Ind. Estt., J.R. Boricha Marg, Lower Parel (East), MUMBAI-400 011
Tel: +91-22-2301 6761/2301 8261 Fax : +91-22-2301 2517
E-mail : busicomp@vsnl.com

- (i) Share Transfer System : Share Transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respects. Executives of the Company have been authorised to approve transfers in additions to the Committee.

- (j) Distribution of Shareholding :

Sr. No.	No. of Equity Shares held	No. of Folios	No. of Shares	Percentage of Shareholding
1	1 to 500	2839	4,09,300	6.82
2	501 to 1000	142	1,20,316	2.01
3	1001 to 2000	81	1,30,650	2.18
4	2001 to 3000	23	58,281	0.97
5	3001 to 4000	21	71,682	1.19
6	4001 to 5000	15	69,014	1.15
7	5001 to 10000	19	1,31,838	2.20
8	10001 & above	35	50,08,919	83.48
Total		3175	60,00,000	100.00

- (k) Shareholding Pattern as at 31st March, 2011:

Sr. No.	Category	No. of Folios	Percentage of Folios	No. of Shares Held	Percentage of Shareholding
1	Promoters	11	0.35	17,73,755	29.56
2	Resident Individuals	3041	95.78	21,69,091	36.15
3	Private Corporate Bodies	46	1.45	9,94,216	16.57
4	Financial Institutions	0	0	0	0
5	Nationalised Banks, Government, Insurance Companies and Mutual Fund	0	0	0	0
6	FIIIs	0	0	0	0
7	NRIs and OCBs	77	2.42	10,62,938	17.72
8	GDRs	0	0	0	0
Total		3175	100.00	60,00,000	100.00

- (l) Dematerialization of Equity Shares : More than 92.42% of total equity share capital is held in Dematerialized form with NSDL and CDSL.

- (m) Plant (Manufacturing Units) : BLOOM DEKOR LIMITED
267, Village Oran, Taluka Prantij, N.H. 8, Dist. Sabarkantha, North Gujarat - 383 205

- (n) Address for Correspondence for any query : M/s. Purva Sharegistry India Pvt.Ltd.
Unit : Bloom Dekor Limited
9, Shiv Shakti Ind. Estt., J.R. Boricha Marg, Lower Parel (East), MUMBAI-400 011
Tel: +91-22-2301 6761/2301 8261 Fax : +91-22-2301 2517
E-mail : busicomp@vsnl.com

- (o) Non-Mandatory Requirements :

1. The Board

- (a) An office for the use of the Chairman is made available whenever required.
(b) At present there is no policy fixing the tenure of Independent Directors.

2. Remuneration Committee
The Company has three Whole-time Directors on the Board whose appointments and remuneration have been fixed by the Board in terms of resolution passed by the members.
3. Shareholders' Rights
Half yearly financial results including summary of significant events during the last six months are presently not being sent to shareholders of the Company.
4. Audit Qualifications
There are no qualifications in the Auditor's report on the financial statements to be Shareholders of the Company.
5. Training of the Board Members
There is no formal policy at present for training of the Board members of the Company as the members of the Board are eminent and experienced professionals.
6. Mechanism for evaluating non-executive board members
There is no formal mechanism existing at present for performance evaluation of non-executive directors.
7. Whistle Blower Policy
The Company has not established any formal whistle blower policy.

The above report has been placed before the Board at its meeting held on 31.05.2011 and the same was approved.

**ANNEXURE
DECLARATION**

I, Dr. Sunil Gupta, Managing Director of Bloom Dekor Limited, hereby declare that as on 31st March, 2011, all the Board members and Senior Management Personnel have affirmed compliance to the Code of Conduct laid down by the Company.

For Bloom Dekor Limited
Sd/-
Dr. Sunil Gupta
Managing Director

CERTIFICATE

To the members of BLOOM DEKOR LIMITED

We have examined the compliance of conditions of Corporate Governance by Bloom Dekor Limited, for the year ended 31st March 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance in Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that based on the report given by the Registrars of the Company to the Investor Grievance Committee as on 31st March 2011, there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **B.T. VORA & CO**
Chartered Accountants

Date : 31.05.2011
Place : Ahmedabad

B.T. Vora
Proprietor
Member No.13046
FRN No.123652W

AUDITORS' REPORT

To the Members of
BLOOM DEKOR LIMITED.

We have audited the attached Balance Sheet of '**Bloom Dekor Limited**', as at 31st March, 2011 and also the Profit and Loss Account and the Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these statements based on our audit.

We conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
- c) The Balance Sheet the profit and Loss Account and Cash Flow statement dealt with by this report, are in agreement with the books of account;
- d) In our opinion, Balance Sheet, Profit and Loss and Cash Flow statement comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.
- e) On the basis of written representation received from the directors, as on 31/03/2011 and taken on record by the board of directors. We report that none of the director is disqualified as on 31st March, 2011 from being appointed as director in terms of clause (g) of Section 274(1) of the Companies Act, 1956;
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to the remarks in Para d) above, read together with Significant Accounting Policies, and Notes thereon give the information required by the Companies Act, 1956, In the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - i) in case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011;
 - ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
 - iii) in case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **B.T. VORA & CO**
Chartered Accountants

B.T. Vora
Proprietor

Member No.13046
FRN No.123652W

Date : 31.05.2011
Place : Ahmedabad

ANNEXURE

(Referred to in paragraph 3 of our report of even date on the accounts of Bloom Dekor Limited for the year ended March 31, 2011)

1. Fixed Assets:

- a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All fixed assets have not been physically verified by the management during the year, but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its asset. As informed to us, no material discrepancies were noticed on such verification.
- c) In our opinion, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.

2. Inventories:

- a) The inventory has been physically verified during the year at year-end by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- c) In our opinion and according to the information and explanations given to us, and on the basis of our examination of the records of inventory, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.

3. Loans taken / granted:

- a) The Company has not granted loans to any companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956. Consequently, requirements of clauses (iii.a) to (iii.d) of paragraph 4 of the order are not applicable;
- b) The Company had taken loan from two party covered in the Register maintained under section 301 of the Companies Act, 1956, aggregating to Rs.0.52 Lakhs. The maximum amount involved was Rs.0.52 Lacs.
- c) This is interest free deposit. In our opinion, other terms and conditions of this loan taken were not prima facie prejudicial to the interests of the Company.
- d) The term of repayment is not stipulated.

4. Internal Control:

In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.

5. Transactions entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956.

- a) According to the information and explanation given to us, we are of the opinion that the company has entered all the particulars of contracts or arrangements referred to in Section 301 of Companies Act, 1956.

- b) Based on the information and explanations given to us, it is our opinion that these transactions have been made at prima facie reasonable prices, having regard to the prevailing market prices at the relevant time and certain lot sale or second sale, if any, are at market available rate.

6. Public Deposit:

In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within meaning of section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed thereunder.

7. Internal Audit:

In our opinion, the company has an internal audit system commensurate with the size and nature of its business.

8. Cost Records:

To the best of our knowledge and according to information given to us, the central government has not prescribed maintenance of cost records under section 209 (1d) of the Companies Act, 1956, in respect of the activities carried on by the company.

9. Statutory Dues:

- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income-tax, Value Added Tax, Customs Duty, Excise Duty and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2011, for a period of more than six months from the date of becoming payable.
- b) According to information and explanation given to us, and the records examined by us, the particulars of dues of value added tax, excise duty and Income Tax which have not been deposited on account of any dispute, are as under

Sr. No.	Name of the statute	Nature of dues	Financial Year	Forum where dispute is pending	Appeal by	Amount in lacs
1	Income Tax Act, 1961	Income tax	1996-97	ITAT	Company	12.17
2	Income Tax Act, 1961	Income tax	2000-01	High Court	Company	56.00
3	Income Tax Act, 1961	Income tax	2001-02	High Court	Company	69.72
4	Income Tax Act, 1961	Income tax	2002-03	ITAT	Company	6.50
5	Income Tax Act, 1961	Income tax	2003-04	CIT (A)	Company	28.71
6	Gujarat Sales Tax	Sales Tax	2004-05	Commissioner- Appeal	Company	3.70
7	Gujarat Sales Tax	Sales Tax	2005-06	Commissioner- Appeal	Company	2.28

10. Accumulated losses:

The company has no accumulated losses as at 31st March, 2011 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

11. Repayment default:

Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks.

12. Loans and Advances:

According to information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4 (xii) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.

13. Chit Fund etc:

The provisions of any Special Statute applicable to chit fund, nidhi or mutual benefit fund/societies are not applicable to the Company.

14. Trading in Shares etc:

According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.

15. Guarantee for other:

In our opinion and according to the information and explanations given to us, the terms and conditions of guarantee given by the Company for loans taken by other from bank and financial institutions is prima facie, not prejudicial to the interests of the Company.

16. Term Loans:

To the best of our knowledge and belief and according to the information and explanation given to us, term loans availed by the Company were, prima facie, applied by the Company during the year for the purposes for which the loans were obtained.

17. Sources and Application of Fund:

According to the information and explanation given to us, and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for the purpose of long term investment.

18. Preferential Allotment:

The Company has not made preferential allotment of equity share during the year under Audit.

19. Issue of Debentures:

The company has not issued any debentures. Accordingly, the provision of clause 4 (xix) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.

20. Public Issue:

The Company has not raised money by any public issues during the year and, hence, the question of disclosure and verification of end use of such money does not arise.

21. Fraud:

To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For **B.T. VORA & CO**
Chartered Accountants

B.T. Vora
Proprietor

Date : 31.05.2011

Place : Ahmedabad

Member No.13046

FRN No.123652W

BALANCE SHEET AS AT 31ST MARCH 2011

Particulars	Schedule	As at 31.03.2011 (Rs.)	As at 31.03.2010 (Rs.)
Sources Of Funds :			
Shareholders' Funds			
Share Capital	1	60,000,000	60,000,000
Reserve & Surplus	2	97,438,573	103,073,198
		<u>157,438,573</u>	<u>163,073,198</u>
Loan Fund :			
Secured Loan	3	195,875,068	144,437,276
Unsecured Loans	4	8,325,000	5,877,150
		<u>204,200,068</u>	<u>150,314,426</u>
Deferred Tax Liabilities (Net)		<u>16,577,223</u>	<u>17,267,944</u>
Total		<u><u>378,215,864</u></u>	<u><u>330,655,568</u></u>
Application Of Funds :			
Fixed Assets			
Gross Block	5	283,597,701	270,353,620
Less : Depreciation		<u>124,580,718</u>	<u>114,454,051</u>
Net Block		<u>159,016,984</u>	<u>155,899,569</u>
Investments	6	11,200	16,700
Current Assets, Loans & Advances			
Inventories	7	231,120,688	175,368,592
Sundry Debtors	8	85,041,799	81,651,705
Cash & Bank Balances	9	12,234,794	8,109,475
Loans & Advances	10	24,522,334	29,957,523
		<u>352,919,615</u>	<u>295,087,294</u>
Less: Current Liabilities & Provisions			
Current Liabilities	11	133,050,561	119,747,360
Provisions	12	681,374	600,635
		<u>133,731,935</u>	<u>120,347,995</u>
Net Working Capital		<u>219,187,680</u>	<u>174,739,299</u>
Total		<u><u>378,215,864</u></u>	<u><u>330,655,568</u></u>
Significant Accounting Policies And Notes On Accounts.	19		

As per our report of even date.
For, **B. T. VORA & CO.**
Chartered Accountants

B. T. VORA
Proprietor
Membership No. 13046
FRN No. 123652W
Place : Ahmedabad
Date : 31.05.2011

For and on behalf of the Board

DR. SUNIL GUPTA *Managing Director*

MRS. RUPAL GUPTA *Director*

MR. KARAN GUPTA *Executive Director*

Place : Ahmedabad
Date : 31.05.2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

Particulars	Schedule	2010-2011 (Rs.)	2009-2010 (Rs.)
Sales			
Domestic Market		380,662,018	345,072,386
International Market		93,222,770	114,770,693
Traded Goods		9,284,237	—
Gross Sales		483,169,024	459,843,079
Less : Captive Consumption		3,045,166	4,004,160
Less : Excise Duty / Vat / Cst		49,858,784	43,450,668
Net Sales		430,265,074	412,388,251
Other Income	13	4,656,489	6,512,080
Increase / (Decrease) In Stock At Close	14	34,396,026	26,951,009
		39,052,515	33,463,089
Total Income		469,317,589	445,851,340
Less : Expenditures			
Purchase For Resale		7,580,567	—
Raw Materials Consumption	15	296,218,389	284,405,674
Manufacturing Expenses	16	90,343,341	76,326,065
Administrative, Selling & Distribution Exp.	17	42,655,712	38,832,028
Finance/Interest Charges	18	26,791,877	20,313,051
Total		463,589,887	419,876,818
Profit Before Depreciation & Prior Period Adj.		5,727,702	25,974,522
Depreciation		10,376,899	13,154,893
Profit/(Loss) Before Extra-Ordinary Items		(4,649,197)	12,819,629
Add/(Less) Prior Period Adjustment		(1,399,793)	(30,924)
Profit/(Loss) Before Taxation		(6,048,989)	12,788,705
Provision For Taxation - Current - Mat		—	1,905,573
- Deferred Tax Liability / Assets		(690,721)	2,536,990
- Mat Credit Entitlement		—	(1,905,573)
- Wealth Tax		8,489	2,623
Short / (Excess) Provision Of Taxation W/Off		267,868	98,360
		(414,364)	2,637,973
Profit / (Loss) After Taxation		(5,634,625)	10,150,732
Balance Brought Forward		72,453,031	62,302,299
Profit Available For Appropriation		66,818,406	72,453,031
Proposed Dividend		—	—
Dividend Tax		—	—
Balance Carried Forward		66,818,406	72,453,031
Earning Per Share	19		
Basic And Diluted		(0.94)	1.69

As per our report of even date.

For, **B. T. VORA & CO.**

Chartered Accountants

B. T. VORA

Proprietor

Membership No. 13046

FRN No. 123652W

Place : Ahmedabad

Date : 31.05.2011

For and on behalf of the Board

DR. SUNIL GUPTA

Managing Director

MRS. RUPAL GUPTA

Director

MR. KARAN GUPTA

Executive Director

Place : Ahmedabad

Date : 31.05.2011

SCHEDULES FORMING PART OF THE ACCOUNTS

Particulars	As at 31/03/2011 Amount (Rs.)	As at 31/03/2010 Amount (Rs.)
SCHEDULE - 1 : SHARE CAPITAL		
Authorised		
6250000 Equity Shares Of Rs.10/-Each	62,500,000	62,500,000
Issued		
60,00,000 Equity Shares Of Rs.10/- Each	60,000,000	60,000,000
Total	60,000,000	60,000,000
Subscribed		
60,00,000 Equity Shares Of Rs.10/- Each	60,000,000	60,000,000
Total	60,000,000	60,000,000
Paid-Up		
60,00,000 Equity Shares Of Rs.10/- Each	60,000,000	60,000,000
Total	60,000,000	60,000,000
SCHEDULE - 2 : RESERVES & SURPLUS		
General Reserve	4,378,577	4,378,577
Capital Reserve	7,986,890	7,986,890
State Subsidy	1,500,000	1,500,000
Share Premium	16,754,700	16,754,700
Profit And Loss Account	66,818,406	72,453,031
Total	97,438,573	103,073,198
SCHEDULE - 3 : SECURED LOAN		
Hire Purchase Finance For Vehicles	1,171,468	2,342,704
Term Loans From Banks And Nbfcc	19,862,620	30,964,419
Working Capital From State Bank Of India	—	3,197,581
Working Capital From Karur Vysya Bank Ltd.	—	489,446
Working Capital From Punjab National Bank	139,464,433	107,443,125
Buyers Credit	35,376,547	—
Total	195,875,068	144,437,276
SCHEDULE - 4 : UNSECURED LOANS		
DEPOSITS FROM DIRECTORS (Interest Free)	—	52,150
Deposit From C & F / Dealers	8,325,000	5,825,000
Total	8,325,000	5,877,150

SCHEDULE - 5 XFIXED ASSETS

Name of Fixed Asset	GROSS BLOCK				DEPRECIATION				NETBLOCK		
	Rate of Depr. %	Original Value as on 01/04/2010	Additions during the year	Deduction/ Adjustment during the year	Total Value 31/3/2011	Upto 31/3/2010	Provided during the year	Deduction Adjustment	Total 31/3/2011	As on 31/3/2011	As on 31/3/2010
Land	-	548324	0	0	548324	0	0	0	0	548324	548324
Site Development	1.63%	3610901	420741	0	4031642	686773	63630	0	750403	3281239	2924128
Factory Building	3.34%	40576629	1141828	0	41718457	10781426	1357449	0	12138876	29579581	29795203
Staff Quarters	1.63%	1289971	0	0	1289971	283321	21027	0	304347	985624	1006650
Plant & Machinery	10.34%	84623709	5306715	27252827	62677592	40736217	4014133	26994831	17755534	44922068	43887492
Plant & Machinery - 95%	-	25605344	27252827	0	52858171	24331597	26994838	1104646	50221788	2636389	1273747
S.S.Press Moulds	4.75%	84096531	2011234	0	86107765	26319560	3875637	0	30195197	55912568	57776971
Electric Installation	4.75%	6790647	1351	0	6791998	1997650	322617	0	2320266	4471732	4792997
Lab.Equipment	4.75%	821684	0	0	821684	371807	39030	0	410837	410847	449877
Office Equipment	16.21%	1904394	209972	227926	1886439	885047	295942	196476	984513	901926	1019347
Office Equipment - 95%	-	2325951	185366	0	2511317	2209653	183594	7496	2385750	125567	116298
Furniture & Fixture	6.33%	6457782	3781842	473114	9766510	2558790	481480	336609	2703662	7062848	3898992
Furniture & Fixture - 95%	0.00%	1558	341777	0	343335	1481	324217	0	325698	17637	77
Air Conditioners	4.75%	1683112	143054	0	1826166	541687	85719	0	627405	1198761	1141425
Air Conditioners - 95%	-	4229	0	0	4229	4018	0	0	4018	211	211
Vehicals	9.50%	9311770	1105686	531500	9885956	2562032	912340	200318	3274053	6611903	6749738
Vehicals- 95%	-	52766	0	25938	26828	50128	0	24641	25487	1341	2638
E.Treatment Plant	4.75%	421882	0	0	421882	132843	20039	0	152882	269000	289039
Capitla Work in Progress											
Furniture	-	226442	79435	226442	79435	0	0	0	0	79435	226442
TOTAL		270353625	41981828	28737747	283597701	114454027	38991692	28865017	124580718	159017000	155899598
PREVIOUS YEAR		251015668	21824582	2486630	270353625	103236424	13154890	1937269	114454027	155899598	147779245

Particulars	As at 31/03/2011 Amount (Rs.)	As at 31/03/2010 Amount (Rs.)
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SCHEDULE - 6 : INVESTMENTS

Unquoted

Investment In Gov.Security	—	5,500
Share Of Nutan Nagrik Sahakari Bank Ltd.	11,200	11,200
Total	11,200	16,700

Notes:

Working Capital And Term Loans From Punjab National Bank Are Secured By First Charge By Way Of Hypothecation Of Entire Current Assets (Present & Future) And Movable Assets (Present & Future) Of The Company Including Stocks Of Raw Material, Stock In Process, Finished Goods, Receivables, Stores, Consumables, Loans & Advances And Secured By Personal Guarantee Of Directors. The Same Is Also Secured By Creation Of First Charge On Immovable Properties Of The Company By Equitable Mortgage Of Block No.267, 268, 269 And 271 P/2 Situated At Village: Oran, Tal. Prantij, Dist. Sabarkantha.

Particulars	As at 31/03/2011 Amount (Rs.)	As at 31/03/2010 Amount (Rs.)
SCHEDULE - 7 : CURRENT ASSETS, LOANS & ADVANCES		
Stock At Close (At Lower Of Cost Or Market Value) (As Taken, Valued And Certified By The Management)		
Raw Materials	96,082,439	80,265,235
Raw Materials At Port	6,279,733	4,239,453
Traded Goods Stock	35,700	—
Stock In Process	11,429,799	8,553,661
Finished Goods	77,145,097	46,888,286
Finished Goods-Consignment Agent	31,212,425	29,949,348
Packing Materials	1,402,584	901,672
Stores	3,651,289	2,672,535
Stock Lying At Job Work Party	986,987	566,172
Fire Wood & Lignite	240,066	174,650
Product Folder & Advertise Articals	2,654,569	1,157,580
Total	231,120,688	175,368,592
SCHEDULE - 8 : SUNDRY DEBTORS(Unsecured But Considered Good)		
Debts Outstanding For A Period Exceeding Six Months		
Domestic Sales (Including Debts Rs.117648/- Due By A Company Wherein Directors Are Interested (P.Y.923075/-)	3,629,652	3,991,554
Export Sales	3,546,188	4,064,864
Considered Doubtful	4,102,503	2,140,848
Debts Outstanding For A Period Below Six Months		
Domestic Sales (Including Debts Rs.8374304/- Due By A Company Wherein Directors Are Interested (P.Y.10592392/-)	63,711,418	58,208,614
Export Sales	10,052,038	13,245,825
Total	85,041,799	81,651,705
SCHEDULE - 9 : Cash And Bank Balances		
Cash On Hand	107,578	156,480
Bank Balance With SBI	125,755	289,386
Bank Balance With UTI	2,346,413	787,921
Bank Balance With KVB	20,413	552
Bank Balance With BOB	—	168
Fixed Deposit Account (L/C Margin Money)	6,665,032	6,480,324
Fixed Deposit Account (B/C Margin Money)	116,184	—
Bank Balance With PNB	2,620,628	—
Unpaid Dividend Accounts	232,790	394,644
Total	12,234,794	8,109,475

BLOOM DEKOR LIMITED

Particulars	As at 31/03/2011 Amount (Rs.)	As at 31/03/2010 Amount (Rs.)
SCHEDULE - 10 : LOANS AND ADVANCES		
Advances Recoverable in cash or in kind or for value to be received	1,458,978	2,305,017
Advances For Capital Goods	—	1,532,272
Deposits	4,146,565	4,050,110
Advances Paid To Suppliers	2,103,169	1,242,221
Interest Free Loans To Employees	34,885	65,185
Advances To Staff For Expenses	40,967	38,853
Income Tax Paid	5,796,832	3,596,190
Vat/Cst Refund Receivable	272,601	268,188
Modvat Benefits Receivable	2,231,607	1,774,611
Export Benefits Receivable	8,182,978	14,807,707
Prepaid Expenses	253,752	277,170
Total	24,522,334	29,957,523
SCHEDULE - 11 : CURRENT LIABILITIES		
Creditors For Capital Goods	97,969	7,014,749
Creditors For Imported Raw Materials	23,470,277	28,065,379
Creditors For Indigenous Raw Materials	67,280,653	60,774,815
Creditors For Expenses	24,233,574	15,677,478
Statutory Dues	11,105,541	1,492,886
Unpaid Expenses	4,869,236	4,021,202
Other Liabilities	21,603	21,794
Advances Received From Customers	1,738,918	2,289,413
Unpaid Dividend	232,790	389,644
Total	133,050,561	119,747,360
SCHEDULE - 12 : PROVISION		
Provision For Welth Tax	8,489	2,623
Provision For Gratuity	672,885	598,012
Total	681,374	600,635

	31-03-2011 Amount (Rs.)	31-03-2010 Amount (Rs.)
SCHEDULE - 13 : OTHER INCOME		
Misc.Sales	1,267,768	1,487,525
Job Work Of Door	11,250	—
Charges For Credit Given To Customer	1,077,667	—
Excess/Short Provision W/Off	—	3,597
Income From C & F	291,014	240,896
Interest Received	507,049	568,276
Profit On Sale Of Assets	1,461	370,134
Foreign Exchange Fluctuation	—	3,478,620
Share Dividend	—	1,680
Service Tax Credited On Expenses	—	—
Insurance Claim	564,277	7,336
Credit/Debit Balance W/Off	936,004	354,017
Total	4,656,489	6,512,080
SCHEDULE - 14 : INCREASE/(DECREASE) IN STOCK AT CLOSE		
Closing Stocks		
Finished Goods	77,145,097	46,888,286
Finished Goods(Consignment Agent)	31,212,425	29,949,348
Stock In Process	11,429,799	8,553,661
Total	119,787,321	85,391,295
Less : Opening Stocks		
Finished Goods	46,888,286	39,417,500
Finished Goods(Consignment Agent)	29,949,348	6,904,148
Stock In Process	8,553,661	12,118,638
Total	85,391,295	58,440,286
Total	34,396,026	26,951,009
SCHEDULE - 15 : RAW MATERIALS CONSUMPTION		
Raw Materials Consumed	274,834,884	275,478,541
Custom Duty, Clearing & Forwarding	17,803,942	9,716,295
	292,638,826	285,194,836
Add: Export Benefit Adjustment (Net)	6,624,729	3,214,998
Less : Captive Consumption	3,045,166	4,004,160
Total	296,218,389	284,405,674

BLOOM DEKOR LIMITED**31-03-2011** **31-03-2010**
Amount (Rs.) **Amount (Rs.)**

SCHEDULE - 16 : MANUFACTURING EXPENSES

Door Designing Charges	59,740	274,072
Excise Duty On Stock Out	6,379,508	4,803,159
Excise Duty On Finished Good Closing Stock	7,203,939	—
Factory Expenses	169,742	125,742
Freight (Others)	567,470	443,007
Insurance	93,272	596,713
Licence Fee	7,895	110,726
Other Manufacturing Expenses	328,508	280,005
Packing Material	6,410,022	7,705,993
Power & Fuel	28,214,651	26,690,538
Printing On Papers	2,973,834	2,494,517
Provident Fund	739,976	716,539
Repairs To Factory Building	225,491	170,716
Repairs To Plant & Machinery	4,217,668	2,055,693
Salaries,Wages & Allowances	30,005,163	26,433,235
Security Service Charges	316,646	300,840
Stores Consumption	2,429,816	3,124,570
Total	90,343,341	76,326,065

SCHEDULE - 17 : ADMINISTRATIVE, SELLING & DISTRIBUTION EXPENSES

Advertisement & Product Folder Articals	6,760,656	7,500,601
Auditor's Remuneration	80,000	70,000
Bad Debts	381,920	315,000
Bank Documentation Stamping Charges	668,060	860,525
Business Convention Expense	166,763	—
Cash Discount	945,225	685,377
Commission On Domestic Sales	4,915,783	3,356,486
Commission On Export Sales	—	314,347
Commission On Purchase	93,272	137,728

	31-03-2011 Amount (Rs.)	31-03-2010 Amount (Rs.)
Computer & Internet	98,552	49,581
Contract Closure Compansation	200,000	—
Conveyance	175,749	110,450
Credit Rating Charges	—	107,989
Director's Remuneration	3,739,831	3,210,200
Director's Sitting Fees	28,000	40,500
Discount & Claims	1,821,244	885,948
Donation	17,910	5,515
Ecgc Premium	35,122	204,547
Electricity Exp A/C	292,186	286,190
Recruitment Expense	19,099	6,666
Excise / Service Tax Expense	969,163	516,703
Exhibition Exps.	108,090	624,385
Export Clearing & Forwarding	3,156,622	4,119,922
Foreign Currency Fluctuation	93,845	—
Foreign Travelling	663,811	721,427
Freight Outward	4,252,074	2,824,346
Staff & Workers' Welfare	429,303	430,807
Gift Expenses	98,499	40,576
Gratuity & Other Employee Benefit	656,234	297,922
Iso / Isi Trademark	304,030	275,656
Legal, Filling & Listing Fees	136,350	146,442
Loss On Forward Contract	173,250	1,312,101
Loss On Sale Of Assets	70,359	54,492
Office & Misc Exp	165,155	184,072
Other Administrative Expenses	366,924	418,226
Postage & Courier	422,086	316,416
Professional Fees	2,484,784	920,995
Printing & Stationery	340,899	398,811
Rent,Rates & Taxes	2,457,379	2,497,485

BLOOM DEKOR LIMITED

	31-03-2011	31-03-2010
	Amount (Rs.)	Amount (Rs.)
Repairs & Maintenance Exp.(Office)	40,950	47,700
Repairs To Others	6,115	18,855
Sales Promotion Exp.	324,223	263,550
Sponsorship Expnese	10,000	25,000
Telephone & Fax	903,407	1,056,454
Travelling	1,537,748	1,647,415
Turnover Discount	100,000	29,709
Vat Assesment Expenses	913,943	123,292
Vehicals Running & Maintenance	965,369	1,108,537
Web Site Charges	65,728	263,083
Total	42,655,712	38,832,028

SCHEDULE - 18 : FINANCE CHARGES

Bank Charges	3,175,400	4,195,044
Interest On Buyers Credit	601,435	185,913
Interest To Bank	17,127,414	10,487,795
Interest On Term Loan A/C (SS Press Moulds)	199,992	393,774
Interest On Term Loan A/C (Door)	2,893,955	3,586,776
Interest On Term Loan (Electronica)	576,680	77,771
Charges To G.T.F	—	1,586
Interest On Deposit	779,826	582,121
Interest To Others	1,196,671	539,393
Interest On Car Loan	240,504	262,878
Total	26,791,877	20,313,051

SCHEDULE: 19**A) SIGNIFICANT ACCOUNTING POLICIES****1. Basis of Accounting:**

The accompanying financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention and on the basis of a going concern, on accrual basis except Telephone expenses, Retirement benefits and those with significant uncertainty unless otherwise stated. GAAP comprises mandatory accounting standards issued by the Institute of Chartered Accountants of India ("ICAI") and the provisions of the Companies Act, 1956. These accounting policies have been consistently applied.

2. Use of Estimates

The preparation of financial statements in conformity with general accepted Accounting Standards requires Management to make estimates and assumption that affect the reported amounts of assets and liabilities at the date of financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Actual results could differ from those estimates.

3. Fixed Assets:

The Fixed Assets are stated at the cost of acquisition including inward freight, duties & taxes and other incidental expenses less refundable duties, taxes and depreciation.

Borrowing costs attributable to acquisition / construction of fixed assets, if any, are capitalized as per the policy in note (13) below.

4. Inventories:

- a) Finished Goods are valued at lower of cost or net realisable value. Cost includes material, labour and direct overheads and proportion of manufacturing overheads based on normal operating capacity.
- b) Stock in process is valued at cost.
- c) Raw Material, Packing Material, Stores & Fire wood/Lignite are valued at cost inclusive of freight & incidental expenses. Cost is arrived at on FIFO Basis and is net of modvat credit and input VAT.
- d) Stock lying at C & F Agent is valued at cost plus excise, packing, freight and octroi, if any.

5. Foreign Currency Transactions:

The transactions in foreign currencies, which are not settled up to the date of balance sheet, are translated into rupees at the exchange rate prevailing on the date of the balance sheet.

Any gains or losses on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Account except in cases where they relate to the acquisition of qualifying fixed assets covered under AS - 16, in which case they are adjusted to the carrying cost of such assets.

6. VAT, CST, Excise duty & Service Tax:

VAT, CST, excise duty & Service Tax payable and Cenvat receivable are accounted on the basis of returns submitted. Additional liabilities if any on assessment/audit objections shall be provided /paid as and when the assessment is completed.

This year the provision is made for the excise duty on closing stock of finished goods lying in bonded warehouse at factory as on 31.03.11. Earlier, Excise duty on closing stock of finished goods lying in bonded warehouse at factory was provided only on removal of goods from the factory. This change has no effect on the profit or loss of the year.

7. Retirement Benefits:

- a) Provident Fund and Employee's Deposit Linked Insurance(EDLI) are defined contribution scheme and the contributions are charged to profit & loss account of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

b) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done using projected unit credit method.

c) Actuarial gain and losses are recognized in Profit & Loss account.

As per views of the management Leave encashment provision is not required on account of companies own Leave rules, hence Leave encashment to employees are not provided and shall be accounted as and when paid, if any.

8. Sales & Purchases:

a) Domestic Sale:

Sales are recognized on dispatch of goods by the company. Sales are net of goods returned.

b) Export Sales:

Export sale is recognized on receipt of bill of lading and is accounted on the basis of custom rate or on negotiation of document with the bankers as per the foreign exchange rates prevailing on the date of negotiation and are net of goods return.

c) Purchases:

Purchase of Raw Materials and Stores are accounted net of receivable Cenvat and VAT.

d) Expenses :

Expenses are accounted net of Service tax paid on various expenses.

9. Prior Period items:

Significant items of income and expenditure, which are relating to prior accounting period, are accounted in the Profit and Loss account, under the head prior year adjustments and the expenditure & income which are not material pertaining to prior period, are shown under the respective heads of accounts in the Profit & Loss Account.

10. Depreciation:

Depreciation on the fixed assets is provided at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956, on straight-line method. The depreciation on Plant and Machinery is provided on three shifts basis.

11. Events Occurring after Balance Sheet Date:

Events occurring after the date of Balance Sheet are considered up to the date of adoption of the accounts where material.

12. Borrowing Costs:

Borrowing Costs including Foreign Exchange Fluctuation for qualifying assets incurred in relation to the acquisition, construction of assets are capitalized as a part of the cost of such assets up to the date when such assets are put to use. Other Borrowing costs are charged as an expense in the year in which these are incurred.

13. Taxation:

The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing difference that result between the profit offered for income tax and the profits as per the financial statements. Deferred tax assets and liabilities are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

14. Contingent Liabilities and Assets :

Contingent liability is recognised and provided for when the company has present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligations and of which a reliable estimate can be made. Contingent liability is disclosed in notes to the accounts in case if obligation is disputed and the possibility of an outflow of resources is remote. Contingent assets are not recognised until the realisation of Income is virtually certain as per views of the management.

15. Segment Reporting :

The Company is primarily engaged in business of furnishing and construction material, which is governed by the same set of risk and returns. Hence, there is only one primary segment. The said treatment is in accordance with the principal enunciated in Accounting Standard (AS-17) on Segment Reporting.

16. Impairment :

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment base on internal/external factor. An impairment loss is recognised whenever the carrying amount of an asset exceed it recoverable amount. The recoverable amount is, grater of asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value.

B) NOTES ON ACCOUNTS

ADDITIONAL INFORMATION

	<u>31.03.2011</u>	<u>31.03.2010</u>
	Rs.in Lacs	Rs.in Lacs
1. Contingent liabilities not provided for		
a) Letter of Credit opened for import of Raw materials	112.37	279.93
b) Letter of Credit opened for indigenous Raw material	151.38	40
c) Sales bills discounted With Bankers	34.95	18.05
d) Letter of Credit for Capital Goods	26.18	32.60
e) Income tax demand disputed in appeals	173.10	173.10
f) Gujarat Sales Tax disputed in appelas	5.98	10.20
g) Insurance claim	20.41	20.41
2. Value of Imports (on CIF Basis)		
a) Raw material	1183.01	989.81
b) Capital goods	81.09	63.47
c) Stores (Consumables)	15.11	16.98
d) Publicity Item	6.18	-
3. Earnings in Foreign Exchange		
a) Export of Goods calculated on F.O.B. Basis	910.51	1097.85
4. Expenditure in foreign currency in respect of:		
a) Foreign Travelling	4.65	5.81
b) Commission of Export Sales	NIL	3.14
c) Interest on buyers credit	6.01	3.56
5. Estimated amount of contract remaining to be executed on capital account and not provided for (Net of advance)	NIL	NIL
6. Remuneration to Directors		
a) During the year the company has inadequate profit as such managerial remuneration paid in accordance with Schedule XIII to the Companies Act, 1956 to the managing director and executive director as under: As such computation of Net Profit in accordance with Section 198 of the Companies Act, 1956 is not workout.		
Salary	35.95	30.72
Other Perquisites	1.45	1.38
	37.40	32.10
7. The figures of the previous year have been regrouped wherever, necessary so as to make it comparable with those of current year.		
8. The company has accounted Rs.81,82,978/- (P.Y.Rs. 1,48,07,707/-) as export benefit receivable and outstanding as on 31-03-2011 in terms of duty free import of Raw materials on the basis of advance licences, DFRC and DEPB received/receivable against export sale of the company as accepted, ascertained and estimated realizable benefit on accrual basis. The realisation of said benefit is dependent on the utilisation thereof, custom duty rate and exchange rate.		

9. Details of Licensed, Installed Capacity and Actual Production.

Laminate Plant :

	<u>31.03.2011</u>	<u>31.03.2010</u>
Licensed Capacity	Not Applicable	Not Applicable
Installed Capacity	1470000 sheets (43.76 lakh sq.mtrs.)	1470000 sheets (43.76 lakh sq.mtrs.)
Actual Production	976171 sheets (29.06 lakh sq.mtrs.) (Approximately)	1049906 sheets (31.25 lakh sq.mtrs.) (Approximately)

(Exclusive of Non Standard Cut pieces)

Door Plant :

Licensed Capacity	Not Applicable	Not Applicable
Installed Capacity	90000 Doors, Frames and Furniture	90000 Doors, Frames and Furniture
Actual Production	5761 Doors, Frames and Furniture	5824 Doors and Frames and Furniture

10. Profit/ Loss on sale of Raw material has not been segregated in showing the consumption thereof (i.e. Consumption is net of sale of Raw material)

11. The company has not reconciled the balances with various parties appearing under grouping of sundry debtors, loans & advances and sundry creditors. Hence impact of such reconciliation, if any, is not ascertained.

12. Payments to Auditors includes the following (Net of Service Tax) :

PARTICULARS	<u>31.03.2011</u>	<u>31.03.2010</u>
Audit Fees	70000	60000
Tax Audit Fees	10000	10000
Taxation	45000	43000
Vat / Vat Audit	50000	77000
Other Services	22000	15500
	197,000	205,500

13. In the absence of any intimation from vendors regarding status of their registration under "Micro, Small & Medium Enterprise Development Act,2006", the company is unable to comply with the disclosure requirement to be made under the said act.

14. In accordance with Accounting Standard 22 'Accounting for Taxes on Income' issued by the ICAI, the company has accounted for deferred taxes during the year. The deferred tax Assets/Liabilities for the year ended on March 31, 2011 amounting to Rs.6.91 lakhs has been also credited/debited to Revenue.

Following is the major component of deferred tax liability/Assets.

Deferred Tax Liability/Assets	Current year	Upto 31.03.2010
Deferred Tax Liability		
Difference between books and Tax Depreciation	19841732	18087655
Deferred Tax Assets		
Brought forward Unabsorbed Depreciation / set off of b/f losses	3264509	819711
Net Deferred Tax Liability	16577223	17267944

Provision for Taxation (MAT) Rs.NIL lakhs (P.Y.Rs.19.06 lakhs) has been made in this accounts as per the related provisions contained in the Income Tax Act, 1961 and Rs. NIL lakhs is shown as "MAT Credit Receivable" under Loans & Advances.

The Company has recognised MAT Credit Asset of Rs.28.76 Lacs (including Rs.28.76 Lacs till previous year) which can be recovered, based on the provisions of Section 115JAA of the Income Tax Act, 1961. The management based on the present trend of profitability and also the future profitability projections, is of the view that there would be sufficient taxable income in foreseeable future, which will enable the company to utilise MAT Credit Asset.

15. Consumption of Raw material and spare parts

The values of consumption of Raw material and spare parts for indigenous and imported is not furnished separately as separate records thereof are not maintained.

16. In the opinion of the Board, any of the current assets, and loans and advances has a value on realisation in the ordinary course of the business at least equal to the amount at which they are stated.

17. Related Party Transactions

Information about related parties as required by AS-18: (Rs.in Lacs)

Related party	Relationship	Description of transaction	Payment 31.03.2011	Payment 31.03.2010
Shri Sunil S. Gupta	M.D.	Remuneration	26.88	26.88
Smt. Rupal Gupta	E.D.	Remuneration & Perquisite as executive director	10.22	5.22
Karan S. Gupta	E.D.	Remuneration	0.29	—
Shri S.S. Gupta	M.D.	Office rent	13.28	9.03
Karan S. Gupta	Relative of M.D.	Salary Paid	1.38	—
Suncare Traders Ltd.	Company in which M.D.is Director	Sale of Goods	592.25	698.09

18. Segment Information

a) Primary Segment – Business Segment

The company manufactures and sales laminated sheets and wooden doors, Frames and Furniture which belong to the same product group of furnishing and construction material. The product has the same risks and returns, which are predominantly governed by market conditions, namely demand and supply position. Thus there is only one identifiable reportable segment.

b) Secondary Segment – Geographical Segment

Particulars	Domestic	Export	Total
	2010-11	2010-11	2010-11
Segment revenue by geographical area based on geographical location of customers.	337042304	93222770	430265074
	2009-10	2009-10	2009-10
	297617558	114770693	412388251

19. Particulars of earning per share:

Particulars	31.03.2011	31.03.2010
Net Profit/(Loss) for the year after prior year and extra ordinary items & after tax (Rs.)	(5634625)	10150732
Number of Equity Shares	60,00,000	60,00,000
Nominal Value Per Share (Rs.)	10	10
Earning Per Share basic and diluted(Rs.)	(0.94)	1.69

20. Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard-3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India and figures in bracket represent outflow of cash.

21. Depreciation has been calculated in accordance with Section 205 (s) (b) of the companies Act, 1956 For the earlier years depreciation was provided in respect of items of plant & Machinery and office office equipment whose written down value has reached about 5 percent of their original cost. The company has written back to the Profit and Loss Account as adjustment relating to an earlier year a sum of

Rs.11,12,142/- (for Plant & Machinery Rs.11,04,646/- and for Office Equipments Rs.7,496/-), being the access depreciation provided in earlier year by credit to depreciation of current year and thereby restricting the provisions of depreciation on Asset to 95% of their original cost.

22. EMPLOYEE BENEFIT PLANS:

1) Defined Contribution Plans : Contribution to Provident Fund of Rs. 7.40 Lacs (P.Y. 7.17 Lacs) is recognised under the head of 'Provident Fund' in Profit and Loss Account.

2) DEFINED BENEFIT PLAN - GRATUITY

Consequent upon adoption of Accounting Standard on "Employee Benefit" (AS - 15) (Revised 2005) issued by the Institute of Chartered Accountants of India, as required by the Standards, the following disclosures are made :

	09-10	10-11
A The amounts recognised in statement of Profit & Loss		
Account are as follows :		
Defined Benefit Plan - Gratuity		
Current service cost	207365	319802
Interest cost	101195	108270
Expected Return On Plan Assets	-75373	-99878
Net Actuarial (Gain)/Loss	20679	255639
Amount included under the head gratuity expenses	253,866	583,833
B The amount recognised in Balance Sheet :		
Present value of the funded obligation	1353377	1864587
Less : Fair Value of plan assets	753365	1191702
Net liability included under the head provision for gratuity	598,012	672,885
C Changes in the present value of the define benefit obligation representing reconciliation of opening and closing balance thereof are as follows :		
Present value of obligations as at beginning of year	1264941	1353377
Interest Cost	101195	108270
Current Service Cost	207365	319802
Benefits Paid	-240803	-172501
Actuarial (Gain) / Loss on obligations	20679	255639
Present value of obligations as at end of year	1,353,377	1,864,587
D Changes in the fair value of the plan assets :		
Opening Fair Value of Plan Assets	920795	755365
Expected Return on Plan Assets	75373	99878
Contributions	0	508960
Benefits paid	-240803	-172501
Actuarial (Gain)/ Loss on plan assets	0	0
Closing Fair Value of Plan Assets	755,365	1,191,702
E Expected contribution to define benefit plan for the year	598,012	672,885
F Insurer Managed Funds (Life Insurance Corporation of India)		
The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in the expected rate of return on assets due to the improved stock scenario.		
G The principal actuarial assumption at the Balance Sheet date		
Discount Rate		
Salary Escalation		
Mortality Table	LIC(1994-96)	
	Ultimate	

23. Details Of Raw Materials

Particulars	Unit	Current Year		Previous Year	
		Qty.	Rs.	Qty.	Rs.
(A) Opening Stocks					
Base Paper	Kgs.	256832	49496364	247053	48064810
Barrier Paper/Tissue Paper	Kgs.	25547	3111811	14662	2050928
Kraft Paper	Kgs.	657793	20242784	383844	15212143
Formal Dyhyde / Methanol	Kgs.	48923	411590	169106	1394753
Phenol	Kgs.	15656	1372222	59835	2184871
P.P. Film	Kgs.	2227	3391080	1625	3324840
Melamine	Kgs.	42825	1343465	22845	1424206
Others (Including Alu. Foil)	-	—	3984752	—	5937257
Wood	CFT	900	620759	—	—
Flush Door	Sq.Mt	1278	1096033	—	—
MDF	NOS.	955	940916	—	—
Total		1052936	86011776	898969	79593809
(B) Purchase					
Base Paper	Kgs.	356969	69281791	374677	63092975
Barrier Paper/Tissue Paper	Kgs.	106359	10143872	81056	7089140
Kraft Paper	Kgs.	2347538	61947332	3242386	87614450
Formal Dyhyde / Methanol	Kgs.	3605895	28698314	3916328	28173374
Phenol	Kgs.	793421	76729663	778018	50935386
P.P. Film	Kgs.	21596	2522852	22540	2462408
Melamine	Kgs.	361950	26684647	326050	20519279
Others (Including Alu. Foil)	—	—	7695690	—	10402880
Wood	CFT	3764	1614370	2186	1874831
Flush Door	Sq.Mt	2360	1728963	11210	4786709
MDF	Nos.	457	316409	—	—
Plywood	Nos.	1774	956230	—	—
		7602083	288320133	8754451	276951431
(C) Consumption					
Base Paper	Kgs.	297893	44934305	364898	61661421
Barrier Paper/Tissue Paper	Kgs.	88472	7314959	70171	6028257
Kraft Paper	Kgs.	2759579	73423758	2968437	82583808
Formal Dyhyde / Methanol	Kgs.	3613514	28597061	4036511	29156537
Phenol	Kgs.	801021	77287151	822197	51748035
P.P. Film	Kgs.	22041	2547795	21938	2396169
Melamine	Kgs.	360775	24241912	306070	20600020
Others (Including Alu. Foil)	—	—	10485263	—	12355385
Wood	CFT	2857	1355063	1286	1254072
Flush Door	Sq.Mt	3619	2806142	9932	3690676
MDF	Nos.	784	645268	—	—
Plywood	Nos.	990	407475	—	—
Total		7951545	274046153	8601439	271474380

Particulars	Unit	Current Year		Previous Year	
		Qty.	Rs.	Qty.	Rs.
(D) Closing Stock					
Base Paper	Kgs.	315908	73843851	256832	49496364
Barrier Paper/Tissue Paper	Kgs.	43434	5940724	25547	3111811
Kraft Paper	Kgs.	245752	8766358	657793	20242784
Formal Dyhyde / Methanol	Kgs.	41304	512844	48923	411590
Phenol	Kgs.	8056	814734	15656	1372222
P.P. Film	Kgs.	1782	3366136	2227	3391080
Melamine	Kgs.	44000	3786200	42825	1343465
Others (Including Alu. Foil)		—	1195179	—	3984752
Wood	CFT	1807	880065	900	620759
Flush Door	Nos.	19	18854	1278	1096033
MDF	Nos.	628	612057	955	940916
Plywood	Nos.	784	548755	—	—
Total		703474	100285757	1052936	86011776

Note : Purchase And Consumption Do Not Include Captive Consumption Of Rs. 30,45,166/-

The Above Referred Closing Stocks Of Raw Materials Include Following Stocks Of Raw Material Lying At PORT / C.W.C & Goods In Transit

Base Paper	Kgs.	16484	6224216	54	34344
Kraft Paper	Kgs.	—	—	147612	3740134
Phenol	Kgs.	539	55517	380	32975
Melamine	Kgs.	—	—	32000	432000
Total		17023	6279733	180046	4239453

The Above Referred Closing Stocks Of Raw Materials Include Following Stocks Of Raw Material Lying At JOB WORK (Out Side Of The Factory)

Base Paper	Kgs.	5670	709418	3238	351465
Tissue Paper	Kgs.	—	—	270	27086
Kraft Paper	Kgs.	1735	54514	—	—
Barrier Paper	Kgs.	2452	223055	1770	187620
Total		9857	986987	5278	566172

24. Details Of Finished Goods

Decorative & Other Laminated Sheets Of Different Thickness, Size & Grades

Particulars	UNITS	CURRENT YEAR	PREVIOUS YEAR
A. Opening Stock	Nos.	175212	137684
B. Production	Nos.	976171	1049906
C. Sales	Nos.	924660	1012378
D. Closing Stock	Nos.	226723	175212

Signature to Schedule 1 to 19 forming part of Balance Sheet and Profit and Loss Account.

As per our report of even date.
For, **B. T. VORA & CO.**
Chartered Accountants

B. T. VORA
Proprietor
Membership No. 13046
FRN No. 123652W
Place : Ahmedabad
Date : 31.05.2011

For and on behalf of the Board

DR. SUNIL GUPTA *Managing Director*

MRS. RUPAL GUPTA *Director*

MR. KARAN GUPTA *Executive Director*

Place : Ahmedabad
Date : 31.05.2011

25. Additional Information as required under Part IV of Schedule VI to the Companies Act, 1956.

Balance Sheet Abstract and Company's General Business Profile:

I. Registration Details

Registration No.	:	17341
State Code	:	4
Balance Sheet Date	:	31.03.2011

II. Capital Raised During the Year

Public Issue	:	NIL
Rights Issue	:	NIL
Bonus Share	:	NIL
Private Placement	:	NIL

III. Positions of Mobilisation and Deployment of Funds

Total Liabilities	:	378215864
Total Assets	:	378215864

SOURCES OF FUNDS

Paid- up Capital	:	60000000
Reserves and Surplus	:	97438573
Secured Loans	:	195875068
Unsecured Loans	:	8325000
Deferred Tax Liabilities	:	16577223

APPLICATION OF FUNDS

Net Fixed Assets	:	159016984
Investments	:	11200
Net Current Assets	:	219187680
Accumulated Losses	:	0

IV. Performance of the Company

Total Income	:	469317589
Total Expenditure	:	475366578
Net profit for the Year	:	(6048989)
Provision for Income Tax	:	276357
Provision for Deferred Tax Assets- C.Y.	:	(690721)
Net Profit after Tax	:	(5634625)
Earnings Per Share (Rs.)	:	(0.94)
Dividend Rate (%)	:	0

V. Generic Names of Principal Products/Services of the Company

Items Code No.	:	44129900
Product Description	:	Decorative Laminated Sheets and Wooden Doors / Furniture

For and on behalf of the Board

DR. SUNIL GUPTA *Managing Director*

MRS. RUPAL GUPTA *Director*

MR. KARAN GUPTA *Executive Director*

Place : Ahmedabad

Date : 31.05.2011

CASH FLOW STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2011

	<u>31-03-2011</u> Rupees	<u>31-03-2010</u> Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before Taxation and Exceptional Items	(6048989)	12788705
Adjustments for :		
Prior Period Adjustment (Net)	1399793	30924
Depreciation	10376899	13154893
Interest Expenses	23616477	16116421
Interest Income	(1584716)	(568276)
Bad Debts & Irrecoverable Advances	381920	315000
Credit/Debit Balance W/Off.	(936004)	(354017)
Loss on Fixed Assets	70359	54492
Profit on Sale of Assets	(1461)	(370134)
	33323267	28379303
Operating Profit before working capital changes	27274278	41168008
Adjustment for :		
Inventories	(55752096)	(32161122)
Trade Receivables	(3390094)	(20973032)
Loans & Advances	5435189	1143164
Other Liabilities	13383940	37467734
	(40323061)	(14523256)
Cash Generated from Operations	(13048783)	26644752
Less : Prior Period Adjustment (Net)	1399793	30924
Less : Wealth Tax Paid	8489	2623.00
Less : Income Tax Paid	267868	98360.00
Cash Flow before exceptional items	(14724933)	26512845
Exceptional Items :		
Bad Debts & Irrecoverable Advances	(381920)	(315000)
Credit Balance W/off.	936004	354017
	554084	39017
Net Cash from Operating Activities - A	(14170849)	26551862

	<u>31-03-2011</u> <u>Rupees</u>	<u>31-03-2010</u> <u>Rupees</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets (Net)	(13975419)	(21824578)
Sale of Fixed Assets	481103	549361
Profit on Sale of Asset	1461	370134
Loss on Fixed Assets	(70359)	(54492)
Sale / Adjustment of Investments	5500	0
Net Cash from Investing Activities - B	(13557714)	(20959575)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Long Term Borrowings (Net)	(12273035)	(1676540)
Interest paid	(23616477)	(16116421)
Interest Income	1584716	568276
Increase / (Decrease) in Working Capital Loan	63710828	10702707
Increase / (Decrease) in Unsecured Loan	2447850	2950000
Net Cash used in Financing Activities - C	31853882	(3571978)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	4125319	2020309
Cash and Cash Equivalents as at 01.04.2010 (Opening Balance)	8109475	6089166
Cash and Cash Equivalents as at 31.03.2011 (Closing Balance)	12234794	8109475

As per our report of even date.
For, **B. T. VORA & CO.**
Chartered Accountants

B. T. VORA
Proprietor
Membership No. 13046
FRN No. 123652W
Place : Ahmedabad
Date : 31.05.2011

For and on behalf of the Board

DR. SUNIL GUPTA *Managing Director*

MRS. RUPAL GUPTA *Director*

MR. KARAN GUPTA *Executive Director*

Place : Ahmedabad
Date : 31.05.2011



BLOOM DEKOR LIMITED

Regd. Office : 267, Oran, Tal. Prantij, Dist. S.K.

ATTENDANCE SLIP

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint Shareholders may obtain additional Attendance Slips on request.

NAME AND ADDRESS OF THE SHAREHOLDER

Client ID No. / L.F. No.	
--------------------------	--

No. of Shares held :

I hereby record my presence at the 20th Annual General Meeting of the Company to be held on Saturday the 24th September, 2011 at 11.00 A.M.

SIGNATURE OF THE SHAREHOLDER OR PROXY : _____

* Strike out whichever is not applicable

BLOOM DEKOR LIMITED

Regd. Office : 267, Oran, Tal. Prantij, Dist. S.K.

FORM OF PROXY

Client ID No. / L.F. No.	
--------------------------	--

No. of Shares held :

I/We _____

of _____ being a member/members of

Bloom Dekor Limited hereby appoint _____

of _____

or failing him _____ of _____ as my/our Proxy to vote for me/us on my/our behalf at the 20th Annual General Meeting to be held on Saturday the 24th September, 2011 at 11.00 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2011.

Affix Revenue Stamp Rs. 1.00

Signature

Note : The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.