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DIRECTORS

Dr. Sunil Gupta	<i>Chairman & Managing Director</i>
Mr. Ashok Gandhi	<i>Director</i>
Mr. Mayur Parikh	<i>Director</i>
Mr. Karan Gupta	<i>Executive Director</i>
Mrs. Rupal Gupta	<i>Whole-time Director</i>
Mr. Chirag Mehta	<i>Director</i>

BANKERS

Punjab National Bank

AUDITORS

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 Twenty First Annual General Meeting of the Members of Bloom Dekor Limited will be held on 29th September, 2012 (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 31.03.2012 and the profit and loss account for the period ended on 31.03.2012 and Reports of Directors and Auditors thereon.
2. To declare final dividend on the equity shares for the financial year ended 31st March, 2012.
3. To appoint a Director in place of Mr. Mayur Parikh who retires by rotation and being eligible offers himself for re-appointment.
4. 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 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:

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 257,260 and other applicable provisions, if any of Companies Act, 1956 (including any statutory modification and re-enactment thereof for the time being in force) Mr. Ashok Gandhi who was appointed as an Additional Director with effect from 13/11/2009 be and is hereby appointed as Director of the Company liable to retire by rotation.

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

“RESOLVED THAT in accordance with the provisions of Section 198,269,309,310 read with Schedule XIII and all other applicable provisions of Companies Act, 1956 (including any statutory modification and re-enactment thereof for the time being in force) subject to any other consent if required, the consent be and hereby accorded to the re-appointment of Dr. Sunil Gupta for a period of three years w.e.f. 01.09.2011 on the terms and conditions including remuneration set out in the Agreement to be entered into between the Company and Dr. Sunil Gupta, a draft whereof is placed before this meeting, which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers including powers conferred by this resolution) to alter and vary the terms and conditions of the said reappointment and / or Agreement, as may be agreed to between the Board and Dr. Sunil Gupta, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to increase, alter and/or vary the remuneration and perquisites including the monetary value thereof as specified in the said draft Agreement to the extent, as the Board of Directors may consider appropriate, and as may be permitted or authorised in accordance with any provisions under the Companies Act, 1956, for the time being in force, provided however, that the remuneration payable to Dr. Sunil Gupta shall be subject to the limits as prescribed under Part II of Section II of Schedule XIII of the Companies Act, 1956 and the terms and conditions of the aforesaid Agreement between the Company and Dr. Sunil Gupta shall be suitably modified to give effect to such variation or increase as the case may be.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be deemed expedient to give effect to the above resolution”.

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

“RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby increased from ₹6,25,00,000/- (Rupees Six Crore Twenty Five Lacs Only) comprising of 62,50,000 (Sixty Two Lacs Fifty Thousand) equity shares of ₹ 10/- (Rupees ten) each to ₹ 10,00,00,000/- (Rupees Ten Crores Only) comprising of 1,00,00,000 (One Crore) equity shares of ₹ 10/- (Rupees ten) each by creation of new 37,50,000 (Thirty Seven Lacs Fifty Thousand) equity shares of ₹ 10/- each aggregating to an amount of ₹ 3,75,00,000/- (Rupees Three Crore Seventy lacs Only).

RESOLVED FURTHER THAT pursuant to provisions of section 16, Memorandum of Association of the company be altered by substituting the following clause V in place of the existing clause V.”

Clause V :

The Authorized Share Capital of the Company is ₹ 10,00,00,000/- (Ten Crores Only) divided into 1,00,00,000 (One Crore) equity shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Dr. Sunil Gupta, Managing Director of the Company be and is hereby authorized to do all acts or things necessary for the said purpose.”

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

“RESOLVED THAT pursuant to section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force (the “Act”), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the “SEBI ICDR Regulations”), including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the stock exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board

- to create offer, issue, and allot on preferential allotment basis to the investor mentioned hereinafter, one warrant of Type A having aggregate value of ₹ 1,20,00,00,000/- convertible into such number of equity shares of nominal value ₹ 10 each at a price of ₹ 19.25 including premium of ₹ 9.25 per share or at the price per Share equal to the average of the weekly high and low of the closing prices of the Share quoted on the Bombay Stock Exchange during the 26 (twenty six) weeks preceding after the expiry of 17 (seventeen) months from the date of allotment of warrants, after making adjustment for any bonus issue / split / consolidation whichever is higher and
- to create offer, issue, and allot on preferential allotment basis to the investor mentioned hereinafter, another lot of 20,00,000 (Twenty lacs) warrants of Type B of ₹ 10/- each aggregating to ₹ 2,00,00,000/- convertible into one equity share of nominal value of ₹ 10 each at a price of ₹ 19.25 per share including premium of ₹ 9.25 per share at any time on or before expiration of 18 months from the date of issue in term of SEBI (ICDR Regulations) to the investor named below (the “Investor”) on preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection:

Warrant- type A

Name of the Investor	No. of Warrants	Face Value of the warrant	Category of Investor
BENNETT, COLEMAN & CO. LTD	1	₹ 1,20,00,000	Non Promoter

Warrant-Type B

Name of the Investor	No. of Warrants	Face Value of the warrants	Category of investor
BENNETT, COLEMAN & CO. LTD	6,23,375	₹ 62,33,750	Non Promoter
Mr. Karan Gupta	3,75,000	₹ 37,50,000	Promoter
Tax Sum Accountancy Pvt Ltd	10,01,625	₹ 1,00,16,250	Non Promoter
Total	20,00,000	₹ 2,00,00,000	

“RESOLVED FURTHER THAT the convertible Warrants shall be issued and allotted by the Company to the above-mentioned Investors, inter alia, subject to the following:

- The Convertible Warrants shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- The Warrants shall be convertible at the option of the investor warrant holders at any time within a period of 18 months from the date of allotment of warrants.
- The warrant holders shall, on the date of allotment pay an amount equivalent to at least 25% of the total consideration per warrant.
- The amount paid on allotment of the warrants referred hereinabove shall be forfeited, if option to acquire the shares is not exercised within period of 18 months from the date of allotment of warrants.
- The lock in of the shares acquired by exercise of conversion of warrants shall be subject to SEBI (ICDR) Regulations.

“RESOLVED FURTHER THAT the Relevant Date as per Regulation 71 of ICDR Regulations in relation to aforesaid convertible warrants for the purpose of determining issue price per share upon conversion under regulation 76 of the ICDR Regulations is 29th August, 2012

“RESOLVED FURTHER THAT the price of the Warrants has been calculated in accordance with provisions of Chapter VII of the SEBI ICDR Regulations. The “Relevant Date” for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date of this Annual General Meeting i.e. 29th August, 2012.

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Warrants, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Warrants, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Warrants, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Issue Warrants”.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions”.

By order of the Board

Place : Ahmedabad
Date : 29/08/2012

Managing Director

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 24/09/2012 to 29/09/ 2012 (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, 2005 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 2004-2005 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. Mayur Parikh Director retires by rotation and being eligible, offers himself for re-appointment. The information or details pertaining to Mr. Mayur Parikh, 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. 5 & 8 OF NOTICE IS ANNEXED HERETO.

Item No. 5

Mr. Ashok Gandhi who was appointed as Additional Director during the year, hold office till the conclusion of the ensuing Annual General Meeting and notice in writing proposing his candidature for appointment as regular Director was received from shareholders of the Company and it has been proposed to appoint him as Director of the Company. Pursuant to provisions of Sections 257 and 260 of the Companies Act, 1956, it is necessary to pass ordinary resolution at the Annual General Meeting of the Shareholders of the Company. Therefore the present resolutions have been proposed for approval of the Shareholders at their meeting.

None of the Directors are concerned or interested directly or indirectly in the proposed resolution.

Item No. 6

The Company at its Annual General Meeting held on 17th September, 2005 had approved the re-appointment of Dr. Sunil Gupta for a period of three years w.e.f. 01/09/2008 on the terms and conditions including remuneration set out in the agreement entered into between the Company and Dr. Sunil Gupta. His appointment as Managing Director expires on 31.08.2011, Dr. Sunil Gupta is a promoter Director of the Company. He manages day to day affairs of the Company and he shoulders responsibilities and liabilities substantially in front of Marketing, Export-Import and other related activities of the Company. It is in the best interest of the Company to re-appoint him for a further period of 3 years w.e.f. 01.09.2011, on the same terms & conditions of remuneration as given here in after.

The Department of Company Affairs has vide its Notification in the Official Gazette dated 16th January, 2002 amended the Schedule XIII, permitting Companies to pay higher remuneration subject to the approval of the Remuneration Committee and Members by a Special Resolution. The Company now proposes to pay the remuneration as per the terms of the Agreement to be entered into between Dr. Sunil Gupta and the Company.

Accordingly the Remuneration Committee dated 31/08/2011 has considered the remuneration as required under Paragraph I(B) of Part II of Section II of Schedule XIII and its approved the terms and conditions of remuneration as re-appointment of Dr. Sunil Gupta w.e.f. 01.09.2011 subject to the approval of the Shareholders at the General Meeting. The Committee has noted that the Company has not made nay default in repayment of any of its debts. The payment of this remuneration also requires approval of the members by Special Resolution. Your directors recommend the resolution as embodied in the notice to be passed with or without modification as a Special Resolution.

None of the Directors of the Company is interested in this resolution, except Dr. Sunil Gupta in so far as it pertains to his remuneration; Mrs. Rupal Gupta and Mr. Karan Gupta may be regarded concerned or interested in the Resolution since she and he are the relatives of Dr.Sunil Gupta.

Statement as required under the notification GSR 36(E), dated 16th January 2002

I. General Information:

- (1) Nature of Industry: Manufacturing of Decorative Laminates
- (2) The Commercial production has already begun
- (3) The Company is not a new Company
- (4) Financial Performance

FINANCIAL HIGHLIGHTS:

Particulars	(₹ In Lacs)	
	31.03.2012	31.03.2011
Income from operations	5354.89	4302.65
Other Income	23.29	46.56
Total Expenditure	486312	4024.02
Interest	330.24	267.92
Profit before Amortisation, Depreciation & Prior Period Adjustment	184.82	57.27
Differed Revenue Expenses Written Off & Prior Period Adjustment	1.05	13.99
Depreciation	121.35	103.77
Provision for Tax – Current / Deferred	2.14	(4.14)
Net Profit after depreciation and tax	58.14	(56.35)
Profit / (Loss) brought forward	668.18	724.53
Net Profit / (Loss) carried to Balance Sheet	688.45	668.18

The Company's export earnings during the financial year 2011-2012 was ₹ 1002.73 Lacs.

II. Information about the appointee:

- (1) Background Details: Dr. Sunil Gupta's education qualification is M.B.B.S. He has been the Managing Director of the Company since 01.09.1992 and has shouldered the responsibilities of managing the affairs of the Company.
- (2) Past Remuneration: In the year 2011-2012 Dr. Sunil Gupta was paid remuneration and perquisite of ₹26.88 Lacs per annum.
- (3) Recognition or awards: The Company has been adjudged as the II Exporter of Decorative Laminates for financial year 2003-2004 by PLEXICON (under the aegis of Ministry of Commerce & Industry, Government of India) for the fifth consecutive time to receive the prestige's Award.
- (4) Job profile and his suitability: Managing Director is responsible managing the Company subject to the superintendence, control and direction of the Board of Directors. His experience and knowledge has helped the Company to a great extent. It is under his guidance that the Company has made a turnaround and been able to pay consistent dividend of 6% in the year 2004-2005 and hopes to continue its existing performance. This year the dividend proposed is ₹0.50 per share on 60,00,000 equity shares.
- (5) Remuneration Proposed: As per the terms of the draft Agreement dated 12/08/2011 the Board of Directors proposed to pay remuneration not exceeding ₹1,40,000/- over and above perks per month for a period of three years w.e.f. 01.09.2011 to 31.08.2014 as a Managing Director.
- (6) There are no Companies of the same size in the industry; as such there is no statistics available of comparative remuneration profiles.
- (7) Dr. Sunil Gupta along with his relatives holds 31,94,867 Equity Shares of the Company as on 31/03/2012. Mrs. Rupal Gupta being Whole-time Director and Mr. Karan Gupta being Executive Director are relatives of Dr. Sunil Gupta.

III. Other Information:

- (1) Reasons of inadequate profits or loss: As envisaged in the last year, the aftermath of Iraq War continued to extend the pressure on crude oil prices witnessing the highest ever levels. This has not only pressure on the raw material prices but also skewed the credit periods extended by the suppliers. This double whammy has resulted in artificial ballooning of input costs. Even though the rally of Euro over US\$ dollar continued its effect on the profitability, your company's proactive steps through shifting the raw material sourcing and sales in alternative currencies has stabilized the profitability, wherein 42% of the Company production is exported.

IV. Disclosures

- i) Salary : ₹ 2,24,000/- P.M. (including Dearness Allowances)

Part A

1. Housing:
The expenditure by the Company on hiring furnished accommodation for the appointee will be subject to the following ceiling.
Sixty percent of the salary, over and above ten percent payable by the appointee.
 2. Housing II:
In case the accommodation is owned by the Company, ten percent of the salary of the appointee shall be deducted by the Company.
 3. Housing III:
In case no accommodation is provided by the Company, the appointee shall be entitled to house rent allowance subject to the ceiling laid down in Housing I.
Explanations:
The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income - Tax subject to a ceiling of ten percent of the salary of the appointee.
- i) Medical Reimbursement:
Expenses incurred by the appointee and the family, subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

- ii) Leave travel concession for the appointee and his family once in a year incurred in accordance with any rules specified by the Company.
- iii) Club Fees:
Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
- iv) Premium on Personal accident insurance : ₹1,00,000/- p.a.

Part B

Contribution to provident fund, super annuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, Gratuity payable should not exceed half a month's salary for each completed year of service.

Encashment of leave at the end of the tenure will be not included in the computation of the ceiling on perquisites.

Part C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the individual appointee concerned.

Children education in India and abroad.

Notwithstanding anything contained to the contrary herein contained where in any Financial Year during the currency of the tenure of the Managing Director the Company will pay salary and perquisites as specified above and in addition thereto perquisites not exceeding the limits specified under Section II or Part II of Schedule XIII to the Companies Act, 1956.

The Managing Director so long as he functions as such shall not be paid any sitting fees for attending the meeting of Board or committees thereof.

This may be treated as an Abstract of terms of Agreement for the variation in the terms of appointment of the Managing Director under the provisions of Section 302 of the Companies Act, 1956.

None of the Directors except Mrs. Rupal Gupta, Mr. Karan Gupta and Dr. Sunil Gupta are interested in the Resolution.

Item No. 7

The present authorised share capital of the company is ₹6,25,00,000/- (Rupees Six Crore Twenty Five Lacs Only) comprising of 62,50,000 (Sixty Two Lacs Fifty Thousand) equity shares of ₹ 10/- (Rupees ten) each. In view of the proposed issue of warrants convertible into equity shares on preferential allotment basis, it is necessary to increase the Authorised Share Capital of the Company. In view of this, the Authorised Share Capital of the Company is increased from ₹6,25,00,000/- (Rupees Six Crore Twenty Five Lacs Only) comprising of 62,50,000 (Sixty Two Lacs Fifty Thousand) equity shares of ₹ 10/- (Rupees ten) each to ₹ 10,00,00,000/- (Rupees Ten Crores Only) comprising of 1,00,00,000 (One Crore) equity shares of ₹ 10/- (Rupees ten) each in the manner as set out in the resolution of the notice. As a result of the above, the relevant Capital Clause in the Memorandum of Association of the Company will also be required to be altered and this is achieved by passing the resolution mentioned as above. Accordingly the Board of Directors recommended the ordinary resolution for your approval.

None of the director of the Company is in any way concerned or interested in the said resolution.

Hence the proposed resolution is recommended for consideration of and approval by the shareholders of the Company.

Item No. 8 : PREFERENTIAL ALLOTMENT

1. MATERIAL FACTS RELATING TO THE PREFERENTIAL ALLOTMENT :

The Board of Directors has proposed to issue Warrants convertible into equity shares of ₹10/- each for cash at a price arrived at in terms of pricing guidelines of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (including any amendments thereto) to the promoters and strategic investors. ("Investors") convertible before expiry of 18 months from the date of issue at the instance and option of the investors mentioned hereinafter.

The aforesaid issue and allotment of Convertible Warrants will be governed by the provisions of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 ("the SEBI Regulations").

The disclosure that are required to be given in the Explanatory Statement to the Special Resolution to be passed under Section 81(1A) of the Companies Act, 1956 in terms of Regulation 72 (1) (a) of SEBI (ICDR) Regulations are as under:

The Company is an ISO 9001:2008 & ISO 14001:2004 certified company, manufacturing & exporting High Pressure Decorative Laminates since 1994 used in the furniture industry as well as for interior decoration. To support its growth plans the Company proposes to increase its capital base by way of infusion of Warrants convertible into Equity shares.

The Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), has received a binding offer from following investors to subscribe to the convertible warrants

Warrant- type A

Name of the Investor	No. of Warrants	Face Value of the warrant	Category of Investor
BENNETT, COLEMAN & CO. LTD	1	₹ 1,20,00,000	Non Promoter

Warrant-Type B

Name of the Investor	No. of Warrants	Face Value of the warrants	Category of investor
BENNETT, COLEMAN & CO. LTD	6,23,375	₹ 62,33,750	Non Promoter
Mr. Karan Gupta	3,75,000	₹ 37,50,000	Promoter
Tax Sum Accountancy Pvt Ltd	10,01,625	₹ 1,00,16,250	Non Promoter

The Board has accepted this offer at its meeting held on August 29, 2012 The investment is subject to customary conditions including receipt of shareholders approval and signing a mutually agreeable

The Board has the necessary authority to issue, offer and allot Convertible Warrants referred hereinabove to the Investors. It may be noted that in terms of Chapter VII of the SEBI (ICDR) Regulations, it is necessary to disclose the details of investor and certain other terms to the shareholders while seeking their approval for issuing the Warrants on preferential basis. Hence, the requisite approval of the shareholders is being sought and terms of the provisions of the Companies Act, 1956, and the SEBI ICDR Regulations, the relevant disclosures/details of which are given below:

2. Object of the preferential issue:

- The objects of the proposed preferential allotment of the warrants convertible into equity shares is to generate long term resources for future growth plans, by way of Expansion of Capacity of Laminate Plant, Brand Building and General Corporate Purpose, it is proposed to issue convertible warrants on preferential allotment basis.
- The proceeds of the proposed preferential allotment of the warrants convertible into equity shares will strengthen the financial position of the company.

3. Type of security offered and the number of security offered:

The Company proposes to create, offer, issue and allot One Convertible Warrants of Type A having value of ₹ 1,20,00,000/- and 20,00,000 Type B Convertible warrants of ₹ 10/- each to the Investor mentioned hereinabove on the terms and conditions determined by the Board.

In the present preferential allotment of convertible warrants Type A warrant is One warrant of lump sum value of ₹ 1.20,00,000/- convertible into such number of equity shares of nominal value ₹ 10 each at a price of ₹ 19.25 including premium of ₹ 9.25 per share or at a price per Share equal to the average of the weekly high and low of the closing prices of the Share quoted on the Bombay Stock Exchange during the 26 (twenty six) weeks preceding after the expiry of 17 (seventeen) months from the date of allotment of warrants, after making adjustment for any bonus issue / split / consolidation whichever is higher.

Similarly Type B warrants will have face value of ₹10 each which will be convertible into equity shares of nominal value of ₹ 10 each at a price of ₹ 19.25 per share including premium of ₹ 9.25 per share at any time on or before expiration of 18 months from the date of issue in term of SEBI (ICDR Regulations) to the investor

named below (the “Investor”) on preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection:

4. Important terms and conditions

- The subscription amount equivalent to 25% or more of the total consideration per warrant payable by the Investor, shall be payable at the time of allotment of the convertible Warrants.
- The allotment of Convertible Warrants are subject to the Investor not having sold any Equity Shares during the six months preceding the Relevant Date (defined below) and the Investor not acquiring or selling any Warrants until completion of the allotment of the Warrants under the proposed preferential issue;
- Under Chapter XIII of the SEBI ICDR Regulations, issue of Equity shares upon conversion of the Warrants B on a preferential basis shall be made at a price not less than higher of: (a) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the six months preceding the Relevant Date or (b) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date;
- Issue of Equity shares upon conversion of the Warrants A on a preferential basis shall be made at a price not less than higher of ₹ 19.25 including premium of ₹ 9.25 per share or at a price per Share equal to the average of the weekly high and low of the closing prices of the Share quoted on the Bombay Stock Exchange during the 26 (twenty six) weeks preceding after the expiry of 17 (seventeen) months from the date of allotment of warrants, after making adjustment for any bonus issue / split / consolidation.
- The “Relevant Date” for determining the issue price of the equity shares upon conversion of warrants proposed to be issued shall be August 29, 2012 being the date which is 30 days prior to the date of shareholders resolution i.e. August 29, 2012.

5. Information about the proposed investor

The brief information about the proposed investors is as under.

[A] BENNETT, COLEMAN & CO. LTD

BENNETT, COLEMAN & CO. LTD having its registered office at Times House, 7, Bahadurshah Zafar Marg, New Delhi 110103, is the country’s largest Media House. BCCL is primarily engaged in the business of publishing various newspapers, magazines and also owns directly or indirectly various other media properties giving it a 360 degree media presence. BCCL being a leader in the media industry likes to support the brand-building objectives of companies through advertising. Several brands and new product categories have been built successfully through advertising in the print medium.

[B] Mr. Karan Gupta

Mr. Karan Gupta is one of the promoters of the company. He is presently appointed as an Executive director of the company looking after marketing and sales division of the company.

[C] Tax Sum Accountancy Pvt Ltd

Tax Sum Accountancy Services Pvt. Ltd (Introduction of the Company) is a private limited company incorporated under the provisions of the Companies Act, 1956 on 20th September, 2011 vide CIN U74120GJ2011PTC067199 with the office of Registrar of Companies, Gujarat. The company is in the process of starting its commercial activities.

6. Intention of promoter / directors / key management personnel to subscribe to the offer:

Mr. Karan Gupta, one of the present promoters of the company will subscribe to the present preferential allotment of the convertible warrants. Apart from him, none of the promoters, directors or key management persons intends to subscribe to the offer.

7. Change of Control :

There is no change in the management of the company pursuant to the issue of convertible warrants on Preferential Allotment Basis.

8. Pre-issue and Post-issue Shareholding Pattern of the Company:

Share Holder Category	% of shareholding before the proposed preferential (as on August 29, 2012)		Conversion of Warrant B (in preferential issue) into Equity shares	% of shareholding after conversion of warrant B into equity shares allotment	
	No. of Shares	% of Shares		No. of Shares	% of Shares
Promoter and promoter group	3226867	53.78	375000	3601867	45.02
Mutual Funds	0	0	0	0	0
Banks/Financial Institutions	0	0	0	0	0
Insurance Companies	0	0	0	0	0
FII	0	0	0	0	0
Non Resident Individual Shareholders	942866	15.71	0	942866	11.78
Bodies Corporate	291435	4.86	1625000	1916435	23.96
Resident Individual Shareholders	1538832	25.65	0	1538832	19.24
TOTAL	6000000	100.00	2000000	8000000	100.00

Note: The price at which shares to be issued on conversion of warrant A will be finalised on completion of 17 months from the date of issue of warrants hence the post issue shareholding is without considering the number of shares to be issued on conversion of warrant A.

9. Proposed time within which the allotment shall be complete:

As required under the SEBI ICDR Regulations, the allotment of issue Warrants will be completed within 15 days from the date of the passing of the resolution. Provided that where the allotment is pending on account of tendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from date of such approval.

10. Identity of the proposed allottees and percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:

Warrant- type A

Name of the proposed Allottees	Security Proposed to be offered	No. and Face Value of the warrant	% of shareholding after conversion of warrants into equity shares	
			No. of Shares	% of capital
BENNETT, COLEMAN & CO. LTD	Convertible Warrants	One warrant of ₹1,20,00,000	N.A.*	N.A.*

Note: *The price at which shares to be issued on conversion of warrant A will be finalised on completion of 17 months from the date of issue of warrants hence the post issue shareholding is without considering the number of shares to be issued on conversion of warrant A.

Warrant-Type B

Name of the proposed Allottees	Security Proposed to be offered	No. of the warrants of ₹ 10/- each	% of shareholding after conversion of warrant B type into equity shares	
			No. of Shares	% of Post Conv. capital
BENNETT, COLEMAN & CO. LTD	Convertible Warrants	6,23,375	6,23,375	7.79
Mr. Karan Gupta	Convertible Warrants	3,75,000	3,75,000	4.69
Tax Sum Accountancy Pvt. Ltd	Convertible Warrants	10,01,625	10,01,625	12.52
Total		20,00,000	20,00,000	

There will be no change in control of the Company consequent to the preferential issue.

11. Lock in Period:

The lock in of the shares acquired by exercise of conversion of warrants shall be subject to SEBI (ICDR) Regulations.

12. Auditor's Certificate:

The Company is in the process of obtaining a certificate from B T Vora & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the issue of the Issue Warrants is being made in accordance with requirements of SEBI ICDR Regulations. A copy of this certificate shall be placed before the shareholders' at the Annual General Meeting and the same will also be made available for inspection at the registered office of the Company during the hours between 10.00 a.m. and 5.00 p.m until 15 days after date of AGM.

13. Pricing of Preferential Allotment :

The above warrants will be issued and allotted/converted at a price as per details given below.

- Under Chapter XIII of the SEBI ICDR Regulations, issue of Equity shares upon conversion of the Warrants B on a preferential basis shall be made at a price not less than higher of: (a) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the six months preceding the Relevant Date or (b) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date;
- Issue of Equity shares upon conversion of the Warrants A on a preferential basis shall be made at a price not less than higher of ₹ 19.25 including premium of ₹ 9.25 per share or at a price per Share equal to the average of the weekly high and low of the closing prices of the Share quoted on the Bombay Stock Exchange during the 26 (twenty six) weeks preceding after the expiry of 17 (seventeen) months from the date of allotment of warrants, after making adjustment for any bonus issue / split / consolidation.

Explanation: "Relevant Date" as per ICDR Regulation in the present case of preferential issue of convertible securities, will be the date the 30 days prior to the date on which meeting of shareholders is held to consider the proposed preferential issue or a date 30 days prior to the date on which the holders of the convertible securities become entitled to apply for conversion into equity shares,

14. Undertaking :

In terms of Regulation 73(1) (f) and (g) of ICDR regulations, the company undertakes to (I) recompute the price of the specified securities (if required) as per the regulations and (ii) if the amount payable on account of re-computation of the price is not paid as per regulation, the specified securities shall remain locked-in till the time such amount is paid.

Further, under section 81(1A) of the Companies Act, 1956, approval of the members is required for allotment of securities on preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 1956, and SEBI ICDR Regulations to issue and allot equity shares on preferential basis as stated in the resolutions.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investor who may or may not be an existing shareholder of the Company.

None of the Directors of the Company except Mr. Karan Gupta, being investor and Dr. Sunil Gupta and Mrs. Rupal Gupta being relative of the investor Director is in any way concerned or interested in the resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 1 of the notice.

By order of the Board

Place : Ahmedabad
Date : 29/08/2012

Managing Director

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 _____, 2012.

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 members,

The Directors take pleasure in presenting the Twenty First Annual Report along with the Audited Statement of Accounts for the year ended 31st March, 2012 as under:

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

<u>Particulars</u>	<u>Year Ended 31/03/2012</u>	<u>Year Ended 31/03/2011</u>
Income from operations	5354.89	4302.65
Other Income	23.29	46.56
Total Expenditure	4863.12	4024.02
Interest	330.24	267.92
Profit before Amortisation, Depreciation & Prior Period Adjustment	184.82	57.27
Differed Revenue Expenses Written Off & Prior Period Adjustment	1.05	13.99
Depreciation	121.35	103.77
Provision for Tax – Current / Deferred	2.14	(4.14)
Net Profit after depreciation and tax	58.14	(56.35)
Profit / (Loss) brought forward	668.18	724.53
Net Profit / (Loss) carried to Balance Sheet	688.45	668.18

DIVIDEND:

Your Directors are pleased to recommend a dividend of ₹ 0.50/- per equity share of ₹ 10 /- each for the year ended 31st March, 2012, subject to the approval of the members at the ensuing Annual General Meeting.

MANAGEMENT DISCUSSIONS AND ANALYSIS**FINANCIAL PERFORMANCE:**

Bloom Dekor Ltd. is engaged into the manufacturing of high pressure laminate sheets used in the furniture industry as well as interiors. The Company was mainly exporting its products till 2006-07. The growth in the local market and the continuous strengthening of the Rupee against the USD opened new opportunities for the company to shift focus onto the domestic markets. Domestic sales have shown a growth of 27.77% over the previous year 10-11.

The gross turnover of the company in the year 2011-2012 has shown a growth of 23.66% as compared to the previous year which also exceeded the projections. The turnover of the company in the year 2011-2012 is

₹ 5378.17 Lacs as against ₹4349.22 Lacs for the previous year 2010-2011.

The domestic markets in India have shown tremendous up trends in demand due to a boom in the construction industry and new design concepts emerging for sophisticated interiors. This is reason enough for the increase in domestic laminate sales and strategic decisions taken by the management have helped in improving the top line of the company both in the domestic and the international markets.

During the financial year under review, there had been a number of external factors adversely affecting the performance and profitability of the Company; i.e Increase in 1) raw material cost, for chemicals like Phenol, Methanol, Formaldehyde and Melamine due to rising crude oil prices. 2) Unfavorable exchange rates of US Dollar and EURO 3)

Increase in both inward and outward freight costs due to high fuel prices. In addition to this, frequent shortage of raw materials also affected the overall production and in turn, the anticipated top line of the Company.

Despite the downturn in the economy Bloom Dekor has returned an increase of 24.45% on the top line with better margins.

INDUSTRY OVERVIEW AND DEVELOPMENTS:

Globally, the decorative laminate industry is projected to have a marginal growth. However, the domestic market is showing a very healthy double digit growth, which appears to be sustainable for the coming decade mainly on account of boom in the real estate markets which has put a high demand for decorative laminate sheets catering to the interior decoration of the innumerable residential and commercial buildings sector.

At the same time, the Chinese invasion with low prices is adding pressure on the price realizations. The contribution of Indian laminate industry to the world demand is still under utilized and offers a lot of opportunity for the growth in volume.

OUTLOOK & OPPORTUNITIES:

LAMINATES:

Laminate industry in India is growing at a rapid speed, in spite of many new entrants in the market. Although the competition has increased, it has created awareness amongst the consumers and has benefited to the organized players like Bloom. Bloom has its own standing in the market and is known as a premium brand. With the help of versatile product range in Laminates and with two Brands, **BLOOM – Simply d’front and OLIVE – new world laminates - BE BOLD. BE NEW. BE U.** it can cater the needs of both the trade and the influencers. Company is poised to become a market leader soon. The platform is ready, we just need to take off!, aiming at a growth of nearly 25% annual.

DOORS:

The Company's entry into door business was marked by down trend in construction industry and fierce competition from unorganized sector. Hence, Bloom doors going very tough in this business. Hence, Bloom doors introduced up-market, environment friendly new generation – engineered doors which found lots of interests in the market. Many builders were interested in using them as entrance doors due to rich and esthetic look of solid door but value for money. New door concepts are very well accepted in the market and company is hopeful of achieving 50% growth for the coming year.

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. Company is also in the process of implementation of ERP (Enterprise Resource Planning) software.

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 2011-2012.

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 2011-2012.

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. Mayur Parikh retires by rotation but being eligible, offers himself for reappointment

Mr. Ashok Gandhi has been appointed as additional director during the year and hold office till the conclusion of the ensuing Annual General Meeting. The proposal for his appointment as regular director has been received as required under section 257 and 260 of the Companies act and the same is being considered at the ensuing AGM of the Company

During the year, Dr. Sunil Gupta has been reappointed as Managing Director w.e.f. 01.09.2011 for the periods of three years.

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.

PREFERENTIAL ALLOTMENT OF WARRANTS:

The Board of Directors has proposed to issue warrants convertible into equity shares on preferential allotment basis to promoters and non promoters in terms of SEBI (ICDR) Guidelines. The detailed resolution as well as explanatory statement showing quantum of the issue and disclosures relating to entities to whom warrants are proposed to be allotted has been disclosed which is proposed to be approved at the ensuing annual general meeting of the company.

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 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 ₹60,00,000 p.a. or ₹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 bankers Punjab National Bank have been commendable and have helped us through out the year. The Management also thanks their share holders.

For and On behalf of the Board

Place: Ahmedabad
Date : 29/08/2012

Managing Director

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 increased to 1.87 units from 1.77 per unit of production in the Financial Year 2011-2012.

(2) TECHNOLOGY ABSORPTION:

Nil

(3) FOREIGN EXCHANGE EARNINGS AND OUTGO:

	2011-2012	(₹ in Lacs) 2010-2011
Total Exchange used and earned.		
i Foreign Exchange earned including Direct and Indirect exports.	1002.73	910.51
ii Foreign Exchange used	1219.70	1296.05

FORM - A

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

	Current Year	Previous Year		Current Year	Previous Year
(A) Power and Fuel Consumption			5) Others		
1) Electricity :			(a) Gas :		
a) Purchase :			Quantity Consumed in M3	Nil	Nil
Units	19,96,136	17,29,080	Total Cost		
Total Amount	124.52	101.57	Rate		
(₹ in Lacs)			(b) L.P.G. :		
Rate/Unit	6.24	5.87	Quantity Consumed	Nil	Nil
(b) Own Generation			Total Cost		
i. Through Diesel			Rate		
Generator Units	10,816	13,240	(B) Consumption per Unit of Production		
Unit per liter of Fuel	1.90 Lacs	2.16 Lacs	ELECTRICITY (UNITS/UNIT	1.87	1.77
(Total Diesel used)			OF PRODUCTION)		
Cost/Unit	₹ 17.57	₹ 16.32	FIRE WOOD & LIGNITE	5.03	5.94
ii. Through Steam			(LTS, KGS/UNIT OF PROD.)		
Generator Units:	Nil	Nil	FORM - B		
Unit per litre of Fuel			FORM FOR DISCLOSURE OF PARTICULARS WITH		
Cost/Unit			RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH		
			& DEVELOPMENT.		
2) Coal :			RESEARCH AND DEVELOPMENT (R&D)		
Quantity	Nil	Nil	1. Specific areas in which R & D		
Total Cost			is carried out by the Company	Nil	Nil
Average rate			2. Benefits derived as a result of		
3) Lignite :			the above R & D	Nil	Nil
Quantity	Nil	Nil	3. Future plan of action	Nil	Nil
Total Cost			4. Expenditure on R & D	Nil	Nil
Average rate			(a) Capital	Nil	Nil
4) Fire Wood & Lignite :			(b) Benefits derived as a		
Quantity (in Kgs.)	53,87,465	57,97,358	result of the above R & D	Nil	Nil
Total Amount (₹ in Lacs)	216.14	146.80	(c) Future plan of action	Nil	Nil
Average rate/Kgs.	4.01	2.53	(d) Total R & D expenditure as		
			a percentage of total turnover		
			adaptation and innovation.	Nil	Nil

CORPORATE GOVERNANCE REPORT

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, 2012 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 2011-2012

The board of directors of the Company met four times on 31st May,2011 , 12th August,2011 , 14th November, 2011 and 31st January, 2012. 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)	20th AGM on 24/09/2011			
Mr. Mayur Parikh	Non-Executive / Independent Director / Chairman	5	Yes	1	2	1
Dr. Sunil Gupta	Managing Director	5	Yes	1	Nil	Nil
Mrs. Rupal Gupta	Executive / Promoter / Executive Director	5	Yes	Nil	Nil	Nil
Mr. Chirag Mehta	Non-Executive / Independent Director	5	No	Nil	Nil	Nil
Mr. Karan Sunil Gupta	Executive / Promoter / Executive Director	5	Yes	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 2011-2012 During the year the committee was reconstituted and Mr. Ashok Gandhi was appointed as member of the remuneration committee. The Meeting of the Remuneration Committee was held on 12/02/2012 wherein following members of the committee remained present.

Name of the Members	Chairman/Member	No. of meetings attended
Mr. Mayur Parikh	Chairman	1
Mr. Chirag Mehta	Member	1
Mr. Karan Gupta	Member	1

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

The details of remuneration paid to directors during financial year 2011-2012 is 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
Mr. Mayur Parikh	—	₹ 12,000/-	₹ 12,000/-
Mr. Chirag Mehta	—	₹ 4,000/-	₹ 4,000/-

(ii) Executive Directors:

Dr. Sunil Gupta ** ₹ 26.88 Lacs

Mrs. Rupal Gupta *** ₹ 8.35 Lacs

Mr. Karan Gupta**** ₹ 11.52 Lacs

** Period of re-appointment of Managing Director : 01/09/2011 to 31/08/2014

The Managing Director remuneration detail : Not exceeding ₹1,40,000/- over and above perks per month for a period of three years w.e.f. 01/09/2011

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

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

: ₹ 36,000/- 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 : ₹ 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 Mr. Karan gupta was appointed in his place as member of the committee.

During the financial year 2011-2012, the audit committee four times on 31st May,2011 , 12th August,2011 , 14th November, 2011, 31st January, 2012 1The 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
Mr. Mayur Parikh	Chairman	4
Mr. Chirag Mehta	Member	4
Mr. Karan Gupta	Member	4

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 29th September, 2012 are given hereunder:-

Name of Director	Mr. Mayur Parikh
Date of appointment	15-08-1992
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 a Director in one of other Companies
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 the Board of any other Company.

Name of Director	Mr. ASHOK GANDHI
Date of appointment	13.08.2012
Expertise in specific Functional areas	He is High Court Advocate and has vast experience in the field of legal and other related matters.
List of other Directorships held excluding foreign companies. Companies under Section 25 of the Companies Act, 1956 and Private Companies	He is on the Board of 1) Amol Dicalite Limited, 2) Ahmedabad Steelcraft Limited, 3) Aarvee Denim & Exports Limited, 4) Gujarat Ambuja Exports Limited, 5) Mafatlal Industries Limited and 6) Dishman Pharmaceuticals and Chemicals Limited, being Public Limited Company
Chairman/Member of the committees of the Board of other Companies in which he/she is a Director	1) Amol Dicalite Limited, Ahmedabad Remuneration Committee 2) Ahmedabad Steelcraft Ltd, Ahmedabad Audit & Remuneration Committee 3) Aarvee Denim & Exports Ltd, Ahmedabad Audit & Remuneration Committee 4) Gujarat Ambuja Exports Ltd, Ahmedabad Audit & Shareholders' Grievance Committee 5) Mafatlal Industries Limited, Ahmedabad Audit Committee 6) Dishman Pharmaceuticals & Chemicals Limited, Ahmedabad, Audit, Remuneration & Shareholders' Grievance Committee

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 financial year 2010-2011, the shareholders' grievance committee met four times on 31st May, 2011, 12th August, 2011, 14th November, 2011 and 31st January, 2012. The attendance of the members is mentioned below:-

Name of the Members	Chairman/Member	No. of meetings attended
Dr. Sunil Gupta	Chairman	4
Mr. Mayur Parikh	Member	4
Mrs. Rupal Gupta	Member	4

During the year ended 31st March 2012 (Seven) 5 investor complaints/queries were received and as on 31st March 2012 there were no complaints/queries pending reply. There were no share transfers pending for registration for more than 30 days as on the said date.

VI. Name, designation of the Compliance Officer:

Mr. Rajkumar Chaudhary, Manager (Admn.) is the Compliance Officer of the Company.

VII. Compliance Certificate:

Compliance Certificate for Corporate Governance from Auditors of the Company for the financial year 2011-2012 is given as Annexure to this Report.

VIII. General Body Meetings:

(a) The details of General Meetings held in last three years are as under:-

(i) Annual General Meeting:

AGM	Date	Time	Venue
18th	30/09/2009	11.00 a.m.	Regd. Off.: 267, Oran, Tal. Prantij, N.H.8, Dist. Sabarkantha
19th	07/08/2010	11.00 a.m.	Regd. Off.: 267, Oran, Tal. Prantij, N.H.8, Dist. Sabarkantha
20th	24/09/2011	11.00 a.m.	Regd. Off.: 267, Oran, Tal. Prantij, N.H.8, Dist. Sabarkantha

(b) Whether any special resolutions passed in the previous three AGMs:

Yes, details of which are given hereunder:-

Date	Matter
30/09/2009	Nil
07/08/2010	Re-appointment of Executive Director
24/09/2011	Re-appointment and fixation of remuneration of Executive Director and whole time Directors

(c) Whether any special resolution was passed last year through postal ballot / details of voting pattern? NO

IX. Means of Communication:

- | | |
|--|--|
| i) Which newspapers normally published in | The Company has published quarterly results in Free Press Gujarat (English) & Lok Mitra (Gujarati), both at Ahmedabad. |
| ii) Any web site, where displayed whether it also displays official News release and presentations made to Inst. Investors/analysts. | www.bloomdekor.com
Code of Conduct of the Company displayed on the website. |

X. General Shareholder Information:

- (a) Annual General Meeting to be held :
- Day : Saturday
- Date : 29th day of September, 2012
- Time : 11.00 a.m.
- Venue : Registered Office of the Company at 267, Oran, Tal. Prantij, N.H.8, Dist. Sabarkantha, North Gujarat-383 205.
- (b) Financial Calendar for 2012-2013
- Financial year : 1st April to 31st March
- First Quarterly Results : On or before 15th August, 2012
- Second Quarterly Results : On or before 15th November, 2012
- Third Quarterly Results : On or before 15th February, 2013
- Audited Yearly Results for the Year ended 31st March 2013 : On or before end of May 2013
- Annual General Meeting for the year 2012-2013 : In accordance with Section 166 of Companies Act, 1956

- (c) Date of Book Closure : From 24/09/2012 to 29/09/2012 (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 2011-2012
- (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 2011-2012 are as under:-

Quotation at Bombay Stock Exchange Limited

Month	High	Low
April, 2011	14.94	12.62
May, 2011	16.39	12.65
June, 2011	18.20	15.25
July, 2011	17.95	14.20
August, 2011	15.94	12.94
September, 2011	17.32	12.90
October, 2011	18.15	15.10
November, 2011	16.50	15.00
December, 2011	15.60	13.65
January, 2012	17.87	14.55
February, 2012	17.00	14.15
March, 2012	16.00	13.40

- (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 : busicompany@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 as on 31/03/2012 :

Sr. No.	No. of Equity Shares held	No. of Folios	Percentage of Folios	No. of Shares	Percentage of Shareholding
1	1 to 500	2793	89.52	4,00,551	6.68
2	501 to 1000	141	4.52	1,18,487	1.97
3	1001 to 2000	78	2.50	1,23,476	2.06
4	2001 to 3000	25	0.80	63,742	1.06
5	3001 to 4000	21	0.67	70,752	1.18
6	4001 to 5000	12	0.38	56,613	0.94
7	5001 to 10000	21	0.67	1,40,809	2.35
8	10001 & above	29	0.93	50,25,570	83.76
Total		3120	100.00	60,00,000	100.00

(k) Shareholding Pattern as at 31st March, 2012:

Sr. No.	Category	No. of Folios	Percentage of Folios	No. of Shares Held	Percentage of Shareholding
1	Promoters	10	0.32	31,94,867	53.25
2	Resident Individuals	2996	96.03	15,60,812	26.02
3	Private Corporate Bodies	38	1.22	1,81,489	3.02
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	76	2.43	10,62,832	17.71
8	GDRs	0	0	0	0
Total		3120	100	60,00,000	100

(l) Dematerialization of Equity Shares : More than 92.61% 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, 2012, 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 2012, 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 2012, 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

B.T. Vora

Proprietor

Member No.13046

FRN No.123652W

Date : 29/08/2012

Place : Ahmedabad

AUDITORS' REPORT

To,
The Members

We have audited the attached Balance Sheet of '**Bloom Dekor Limited**', as at 31st March, 2012 and the related statement of Profit and Loss and the Cash Flow statement for the year ended on that date annexed thereto which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial 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, Statement of Profit and Loss and Cash Flow statement dealt with by this report, are in agreement with the books of account;
- d) In our opinion, Balance Sheet, Statement of 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 31/03/2012 and taken on record by the board of directors. We report that none of the director is disqualified as on 31st March, 2012 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 financial statements 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 March 31st, 2012;
 - ii) in the case of Statement of Profit and Loss, of the profit 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

Date : 13/06/2012
Place : Ahmedabad

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

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, 2012)

1. Fixed Assets:

- a) The company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets. However, Current year updating is in progress.
- 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 assets. 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:

The Company has neither granted nor taken any loan secured or unsecured to/from any companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956.

4. Internal Control:

In our opinion and according to the information and explanations given to us, there is 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 major 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. However, the coverage and the scope is not adequate commensurate with the size and nature of its business.

8. Cost Records:

The Central Government has prescribed maintenance of Cost records section 209 (1)(d) of the Companies Act, 1956, in respect of the activities carried on by the company. We have broadly reviewed the books of accounts maintained by the Company, in this connection and are of the opinion that prima facie records have been maintained. We have not however made a detailed examination of the records with a view to determine whether they are accurate or complete.

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 2012, 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	₹ 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, 2012 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 company has not given guarantee for loans taken by other from bank and financial institutions.

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

Member No.13046
FRN No.123652W

Date : 13/06/2012
Place : Ahmedabad

Balance Sheet as at 31 March, 2012

(Amount in ₹)

Particulars	Note No.	As at 31 March, 2012	As at 31 March, 2011
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3	60,000,000	60,000,000
(b) Reserves and surplus	4	99,765,743	97,438,573
		159,765,743	157,438,573
Non-current liabilities			
(a) Long-term borrowings	5	7,718,733	9,338,000
(b) Deferred tax liabilities (net)	6	16,727,623	16,577,223
(c) Other long-term liabilities	7	7,431,523	8,325,000
		31,877,879	34,240,223
Current liabilities			
(a) Short-term borrowings	8	202,780,014	176,012,448
(b) Trade payables	9	113,604,309	119,009,505
(c) Other current liabilities	10	26,370,171	23,721,441
(d) Short-term provisions	11	5,318,408	1,525,609
		348,072,902	320,269,003
TOTAL		539,716,524	511,947,799
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	12	158,630,568	159,016,984
(b) Non-current investments	13	421,794	11,200
(d) Long-term loans and advances	14	9,274,108	8,109,174
		168,326,470	167,137,358
Current assets			
(a) Inventories	15	235,733,347	231,120,688
(b) Trade receivables	16	88,293,890	85,041,799
(c) Cash and cash equivalents	17	27,991,467	12,234,793
(d) Short-term loans and advances	18	19,283,030	15,405,697
(e) Other current assets	19	88,320	1,007,464
		371,390,054	344,810,441
TOTAL		539,716,524	511,947,799

See accompanying notes forming part of the financial statements

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 : 13/06/2012

For and on behalf of the Board

DR. SUNIL GUPTA

Chairman & Managing Director

MRS. RUPAL GUPTA

Whole Time Director

Place : Ahmedabad

Date : 13/06/2012

Statements of Profit & Loss for the year ended 31 March, 2012

(Amount in ₹)

Particulars	Note No.	For the ended year 31 March, 2012	For the ended year 31 March, 2011
Revenue from operations (gross)	20	583,903,330	469,704,724
Less: Captive Consumption	20	5,805,198	3,045,166
Less: Excise duty	20	42,609,448	34,824,452
Revenue from operations (net)		535,488,684	431,835,106
Other incomes	21	2,328,609	3,086,458
Total revenue (1+2)		537,817,293	434,921,564
Expenses			
(a) Cost of materials consumed	22.a	315,467,417	271,789,718
(b) Purchases of stock-in-trade	22.b	4,897,996	7,616,267
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22.c	3,752,183	(34,431,726)
(d) Employee benefits expenses	23	39,291,002	35,570,507
(e) Finance costs	24	39,447,854	27,633,187
(f) Depreciation and amortisation expense		12,134,662	10,376,900
(g) Other expenses	25	116,798,546	122,415,700
Total expenses		531,789,660	440,970,553
Profit / (Loss) before exceptional items and tax		6,027,633	(6,048,989)
Exceptional Items		-	-
Profit / (Loss) before tax		6,027,633	(6,048,989)
Tax expense:			
Tax expense for current year			
Current MAT		1,148,566	-
MAT Credit Entitlements		(1,148,566)	-
Welth tax		31,305	8,489
Tax expense relating to prior years		32,083	267,868
Net current tax expense		63,388	276,357
Deferred tax		150,400	(690,721)
		213,788	(414,364)
Profit / (Loss) for the year		5,813,845	(5,634,625)
Earnings Per Share			
(a) Basic	26	0.97	(0.94)
(b) Diluted	26	0.97	(0.94)

See accompanying notes forming part of the financial statements

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

For and on behalf of the Board

B. T. VORA
Proprietor
Membership No. 13046
FRN No. 123652W
Place : Ahmedabad
Date : 13/06/2012

DR. SUNIL GUPTA *Chairman & Managing Director*

MRS. RUPAL GUPTA *Whole Time Director*

Place : Ahmedabad
Date : 13/06/2012

CASH FLOW STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2012

(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	6,027,633	(6,048,989)
Adjustments for:		
Depreciation and amortisation	12,134,662	10,376,900
Loss on Sale of Assets	59,534	70,359
Profit on Sale Assets	-	(1,461)
Finance costs	39,447,854	23,616,477
Interest income	(741,671)	(1,584,716)
Dividend income	(17,161)	-
Liabilities / provisions no longer required written back	(809,727)	(936,004)
Prior Period Adjustments	105,387	1,399,793
Bad Debts	965,724	381,920
Insurance Claim	(706,171)	-
Inter account adjustments	79,435	-
Unrealized Insurance claim w/off	406,314	-
Net unrealised exchange (gain) / loss	7,420	-
	50,931,600	33,323,269
	50,931,600	33,323,269
Operating profit / (loss) before working capital changes	56,959,233	27,274,279
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(4,612,659)	(55,752,096)
Trade receivables	(3,252,091)	(3,390,094)
Short-term loans and advances	(3,877,333)	6,359,848
Long-term loans and advances	(1,118,288)	(1,817,631)
Other current assets	383,150	892,971
Sub Total	(12,477,221)	(53,707,002)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(5,405,197)	10,915,705
Other current liabilities	414,512	1,988,335
Increase / (Decrease) in working capital borrowings	27,939,034	63,710,827
Short-term provisions	283,308	479,900
Other non-current liabilities	(893,477)	-
Sub Total	22,338,181	77,094,767
	9,860,960	23,387,765
	9,860,960	23,387,765
	66,820,193	50,662,045

BLOOM DEKOR LIMITED

(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
A. Cash flow from operating activities (Contd...)		
Cash flow from extraordinary items		
Liabilities / provisions no longer required written back	809,727	936,004
Bad Debts	(965,724)	(381,920)
Insurance Claim	706,171	-
Sub- Total	550,174	554,084
Cash generated from operations		
Prior Period Adjustment(Net)	(105,387)	(1,399,793)
Wealth Tax Paid	(13,226)	(8,489)
Income Tax Paid	-	(267,868)
Sub- Total	(118,613)	(1,676,150)
	431,561	(1,122,066)
Net cash flow from / (used in) operating activities (A)	67,251,754	49,539,978
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(12,044,512)	(13,975,419)
Proceeds from sale of fixed assets		
Sale of fixed assets	97,000	481,103
Loss on sale of fixed assets	-	1,461
Profit on sale of fixed assets	-	(70,359)
Purchase of long-term investments		
Purchaes of Gold Coin	(410,594)	-
Interest received	796,930	1,584,716
Dividend received	17,161	5,500
Sub- Total	500,497	2,002,421
	500,497	(1,122,066)
Net cash flow from / (used in) investing activities (B)	(11,544,015)	(11,972,998)
C. Cash flow from financing activities		
Proceeds from long-term borrowings	11,965,445	6,000,000
Repayment of long-term borrowings	(12,593,743)	(15,825,185)
Proceeds from other short-term borrowings	3,500,000	-
Repayment of other short-term borrowings	(3,341,318)	-
Interest paid	(39,474,029)	(23,616,477)
	(39,943,646)	(33,441,662)
Net cash flow from / (used in) financing activities (C)	(39,943,646)	(33,441,662)

(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	15,764,093	4,125,318
Cash and cash equivalents at the beginning of the year	12,234,793	8,109,475
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	(7,420)	-
Cash and cash equivalents at the end of the year	27,991,467	12,234,793
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet	27,991,467	12,234,793
Less: Bank balances not considered as Cash and cash equivalents	-	-
Net Cash and cash equivalents	27,991,467	12,234,793
Add: Current investments considered as part of Cash and cash equivalents.	-	-
Cash and cash equivalents at the end of the year	27,991,467	12,234,793
Comprises:		
(a) Cash on hand	188,090	107,578
(b) Balances with banks		
(i) In current accounts	17,068,980	2,492,030
(ii) In EEFC accounts	234,218	2,621,180
(iii) In earmarked accounts		
Unpaid Dividend	119,698	232,790
Balances held as margin money or security against borrowings, guarantees and other commitments.	10,380,482	6,781,216
Gross Totals	27,991,468	12,234,793

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 : 13/06/2012

For and on behalf of the Board

DR. SUNIL GUPTA Chairman & Managing Director

MRS. RUPAL GUPTA Whole Time Director

Place : Ahmedabad

Date : 13/06/2012

Corporate Information

Bloom Dekor Limited is a public company domiciled in India and incorporated under the provisions of The Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The company is engaged in the manufacturing and selling of laminated sheets and Doors. The company caters to both domestic and international markets.

Note 1 : SIGNIFICANT ACCOUNTING POLICIES :**a) 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.

b) Use of Estimates

The preparation of financial statements in conformity with India GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about the assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c) 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 (l) below.

d) 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.

e) 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 statement of Profit and Loss 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.

f) 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 31.03.12.

g) Retirement Benefits:

a) Provident Fund and Employee's Deposit Linked Insurance(EDLI) are defined contribution scheme and the contributions are charged to statement of profit & loss 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 statement of Profit & Loss.

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.

h) Sales & Purchases:

i) Domestic Sale:

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

ii) 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.

iii) Purchases:

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

iv) Expenses :

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

v) Prior Period items:

Significant items of income and expenditure, which are relating to prior accounting period, are accounted in the statement of Profit and Loss, 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 statement of Profit & Loss.

j) 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.

k) 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.

l) 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.

m) 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.

n) 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.

o) 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.

p) Impairment :

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/external factor. An impairment loss is recognised whenever the carrying amount of an asset exceed its recoverable amount. The recoverable amount is, greater 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.

Note : 2 NOTES ON ACCOUNTS

1. Contingent liabilities not provided for

	31.03.2012 ₹in Lacs	31.03.2011 ₹in Lacs
a) Letter of Credit opened for import of Raw materials	200.61	112.37
b) Letter of Credit opened for indigenous Raw material	107.25	151.38
c) Sales bills discounted With Bankers	35.45	34.95
d) Letter of Credit for Capital Goods	0.00	26.18
e) Income tax demand disputed in appeals	165.81	173.10
f) Gujarat Sales Tax disputed in appeals	5.98	5.98
g) Insurance claim	20.41	20.41
h) Excise & Service tax demand disputed in appeals	9.87	0.00

Note :Future cash outflows in respect of (e) (f) & (h) above are determinable on receipt of judgements / decisions pending with various forums / authorities.

	31.03.2012 ₹in Lacs	31.03.2011 ₹in Lacs
2. Value of Imports (on CIF Basis)		
a) Raw material	1144.81	1183.01
b) Capital goods	55.23	81.09
c) Stores (Consumables)	Nil	15.11
d) Publicity Item	Nil	6.18
3. Earnings in Foreign Exchange		
a) Export of Goods calculated on F.O.B. Basis	1002.73	910.51
4. Expenditure in foreign currency in respect of:		
a) Foreign Travelling	6.73	4.65
b) Commission of Export Sales	Nil	Nil
c) Interest on buyers credit	12.93	6.01
5. Estimated amount of contract remaining to be executed on capital account and not provided for (Net of advance)	Nil	Nil

6. The company has accounted ₹1,12,39,124/- (P.Y.₹81,82,978/-) as export benefit receivable and outstanding as on 31-03-2012 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.
7. 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)
8. The company has not reconciled the balances with various parties appearing under Note of trade receivable, loans & advances and trade & other payable. Hence impact of such reconciliation, if any, is not ascertained.
9. 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.
10. Provision for Taxation (MAT) ₹11.48 lakhs (P.Y.₹Nil) has been made in this accounts as per the related provisions contained in the Income Tax Act, 1961 and ₹ 11.48 lakhs is shown as “MAT Credit Receivable” under Loans & Advances.

The Company has recognised MAT Credit Asset of ₹39.97 Lacs (including ₹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.

11. 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.

12. 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.

13. Related Party Information

Information about related parties as required by AS-18:

Sr. No	Name of the related party	Description of relations
Key management personnel		
1	Mr. Sunil S Gupta	Chairman & Managing Director
2	Mrs. Rupal S Gupta	Executive Director
3	Mr. Karan S Gupta	Executive Director
Relatives of key management personnel		
1	Mrs. Anika R Agrawal	Daughter of Mr. Sunil Gupta
Party where control exists		
1	Suncare Traders Limited	Enterprise over which control exercised by key management personnel
2	Karan Interior Limited	Enterprise over which control exercised by key management personnel
3	Anik Holding Pvt. Limited	Enterprise over which control exercised by key management personnel

Summary of related party transactions:

(₹ in Lacs)

Description of transaction	Enterprise over which Control exercised by key management personnel	Key Management Personnel	Relatives of key management personnel
Sale of Goods	686.49 (592.25)	—	
Remuneration Mr. S.S. Gupta	—	26.88 (26.88)	
Mrs.R.S.Gupta	—	8.35 (10.22)	
Mr. Karan S. Gupta	—	11.52 (0.29)	
Rent		13.95 (13.28)	
Salary		—	— (1.38)

14. 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 :

(Amount in ₹)

Particulars	Domestic	Export	Total
Segment revenue by geographical area based on geographical location of customers.	2011-12	2011-12	2011-12
	47,60,59,024	10,38,22,354	57,98,81,378
	2010-11	2010-11	2010-11
	37,49,23,172	9,32,22,770	46,81,45,942

15. Particulars of earning per share:

(₹ In lacs)

Particulars	31.03.2012	31.03.2011
Net Profit/(Loss) for the year after prior year and extra ordinary items & after tax (₹)	58.13	(56.35)
Number of Equity Shares	60,00,000	60,00,000
Nominal Value Per Share (₹)	10	10
Earning Per Share basic and diluted(₹)	0.97	(0.94)

16. 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.

17. EMPLOYEE BENEFIT PLANS:

1) Defined Contribution Palns : Contribution to Provident Fund of ₹ 7.36 Lacs (P.Y. ₹ 7.40 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 :

	11-12	10-11
A The amounts recognised in statement of Profit & Loss Account are as follows :		
Defined Benefit Plan - Gratuity		
Currant service cost	363283	319802
Interest cost	149167	108270
Expected Return On Plan Assets	-124116	-99878
Net Actuarial (Gain)/Loss	-45456	255639
Amount included under the head gratuity expenses	342,878	583,833
B The amount recognised in Balance Sheet :		
Present value of the funded obligation	2305827	1864587
Less : Fair Value of plan assets	1511928	1191702
Net liability included under the head provision for gratuity	793,899	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	1864587	1353377
Interest Cost	149167	108270
Current Service Cost	363283	319802
Benefits Paid	-25754	-172501
Actuarial (Gain) / Loss on obligations	-45456	255639
Present value of obligations as at end of year	2,305,827	1,864,587
D Changes in the fair value of the plan assets :		
Opening Fair Value of Plan Assets	1191702	755365
Expected Return on Plan Assets	124116	99878
Contributions	221864	508960
Benefits paid	-25754	-172501
Actuarial (Gain)/ Loss on plan assets	0	0
Closing Fair Value of Plan Assets	1,511,928	1,191,702
E Expected contribution to define benefit plan for the year	793,899	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	8%	
Salary Escalation	7%	
Mortality Table	LIC(1994-96) Ultimate	

17. Previous Year Figures :

Till the year ended 31st March,2011, the company was using pre-revised schedule VI to the Companies Act,1956, for preparation and presentation of its financial statements. During the year ended 31st March,2012, the revised schedule VI notified under the Companies Act,1956, has become applicable to the company. The company has reclassified previous year figures to conform to this year's classification.

18. Others :

Excise Duty on Sales amounting to ₹ 4,26,09,448/- (Previous Year : ₹ 3,48,24,452/-) has been reduced from sales in statement of profit & loss and excise duty on increase/ decrease in stock amounting to ₹29,969/- (Previous Year : Nil) has been considered as (income)/expense in note no.25 of financial statements.

BLOOM DEKOR LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 3 Share capital

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares	Amount (In ₹)	Number of shares	Amount (In ₹)
(a) Authorised				
Equity shares of ₹10/- each with voting rights	6250000	62,500,000	6250000	62,500,000
(b) Issued				
Equity shares of ₹10/- each with voting rights	6000000	60,000,000	6000000	60,000,000
(c) Subscribed and fully paid up				
Equity shares of ₹ 10/- each with voting rights	6000000	60,000,000	6000000	60,000,000
Total	6000000	60,000,000	6000000	60,000,000

A. Reconciliation of Shares outstanding at the begning and at the end of reporting year.

Particulars	Year ended 31 March, 2012		Year ended 31 March, 2011	
	No. of shares	Amount (In ₹)	No. of shares	Amount (In ₹)
	Equity shares with voting rights			
At the Begning of the year	600000	6,000,000	600000	6,000,000
Issued During the year	-	-	-	-
Outstanding at the end of the year	600000	6,000,000	600000	6,000,000

B. Details of shares held by each shareholder holding more than 5% of issued share capital:

Class of shares / Name of shareholder	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Dr. Sunil Gupta	2146074	35.77%	1069647	17.83%
Rupal Gupta	509759	8.50%	166975	2.78%
Bimalkumar P. Brahmhatt	800000	13.33%	800000	13.33%
Rudra Securities and Capital Ltd.	0	0.00%	960390	16.01%
Totals	3455833	57.60%	2997012	49.95%

Note 4 Reserves and surplus
(Amount in ₹)

Particulars	As at 31 March, 2012	As at 31 March, 2011
(a) Capital reserve		
Opening balance	7,986,890	7,986,890
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	7,986,890	7,986,890
(b) Securities premium account		
Opening balance	16,754,700	16,754,700
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year	-	-
Closing balance	16,754,700	16,754,700
(c) General reserve		
Opening balance	4,378,577	4,378,577
Add: Transferred from surplus in Statement of Profit and Loss	300,000	-
Less: Utilised / transferred during the year	-	-
Closing balance	4,678,577	4,378,577
(d) Other reserves (State subsidy)		
Opening balance	1,500,000	1,500,000
Add: Additions / transfers during the year	-	-
Less: Utilisations / transfers during the year	-	-
Closing balance	1,500,000	1,500,000
(e) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	66,818,406	72,453,031
Add: Profit / (Loss) for the year	5,813,845	(5,634,625)
Less: Proposed Dividend		
Dividends proposed to be distributed to equity shareholders (₹0.50 per share for 60,00,000 Shares)	3,000,000	-
Tax on dividend	486,675	-
Transfer to: General reserve	300,000	-
Closing balance	68,845,576	66,818,406
Total	99,765,743	97,438,573

Note 5 Long-term borrowings
(Amount in ₹)

Particulars	As at 31 March, 2012	As at 31 March, 2011
(a) Term loans		
Secured Loan		
From Banks	2,542,000	9,338,000
From Financial Institutions	3,944,533	-
Unsecured		
From Banks	1,232,200	-
Total	7,718,733	9,338,000

Note 6 Differed Tax Assets / Liability (Net) (Amount in ₹)

Particulars	As at 31 March, 2012	As at 31 March, 2011
Differed Tax Liability		
Timing diff. between book and tax depretiation	20,272,361	19,841,732
Gross Differed Tax Liability	20,272,361	19,841,732
Differed Tax Assets		
Unpaid Bonus & ex-gratia	275,766	229,443
Unabsurbed Depreciation & Business Loss	3,268,972	3,035,066
Gross Differed Tax Assets	3,544,738	3,264,509
Net Differed Tax Liabilities	16,727,623	16,577,223

Note 7 Other long-term liabilities (Amount in ₹)

Particulars	As at 31 March, 2012	As at 31 March, 2011
Trade / security deposits received	7,431,523	8,325,000
Total	7,431,523	8,325,000

Note 8 Short-term borrowings (Amount in ₹)

Particulars	As at 31 March, 2012	As at 31 March, 2011
Secured Borrowings		
From banks	199,234,519	172,516,396
Bill Discounted under letter of credit	3,545,495	3,496,052
Total	202,780,014	176,012,448

Note 9 Trade payables (Amount in ₹)

Particulars	As at 31 March, 2012	As at 31 March, 2011
Trade payables:		
Creditor for Raw Materials	90,625,568	90,750,930
Creditors for Expenses	19,549,645	24,233,574
Unpaid Expenditure	3,429,096	4,025,001
Total	113,604,309	119,009,505

Note 10 Other current liabilities (Amount in ₹)

Particulars	As at 31 March, 2012	As at 31 March, 2011
(a) Current maturities of long-term debt		
Secured		
From banks	6,796,000	7,483,000
From Financial Institutions	3,387,586	2,801,006
Unsecured		
From banks	1,091,389	-
From Financial Institutions	1,337,819	-
(b) Interest accrued and due on borrowings	146,044	240,614
(c) Unpaid dividends	119,698	232,790
(d) Statutory remittances	11,252,159	11,105,541
(e) Other Payables	2,239,476	1,858,490
Total	26,370,171	23,721,441

Sr. No.	Type of Loan / Nature of security	Terms of repayments
	Term Loan	
	Secured Loans	
	From Bank	
a.	Term loan - 1 from Punjab national Bank amounting to ₹ Nil (Previous Year : 6,85,422/-) is secured by first pari passu charges on fixed assets of the company as a whole both present and future.	Repayable in 20 monthly installments of ₹ 1,12,500/- from January 2010 and interest will be paid as and when charged.
b.	Term loan - 2 from Punjab national Bank amounting to ₹ 40,56,654/- (Previous Year : 81,06,837/-) is secured by first pari passu charges on fixed assets of the company as a whole both present and future.	Repayable in 13 quarterly installments of ₹ 10,00,000/- from March 2010 and interest will be paid as and when charged.
c.	Term loan - 3 from Punjab National Bank amounting to ₹54,27,390 /- (Previous Year : 82,69,355/-) is secured by first pari passu charges on fixed assets of the company as a whole both present and future.	Repayable in 48 monthly installments of ₹ 2,34,000/- from January 2010 and interest will be paid as and when charged.
	From Financial Institution	
d.	Vehicles loan from Kotak Mahindra Prime Limited amounting to ₹ 49,98,786/- (Previous Year : Nil) secured against vehicles of the company against which this loan has been taken.	Repayable in EMI of ₹ 3,12,000/- from Oct. 2011 to August 2012 , EMI of ₹ 2,53,000 /- from September 2012 to August 2013 and EMI of ₹ 1,21,060/- from September 2013 to August 2014.
e.	Vehicle Loan from Volkswagen Finance Pvt. Ltd. Amounting to ₹ 23,33,333/- (Previous Year : Nil) secured against vehicles of the company against which this loan has been taken.	Repayable in 36 monthly instalments of ₹ 66,667/- from March 2012 to February 2015
	Unsecured	
	From Bank	
f.	Unsecured business loan from Dhanlaxmi Bank amounting to ₹ 23,23,589/- (Previous Year : Nil)	Repayable in EMI of ₹ 1,39,700/- from September 2011 to August 2012 , EMI of ₹ 1,04,775 /- from September 2012 to August 2013 and EMI of ₹ 73,025/- from September 2013 to August 2014.
	From Financial Institution	
g.	Unsecured business loan from Religer Finvest Pvt. Ltd. amounting to ₹ 13,37,819/- (Previous Year : Nil)	Repayable in EMI of ₹ 4,40,701/- from August 2011 to November 2011 , EMI of ₹3,12,621/- from September 2012 to August 2013 and EMI of ₹ 73,025/- from September 2013 to August 2014.
	Cash Credit	
h.	Cash credit from Punjab National Bank amounting to ₹ 14,36,25,702/- (Previous year : 13,59,68,381/-) secured by hypothecation of raw materials, stock in process, finisher goods, receivables, stores and spares etc. And all other current assets of the company and plant & machinaries, equitable mortgages of factory land and building etc. and assets acquired out of term loans.	From 17th January, 2012 to December 2012 (For a period of 12 months) and subject to renewals. Subject to bank As and when demanded otherwise.

BLOOM DEKOR LIMITED

Note 11 Short-term provisions

(Amount in ₹)

Particulars	As at 31 March, 2012	As at 31 March, 2011
(a) Provision for employee benefits	1,800,428	1,517,120
(b) Provision for proposed equity dividend	3,486,675	-
(c) Provision for Wealth tax	31,305	8,489
Total	5,318,408	1,525,609

Note 12 Fixed assets

(Amount in ₹)

Tangible assets	Gross block			Accumulated depreciation and impairment				Net block		
	As at 31 March, 2011	Additions during the year	Disposals during the year	As at 31 March, 2012	As at 31 March, 2011	For the year	Eliminated on disposal of assets	As at 31 March, 2012	As at 31 March, 2012	As at 31 March, 2011
(a) Land										
Freehold	548,324	-	-	548,324	-	-	-	-	548,324	548,324
(b) Buildings										
Own use	-	-	-	-	-	-	-	-	-	-
Factory Building	41,718,457	28,700	-	41,747,157	12,138,876	1,397,301	-	13,536,177	28,210,980	29,579,581
Staff Quarters	1,289,971	-	-	1,289,971	304,347	21,084	-	325,431	964,540	985,624
Site Developments	4,031,642	-	-	4,031,642	750,403	65,896	-	816,299	3,215,343	3,281,239
(c) Plant and Equipment										
Owned	-	-	-	-	-	-	-	-	-	-
Plant and Machinery	62,651,092	1,332,818	-	63,983,910	17,752,107	4,219,739	-	21,971,846	42,012,064	44,898,985
Plant And Machinery-95%	52,858,171	-	-	52,858,171	50,221,784	-	-	50,221,784	2,636,387	2,636,387
S.S. Press Modules	86,107,765	6,660,812	-	92,768,577	30,195,201	4,106,335	-	34,301,536	58,467,041	55,912,564
E. tereatment Plant	421,882	-	-	421,882	152,882	20,094	-	172,976	248,906	269,000
Lab. Equipments	821,684	-	-	821,684	410,835	39,137	-	449,972	371,712	410,849
Electric Installation	6,791,998	-	-	6,791,998	2,320,263	323,504	-	2,643,767	4,148,231	4,471,735
Spares and Tools	26,480	-	-	26,480	3,409	1,261	4,670	21,810	23,071	-
(d) Furniture and Fixtures										
Owned	-	-	-	-	-	-	-	-	-	-
Furniture And Fixture	9,766,510	19,247	60,294	9,725,463	2,703,663	610,498	-	3,314,161	6,411,302	7,062,847
Furniture And Fixture-95%	343,335	-	-	343,335	325,699	-	-	325,699	17,636	17,636
Air Conditioners	1,826,166	-	-	1,826,166	627,407	86,981	-	714,388	1,111,778	1,198,759
Air Conditioners-95%	4,229	-	-	4,229	4,018	-	-	4,018	211	211
(e) Vehicles										
Owned	-	-	-	-	-	-	-	-	-	-
Vehicals	9,885,956	3,779,844	401,199	13,264,601	3,274,053	932,457	244,665	3,961,845	9,302,756	6,611,903
Vehicals-95%	26,828	-	-	26,828	25,487	-	-	25,487	1,341	1,341
(f) Office equipment										
Owned	-	-	-	-	-	-	-	-	-	-
Office equipment	1,886,440	95,088	-	1,981,528	984,513	310,378	-	1,294,891	686,637	901,927
Office equipment-95%	2,511,317	-	-	2,511,317	2,385,751	-	-	2,385,751	125,566	125,566
(g) Other										
Assets not put to use	-	128,003	-	128,003	-	-	-	-	128,003	-
Capital W.I.P.	79,435	-	79,435	-	-	-	-	-	-	79,435
Total	283,597,682	12,044,512	540,928	295,101,266	124,580,698	12,134,662	244,665	136,470,698	158,630,568	159,016,984
Previous year	270,353,625	41,981,828	28,737,747	283,597,701	114,454,027	38,991,692	28,865,017	124,580,718	159,016,984	155,899,598

Note 13 Non-current investments
(Amount in ₹)

Particulars	As at 31 March, 2012			As at 31 March, 2011		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investments						
Investment in equity instruments						
Share of Nutan Nargrik Sahakari Bank Ltd.	-	11,200	11,200	-	11,200	11,200
Other non-current investments						
Investments in Gold Coin	-	410,594	410,594	-	-	-
Total - Other investments	-	421,794	421,794	-	11,200	11,200
Total			421,794			11,200
Less: Provision for diminution in value of investments			-			-
Total			421,794			11,200
Aggregate amount of unquoted investments			421,794			11,200

Note 14 Long-term loans and advances
(Amount in ₹)

Particulars	As at	As at
	31 March, 2012	31 March, 2011
(a) Security deposits		
Unsecured, considered good	2,720,808	1,911,009
Less: Provision for doubtful loans and advances	-	-
	2,720,808	1,911,009
(b) Loans and advances to employees		
Unsecured, considered good	100,000	-
	100,000	-
(c) Advance income tax (net of provisions ₹ (As at 31 March, 2012 .) - Unsecured, considered good		
	6,036,255	5,796,832
	6,036,255	5,796,832
(d) Balances with government authorities		
Unsecured, considered good	294,010	272,601
	294,010	272,601
(e) Other loans and advances		
Unsecured, considered good	123,035	128,732
	123,035	128,732
Total	9,274,108	8,109,174

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Note 15 Inventories		(Amount in ₹)	
Particulars	As at 31 March, 2012	As at 31 March, 2011	
(a) Raw materials	102,956,519	96,082,439	
Goods-in-transit	9,057,725	6,279,733	
	112,014,244	102,362,172	
(b) Stock under Work-in-progress @ (Refer Note below)	13,730,977	11,429,799	
Goods in Process At Job Work Party	814,599	986,987	
	14,545,576	12,416,786	
(c) Finished goods (other than those acquired for trading)	72,463,392	77,145,097	
Finish Goods Stock at Consignment Agent	29,617,744	31,212,425	
	102,081,136	108,357,522	
(d) Stock-in-trade (acquired for trading)	258,725	35,700	
	258,725	35,700	
(e) Stores and spares			
Store	2,847,293	3,651,289	
Packing Materials	1,033,346	1,402,584	
	3,880,639	5,053,873	
(g) Others Inventories			
Folder And Advertise articals	2,731,687	2,654,569	
Fire Wood & Lignite	221,340	240,066	
	2,953,027	2,894,635	
Total	235,733,347	231,120,688	

Note: Details of inventory of work-in-progress		(Amount in ₹)	
Particulars	As at 31 March, 2012	As at 31 March, 2011	
Raw Materials			
Papers	8,952,184	8,006,681	
Chemicals	612,974	992,772	
Others	4,980,418	3,417,333	
Gross Total	14,545,576	12,416,786	

Note 16 Trade receivables		(Amount in ₹)	
Particulars	As at 31 March, 2012	As at 31 March, 2011	
Trade receivables outstanding for a period exceeding six months from the date they were due for payment			
Unsecured, considered good	4,854,894	7,175,840	
Doubtful	9,249,985	4,102,503	
	14,104,879	11,278,343	
Other Trade receivables			
Unsecured, considered good	74,189,011	73,763,456	
	74,189,011	73,763,456	
Total	88,293,890	85,041,799	

Note: Trade receivables include debts due from:		(Amount in ₹)	
Particulars	As at 31 March, 2012	As at 31 March, 2011	
Other officers of the Company	16,231	-	
Private companies in which any director is a director or member (Suncare Traders Ltd.)	6,633,199	-	
	6,649,430	-	

Note 17 Cash and cash equivalents		(Amount in ₹)	
Particulars	As at 31 March, 2012	As at 31 March, 2011	
(a) Cash on hand			
In form of Indian Rupees	158,177	94,135	
In Form of Foreign Currencies (582.29\$@51.37/\$)	29,913	13,444	
Sub- Total	188,090	107,578	
(c) Balances with banks			
(i) In current accounts	17,068,980	2,492,030	
(ii) In EEFC accounts	234,218	2,621,180	
(iii) In earmarked accounts			
- Unpaid dividend accounts	119,698	232,790	
- held as margin money or security against	10,380,482	6,781,216	
Sub- Total	27,803,378	12,127,215	
Total	27,991,467	12,234,793	

Note 18 Short-term loans and advances		(Amount in ₹)	
Particulars	As at 31 March, 2012	As at 31 March, 2011	
(a) Security deposits			
Unsecured, considered good	1,723,901	2,235,556	
Sub- Total	1,723,901	2,235,556	
(b) Loans and advances to employees			
Secured, considered good	-	-	
Unsecured, considered good	252,270	75,852	
Sub- Total	252,270	75,852	
(c) Prepaid expenses - Unsecured, considered good (For e.g. Insurance premium, Annual maintenance contracts, etc.)	310,279	253,752	
Sub- Total	310,279	253,752	
(d) Balances with government authorities			
Unsecured, considered good	14,493,597	10,737,368	
Sub- Total	14,493,597	10,737,368	
(e) Others (specify nature)			
Unsecured, considered good	2,502,983	2,103,169	
Sub- Total	2,502,983	2,103,169	
Grand Totals	19,283,030	15,405,697	

BLOOM DEKOR LIMITED

Note 19 Other current assets			(Amount in ₹)
Particulars	As at 31 March, 2012	As at 31 March, 2011	
(i) Interest accrued on deposits	88,320	217,999	
(ii) Insurance claims	-	697,314	
(iii) Travelling Advance	-	92,150	
Total	88,320	1,007,464	

Note 20 Revenue from operations			(Amount in ₹)
Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011	
(a) Sale of products (Note- i)	576,604,669	465,185,814	
(b) Sale of services (Note- ii)	3,276,709	2,960,128	
(c) Other operating revenues (Note- iii)	4,021,952	1,558,782	
	583,903,330	469,704,724	
Less:			
(d) Excise duty	42,609,448	34,824,452	
Captive Consumption	5,805,198	3,045,166	
	48,414,646	37,869,618	
Total	535,488,684	431,835,106	

Note

(i) Sale of products comprises			
Manufactured goods			
Product : LEMINATES			
Domestic	438,983,740	353,417,428	
Export	103,822,354	93,222,770	
Product :DOOR			
Domestic	28,180,881	12,210,258	
Export	-	-	
Total - Sale of manufactured goods	570,986,975	458,850,456	
Sale of traded goods	5,617,694	6,335,359	
Total - Sale of traded goods	5,617,694	6,335,359	
Total - Sale of products	576,604,669	465,185,814	
(ii) Sale of services	3,276,709	2,960,128	
Total - Sale of services	3,276,709	2,960,128	
(iii) Other operating revenues comprise:			
Bad Debts Recovered	75,000	-	
Sale of scraps	559,755	1,267,768	
Income from self consumption of laminate	199,600	-	
Income From C & F	131,451	291,014	
Duty drawback and other export incentives	3,056,146	-	
Total - Other operating revenues	4,021,952	1,558,782	

Note 21 Other income
(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
(a) Interest income	741,671	507,049
Head Total	741,671	507,049
(b) Dividend income:		
Tata Floter Fund	15,817	-
Nutan Nagrik Sahkari Bank	1,344	-
Head Total	17,161	-
(c) Other non-operating income (net of expenses directly attributable to such income)	1,569,776	2,579,409
Head Total	1,569,776	2,579,409
Total	2,328,609	3,086,458

Note

(i) Interest income comprises:		
Interest from banks	741,671	507,049
Total - Interest income	741,671	507,049
(ii) Other non-operating income comprises:		
Profit on sale of fixed assets	-	1,461
Insentive on Loan Repayments	53,843	-
Insurance Claim Received	706,171	564,277
Liabilities / provisions no longer required written back	809,727	936,004
Rounding off	35	-
Credit Charges	-	1,077,667
Total - Other non-operating income	1,569,776	2,579,409

Note 22.a Cost of materials consumed
(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Opening stock	103,349,159	85,070,860
Add: Purchases	331,758,007	293,951,571
	435,107,166	379,022,431
Less: Closing stock	112,828,843	103,349,159
Less: sale of raw materials	1,005,708	838,388
Less : Captive Consumption	5,805,198	3,045,166
Cost of material consumed	315,467,417	271,789,718
Material consumed comprises:		
Paper	155,167,294	124,834,634
Chemical	146,551,402	142,386,404
Others	14,754,429	4,568,680
Sale of raw Materials	(1,005,708)	-
Total	315,467,417	271,789,718

Note 22.b Purchase of traded goods

(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Compactor Purchase	-	5,100,371
Compactor Coating / Installation Charges	-	1,676,020
Flush Door Purchases	1,955,720	10,002
Leminate Sheet Purchases	481,608	107,100
Plywood Purchases (Import)	-	722,774
BANCH PURCHASE (TRADING)	83,011	-
Chair Purchase(Trading)	424,420	-
FILM (TRADING PURCHASES)	1,679	-
Freight I/w Trading Material	11,030	-
MDF TRADING (PURCHASE)	25,936	-
Pvc Flooring Purchase (Trading)	42,924	-
Sofa Set Trading (PURCHASE)	34,870	-
Storewell (Trading)	9,280	-
Veneer (Trading Purchase)	1,512	-
Wood Cutting Charges	41,781	-
Wood Trading (Purchase)	1,784,225	-
Total	4,897,996	7,616,267

Note 22.c Changes in inventories of finished goods, work-in-progress and stock-in-trade

(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Inventories at the end of the year:		
Finished goods	72,463,392	77,145,097
Finished goods with consignments agents	29,617,744	31,212,425
Work-in-progress	13,730,977	11,429,799
Stock-in-trade	258,725	35,700
	116,070,838	119,823,021
Inventories at the beginning of the year:		
Finished goods	77,145,097	46,888,286
Finished goods with consignments agents	31,212,425	
Work-in-progress	11,429,799	8,553,661
Stock-in-trade (With Consignment Agent)	35,700	29,949,348
	119,823,021	85,391,295
Net (increase) / decrease	(3,752,183)	34,431,726

Note 23 Employee benefits expense
(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Salaries and wages	37,684,798	33,744,994
Contributions to provident and other funds	1,078,874	1,323,809
Expense on employee stock option (ESOP) scheme	-	-
Staff welfare expenses	527,330	501,704
Total	39,291,002	35,570,507

Note 24 Finance costs
(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
(a) Interest expense on:		
(i) Borrowings	27,703,585	22,419,806
(ii) Trade payables	692,861	-
(iii) Others	492,443	1,196,671
(b) Other borrowing costs	4,135,155	3,843,460
(c) Net (gain) / loss on foreign currency transactions and translation		
Loss on Forward Contract	2,167,000	173,250
Foreign Currencies Fluctuation(Buyers' credit)	4,256,810	-
Total	39,447,854	27,633,187

Note 25 Other expenses
(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Consumption of stores and spare parts	3,814,604	2,429,816
Consumption of loose tools	-	-
Consumption of packing materials	6,294,256	6,410,022
Increase / (decrease) of excise duty on inventory	29,969	-
Subcontracting	-	-
Power and fuel	34,250,550	28,368,064
Water	-	-
Rent including lease rentals	1,554,852	2,253,000
Repairs and maintenance - Buildings	42,600	40,950

Note 25 Other expenses [Contd...]

(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Repairs and maintenance - Factory Building	251,322	225,491
Repairs and maintenance - Machinery	1,292,731	4,217,668
Repairs and maintenance - Others	34,128	19,438
Insurance	224,871	93,272
Rates and taxes	229,507	206,879
Communication	1,415,895	1,424,045
Travelling and conveyance	3,899,225	3,342,677
Printing and stationery	282,770	340,899
Freight and forwarding	6,569,252	4,915,170
Sales commission	9,515,400	4,915,783
Sales discount	332,616	1,047,784
Business promotion	1,472,369	707,575
Donations and contributions	36,500	17,910
Legal and professional	1,310,975	3,443,077
Payments to auditors	194,000	172,000
Bad trade and other receivables, loans and advances written off	965,724	381,920
Net loss on foreign currency transactions and translation	598,242	93,845
Loss on Fix Assets	59,534	70,359
Prior period items	105,387	1,399,793
Paper Printing Exp	2,399,208	2,973,834
Miscellaneous expenses		
Export Clearing And Forwarding	2,580,043	3,156,622
Excise Duty	10,093,357	14,552,610
ISO/ISI Certification Exp.	229,663	304,030
Prevention and Securities Exp.	390,111	316,646
Electricity Exp.- Office & Godown	208,096	292,186
Custum Duty	8,969,724	9,235,032
Short Reliasation of export Insentives	6,624,729	
Import Clearing and Forwarding	7,447,104	8,568,910
Contract Closure Compensation	-	200,000
Discount And Claims	2,392,429	1,821,244
Office Expenses	163,901	165,155
Advertisement Expenses	301,058	341,916
Licence Fees	103,286	7,895
Festival Expenses	230,377	49,653
Folder and Public Articals Exp.	5,368,207	6,418,740
Short Insuriances claim received	406,314	-
Others Miscellaneous expenses	738,389	849,061
Total	116,798,546	122,415,700

Notes:

(Amount in ₹)

Particulars	For the year ended 31 March, 2012	For the year ended 31 March, 2011
(i) Payments to the auditors comprises		
As auditors - statutory audit & tax audit	100,000	80,000
For taxation matters		
Taxation	45,000	45,000
VAT Audit	15,000	25,000
VAT appeals	7,500	-
CITC (A) Appeal fees	-	5,000
For company law matters		
Review Report	15,000	13,000
Shares Valuations	5,000	-
For management services		
Stock Valuation Report	5,000	-
Certification Fees	-	4,000
Turnover Certificates	1,500	-
For other services	-	-
Reimbursement of expenses	-	-
Total	194,000	172,000

Note : 26 Earning Per Share (EPS)

Net profit after tax has been used as numerator and no. of shares has been used as denominator for calculating the basic and diluted Earning Per Share.

(Amount in ₹)

Particulars	31/3/2012	31/3/2011
Face Value per Share (In ₹)	10	10
Net Profit after Tax	5,813,845	(5,634,625)
Weighted average no. of shares	60,00,000	60,00,000
Basic and diluted Earning Per Share	0.97	(0.94)



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 21st Annual General Meeting of the Company to be held on Saturday the 29th September, 2012 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 21st Annual General Meeting to be held on Saturday the 29th September, 2012 at 11.00 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2012.

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.