LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

"This Letter of Offer is being sent to you as a shareholder(s) of Bloom Dekor Limited (Hereinafter referred to as "BDL" or "the Company" or the "Target Company"). If you require any clarification about the action to be taken, you may consult your Stockbroker or Investment Consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your shares in "BDL", please hand over this Letter of Offer and the accompanying Form of Acceptance – cum – Acknowledgement, Form of Withdrawal and Transfer Deed to the member of the Stock Exchange through whom the said sale was effected."

Dr. Sunil Gupta,
residing at "No.9, Sector-III, Kalhaar Bungalows, Beyond Shilaj Village, Bopal Post, Ahmedabad – 380 058,
Tel.: 079 – 2684 1916, Fax: 079 – 2684 1914; E-mail id: drsunil@bloomdekor.com

&

Mrs. Rupal Gupta,
residing at "No.9, Sector-III, Kalhaar Bungalows, Beyond Shilaj Village, Bopal Post, Ahmedabad – 380 058,
Tel.: 079 – 2684 1916, Fax: 079 – 2684 1914; E-mail id: drsunil@bloomdekor.com

(Hereinafter collectively referred to as "The Acquirers")

MAKE A CASH OFFER AT Rs. 15.75 PLUS INTEREST OF Rs. 0.07 paise (TOTAL CONSIDERATION OF Rs. 15.82) (RUPEES FIFTEEN AND PAISE EIGHTY TWO ONLY) PER FULLY PAID UP EQUITY SHARE OF Rs. 10/- EACH ("OFFER PRICE") (including interest @ 10% for the extended period of 15 days for opening of offer)

(The price calculated as per the provisions of Regulation 20 (5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, (the "**REGULATIONS**") and subsequent amendments thereto.)

TO ACQUIRE 12,00,000 FULLY PAID UP EQUITY SHARES OF RS. 10/- EACH

Representing 20% of the total Issued and Subscribed Equity Share Capital and 20% of the Voting Rights of

BLOOM DEKOR LIMITED

Head Office: 2/F Sumel, S.G. Highway Road, Thaltej, Ahmedabad – 380 059 Tel.: 079 – 2684 1916, Fax: 079 – 2684 1914
(**Regd. Office & Works:** Oran 267, Tal. Prantij, Dist.: Sabarkantha, National Highway No. 8, North Gujarat – 383 205)

pursuant to and in compliance with Regulation 11(1) and other applicable provisions of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto.

Notes:

1) This offer is being made by Acquirers pursuant to Regulation 11(1) of the SEBI (SAST) Regulations,1997 consequent to acquisition of 13,80,127 Equity Shares from the Open Market on September 26, 2011.
2) This offer is not conditional and not subject to a minimum level of acceptance by the shareholders of BDL.
3) This Offer, along with any obligation in terms of SEBI (SAST) Regulations,1997 to make payment for, or purchase the shares tendered and accepted from NRIs, is subject to the approval(s) from Reserve Bank of India ("RBI"), if any required by the Acquirers, under the Foreign Exchange Management Act, 1999 ("FEMA").
4) As on the date of this Letter of Offer, there are no other statutory approvals required from any authority to acquire the equity shares tendered pursuant to this Offer.
5) If there is any upward revision in the Offer Price by the Acquirers till the last date of revision i.e. Thursday, February 09, 2012 or withdrawal of the Offer in terms of the SEBI (SAST) Regulations, 1997 the same would be informed by way of a public announcement in the same newspapers where the original Public Announcement (PA) had appeared on September 30, 2011. Such revised offer price would be payable for all the Equity Shares of Bloom Dekor Limited, tendered anytime by the eligible shareholders during the Offer and accepted under the Offer.
6) Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the PA / Letter of Offer (LOO), can withdraw the same up to three working days prior to the date of closure of the Offer. Requests for such withdrawals should reach the designated collection centers before the close of business hours on Wednesday, February 15, 2012.
7) There is no competitive bid.
8) The procedure for acceptance is set out in Section 8 of this LOO, Form of Acceptance cum Acknowledgement (FOA) and Form of Withdrawal (FOW) is enclosed with this Letter of Offer.
9) The PA, LOO, FOA and FOW would also be available on the website of SEBI i.e. www.sebi.gov.in and Manager to the Offer i.e. ww.vivro.net

All further correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
VIVRO FINANCIAL SERVICES PVT. LTD. **SEBI Regn. No.: INM000010122** Manu Mansion,16/18, Shahid Bhagat Singh Road, Opp Old Custom House, Fort, Mumbai-400 023. **Tel.:** 022 – 22657364, 22624656, 22658397 **Fax:** 022 – 22658406 **Email:** investors@vivro.net **Website:** www.vivro.net **Contact Person: Mr. Ashok Mehta/ Mr. Harish Patel**	**PURVA SHAREGISTRY (INDIA) PVT. LTD.** **SEBI Regd. No. INR000001112** **Unit: Bloom Dekor Ltd.** 9-Shiv Shakti Ind. Estate, J.R Boricha Marg, Lower Parel (East), Mumbai – 400 011 **Tel.:** 022 – 2301 6761/ 2301 8261 **Fax:** 022 – 2301 2517 **Email:** purvashr@mtnl.net.in **Website:** www.purvashare.com **Contact Person: Mr. V. B. Shah**
OFFER OPENS ON: THURSDAY, FEBRUARY 02, 2012	**OFFER CLOSES ON : TUESDAY, FEBRUARY 21, 2012**

SCHEDULE OF MAJOR ACTIIVITIES OF THE OFFER:

ACTIVITY	Original Day & Date	Revised Day & Date
Public Announcement	Friday, September 30,2011	Friday, September 30,2011
Last Date for Competitive Bid	Friday, October 21, 2011	Friday, October 21, 2011
Specified Date (For the purpose of determining the names of shareholders to whom the Letter of Offer would be sent)	Monday, October 10, 2011	Monday, October 10, 2011
Day by which Letter of Offer to be Posted to the Shareholders	Monday, November14, 2011	Tuesday, January 31, 2012
Date of Opening of the Offer	Thursday, November 24, 2011	Thursday, February 02, 2012
Last Date for Revising the Offer price/No. of Shares	Friday, December 02, 2011	Thursday, February 09, 2012
Last Date up to which the Shareholders may withdraw	Thursday, December 08, 2011	Wednesday, February 15, 2012
Date of Closure of the Offer	Tuesday, December 13, 2011	Tuesday, February 21, 2012
Date by which acceptance/ rejection would be communicated and the corresponding payment for the acquired shares and/ or the unaccepted shares/ share certificates will be dispatched/ credited.	Wednesday, December 28, 2011	Wednesday, March 07, 2012

Risk Factors:

(A) Pertaining to Transaction:

1. The Acquirers require approval from RBI for acquisition / transfer of Equity Shares that are tendered in the Open Offer by Non-Residents. The Acquirers may not be able to proceed with the Offer in the event the approvals are not received in terms of Regulation 27 of the Regulations. Delay, if any, in the receipt of this approval may delay completion of the Offer. The Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities, and the Shareholders will not be able to trade such Shares. During such period there may be fluctuations in the market price of the Share.
2. This Offer is subject to such completion risks as would be applicable to similar transactions.

(B) Pertaining to Proposed Offer:

1. The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company.
2. In the case of oversubscription in the Offer, as per the Regulations, acceptance would be determined on proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
3. In the event that either (a) regulatory approval is not received in a timely manner or (b) there is any litigation leading to stay of the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the public shareholders of "BDL", whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirers, may be delayed. In case of delay due to non-receipt of regulatory approvals, as per Regulation 22(12) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of the regulatory approvals was not due to the willful default or negligence or failure to diligently pursue the application for such approvals, grant extension of time for the purpose subject to the Acquirers agreeing to pay interest to the shareholders of "BDL", as may be specified by SEBI.
4. Shareholders should note that after the last date of withdrawal i.e. Wednesday, February 15, 2012 the shareholders who have lodged the equity shares would not be able to withdraw them even if the acceptance of equity shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

(C) Pertaining to Acquirers:

(i) Association of the Acquirers with the Company does not warrant any assurance with respect to the future financial performance of the Company. The Acquirers makes no assurance with respect to the market price of the Shares both during the Offer period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.

(ii) The Acquirers and the Manager to the Offer do not accept any responsibility for statements made otherwise than in the Public Announcement or this Letter of Offer and anyone placing reliance on any other source of information (not released by the Acquirers) would be doing so at his/her/its own risk.

(D) **Risk Factors relating to the transaction, and probable risks involved in associating with the Acquirers along with their financial position: -**

a. The offer involves an offer to acquire 20.00% of the paid up equity and voting share capital of BDL from the eligible persons for the Offer. In the case of oversubscription in the offer, as per the Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

b. The Acquirers make no assurance with respect to future financial performance of the Target Company.

- The Acquirers make no assurance of market price of shares of the Target Company during or after the offer
- The Acquirers have sufficient means to fulfill the financial obligation of this Open Offer tthrough personal savings, salary income and personal borrowings from bank.

The risk factors set forth above pertains to the Offer and not in relation to the present or future business operations of the “Target Company” or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risk involved in participation or otherwise by a shareholder in the offer. Shareholders of BDL are advised to consult their stockbrokers or investment consultants, if any, for further risk with respect to their participation in the offer.

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Encl.:

i. Form of Acceptance cum Acknowledgment

ii. Form of Withdrawal

iii. Share Transfer Form, if applicable

1 **DEFINITIONS / ABBREVIATIONS**

Acquirer(s)	Dr. Sunil Gupta and Mrs. Rupal Gupta,
BSE	The Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
The Company / The Target Company/BDL	Bloom Dekor Limited
Date of Opening of Offer	Thursday, February 02, 2012
Date of Closure of Offer	Tuesday, February 21, 2012
DP	Depository Participant
Eligible Person(s) for the Offer	All owners (registered or unregistered) of the shares (other than Acquirers, Promoters / Promoters Group) anytime before the date of closure of the Offer.
Escrow Bank	IDBI BANK LTD., Registered Office: IDBI Tower, WTC Complex, Cuffe Parade, Mumbai – 400 005, Maharashtra, India. Branch Address: IDBI Complex, Near Lal Bungalow, Off C.G. Road, Ahmedabad-380 006.
Exchanges/Stock Exchanges	The Stock Exchange where the shares of BDL are listed i.e. The Bombay Stock Exchange Limited.
FEMA	Foreign Exchange Management Act, 1999
Form of Acceptance / FOA	Form of Acceptance-cum-Acknowledgement
FOW	Form of Withdrawal-cum-Acknowledgement
Letter of Offer (LOO)	This Letter of Offer
Manager / Manager to the Offer / Merchant Banker /Vivro	Vivro Financial Services Private Limited
NSDL	National Securities Depository Limited
Non-Resident Shareholders	Non-Resident Indians, OCBs holding Equity Shares of “BDL”
Offer	Open Offer for acquisition of 12,00,000 Equity Shares, representing 20% of the total Issued, Subscribed and Paid up Equity Share Capital and 20% of Voting Capital of “BDL” at the Offer Price of Rs. 15.82 per share (Rs.15.75 plus interest of Rs. 0.07 paise) being made by the Acquirers to the shareholders of “BDL”.
Offer Price	Rs.15.75 plus interest of Rs. 0.07 paise, total consideration of Rs. 15.82 per fully paid up Equity Share determined under Regulations 20(5) of the Regulations.
PA	Public Announcement dated Friday, September 30, 2011 published in Business Standard (English), Business Standard (Hindi), Mumbai Lakshdeep – Marathi and Jansatta (Gujarati) Daily
Registrar / Registrar to the Offer	Purva Sharegistry (India) Pvt. Ltd.
RBI	Reserve Bank of India
SEBI/Board	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India, Act, 1992
Shares	Equity Shares having Face Value of Rs. 10/- each of “BDL”
Specified Date	Date for the purpose of determining the names of the shareholders, as appearing in the Register of Members of “BDL” to whom the letter of offer will be sent i.e. October 10, 2011
Takeover Regulations / Regulations/ Takeover code	Securities And Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto.

2 DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD, NOT IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF BLOOM DEKOR LIMITED, TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRERS OR OF THE COMPANY WHOSE SHARES / CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT, WHILE THE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MANAGER OF THE OFFER – VIVRO FINANCIAL SERVICES PRIVATE LIMITED HAS SUBMITTED DUE DILIGENCE CERTIFICATE DATED OCTOBER 12, 2011 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS 1997 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT HOWEVER ABSOLVE, THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3) DETAILS OF THE OFFER

3.1 Background of the Offer:

3.1.1 This open offer (The “Open Offer” or “Offer”) is being made by Dr. Sunil Gupta and Mrs. Rupal Gupta, both residing at No. 9, Sector-III, Kalhaar Bungalows, Beyond Shilaj Village, Bopal Post, Ahmedabad – 380 058 in compliance with Regulation 11 (1) of the SEBI (SAST) Regulations, to the shareholders of Bloom Dekor Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Oran 267, Tal. Prantij, Dist.: Sabarkantha, National Highway No. 8, North Gujarat - 383 205 (Hereinafter referred to as “BDL” or “Target Company”) for consolidation of holdings by the existing promoters.

3.1.2 Dr. Sunil Gupta and Mrs. Rupal Gupta are the existing promoters of the Target Company as per the disclosure made by the Target Company to the Stock Exchange in accordance with Clause 35 of the Listing Agreement. There are no other persons acting in concert with the Acquirers.

3.1.3 The Acquirers have entered into a Share Purchase Agreement (Hereinafter referred to as “SPA” or “the Agreement”) on September 26, 2011 with certain public shareholders of the Target Company viz. (1) Rudra Securities Capital Limited (2) Shalibhadra Steel Pvt. Ltd. (3) Mr. Ashok H. Shah (4) Mrs. Mina A. Shah (5) Mr. Hiralal P. Shah and (6) Mrs. Sarlaben H. Shah (Hereinafter referred to as “the Selling Shareholders”), for acquiring up to 14,00,000 fully paid up Equity Shares (“Sale Shares”) of 10/- each representing 23.33% of the issued, subscribed and paid up equity share capital of the Target Company, at a price up to Rs. 15.75/- (Rupees Fifteen and Paise Seventy Five only) per Equity Share (“the Negotiated Price”) through Bulk Deal transaction on BSE. Following are the details of the Sellers:

(i) Rudra Securities Capital Limited, having its registered office at 2/2/B, Centre Point, Panchvati, Ellisbridge, Ahmedabad- 380006, Phone: 079-26841916, Fax No. 079-26841914

(ii) Shalibhadra Steel Pvt. Ltd. having its registered office at 6/A Hardik Tenaments, Old Dena Bank Road, Chandkheda, Ahmedabad, Gujarat. Phone: 079-26841916, Fax No. 079-26841914

(iii) Mr. Ashok H. Shah, Mrs. Mina A. Shah, Mr. Hiralal P. Shah Mrs. Sarlaben H. Shah all residing at A/6 Ambawadi Apartment, Ambawadi Circle, Ahmedabad- 380006, Phone: 079-26841916, Fax No. 079-26841914

3.1.4 THE SALIENT FEATURES OF THE SPA ARE AS FOLLOWS:

- The Acquirers agree to comply with the requirements of the Regulations including acquisition of additional 20% of the voting capital of the Company as prescribed in the Regulations.
- The Acquirers also agreed to pay the Selling Shareholders the total consideration of Sale Shares in compliance with Bulk Deal Transaction of Sale Shares and other applicable provisions of the Regulations, as amended.
- The Acquirers confirm that no other consideration either in kind or in cash is to be paid to the Selling Shareholders except as stated herein above.

- The Sale Shares held by the Selling Shareholders are and shall be free from all lien, claim, pledge, charge, mortgage and encumbrance.

3.1.5 On September 26, 2011, the Acquirers have purchased a total of 13,80,127 Equity Shares representing 23% of the total paid up and voting capital of BDL for an aggregate consideration of Rs. 2,06,44,298/- through Bulk Deal transaction of Sale Shares on Bombay Stock Exchange Limited, Mumbai ("BSE"). The Acquirers paid an average price of Rs. 14.96 for all the shares purchased in the open market on BSE. The highest price paid by the Acquirers is Rs. 15.75 per share for 6,02,864 Equity Shares and the lowest price paid is Rs.14.30 per equity share. The entire consideration for the above Sale Shares has been paid to the Selling Shareholders through their respective Share and Stock Brokers and the Sale Shares have been transferred to the respective depository accounts of the Acquirers.

The Acquirers shall not acquire the title and interest of the seller in the shares acquired together with all the benefits and rights and obligations thereto, till completion of open offer.

No compensation either directly or indirectly is being given to the sellers (i.e. those selling shares under the SPA) apart from the consideration specifically mentioned in this Letter of Offer.

3.1.6 Pursuant to the aforesaid acquisition from the open market, the Acquirers' shareholding in the Target Company has increased from 12,36,621 equity shares representing 20.61% to 26,16,748 Equity Shares of Rs. 10/- each representing 43.61% and the total promoters group share holding has increased from 17,78,755 Equity shares representing 29.65% to 31,58,882 Equity shares representing 52.65% of the total paid up Equity Share Capital and Voting Capital of BDL and therefore provisions of Regulation 11(1) of the Regulations have been attracted.

3.1.7 The purpose of this acquisition by the Acquirers is to consolidate their holding in the Target Company. As a result of acquisition, the provisions of Regulations 11(1) of the Regulations have been attracted and hence the Acquirers are making an offer to the Equity Shareholders of the Target Company in compliance with regulation 11(1) and other applicable provisions of the Regulations to acquire 12,00,000 Equity Shares (the "Open Offer Shares"), forming 20% of the paid up Equity Share Capital and Voting Capital of BDL at an offer price of Rs. 15.82 per Equity Share.

3.1.8 The highest price and the average price paid by the Acquirers for the Acquired Shares, being the only shares purchased in the Target Company by the Acquirers in the previous 12 months is Rs. 15.75 and Rs. 14.96 per share respectively.

3.1.9 The Acquirers belong to the promoter group of the Target Company which in aggregate along with other promoters hold 17,78,755 Equity Shares 29.65%. After this Acquisition, the Acquirers along with the holding of other promoters and PACs will increase to 31,58,882 Equity Shares representing 52.65% of the Paid up Equity Share Capital of BDL.

3.1.10 Dr. Sunil Gupta and Mrs. Rupal Gupta are the Acquirers in this open offer and there are no other persons acting in concert (PAC) with the Acquirers for the purpose of this offer.

3.1.11 As on date, the Acquirers do not have any plans to make changes in the Board of Directors of the Target Company pursuant to the Open Offer.

3.1.12 The Acquirers, the Promoters / Promoters group and the Target Company have not been prohibited by SEBI from dealing in securities, in terms of direction issued under section 11B of the SEBI Act, 1992 or under any of the Regulations made under the SEBI Act, 1992

3.1.13 The Manager to the Offer, Vivro Financial Services Private Limited, does not hold any Equity Share in the Target Company. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date of closure of offer.

3.1.14 The Equity Shares of "BDL" to be acquired, pursuant to the offer shall be, free from all lien, charges and encumbrances.

3.2 Details of the Proposed Offer:

3.2.1 The Public Announcement dated September 30, 2011 was made in the following newspapers, in accordance with Regulation 15 of SEBI (SAST) Regulations, 1997.

Newspapers	Language	Editions
Business Standard	English	All Edition
Business Standard	Hindi	All edition
Jansatta	Gujarati	Regional
Mumbai Laksdeep	Marathi	Regional

The Public Announcement dated September 30, 2011 is also available on SEBI website at **http:// www.sebi.gov.in**

3.2.2 The Acquirers are making this offer under Regulation 11 (1) of the SEBI (SAST) Regulations, 1997, consequent to the Bulk Deal referred to in paragraph 3.1.3 and 3.1.5 above to the public shareholders of BDL (other than the existing Promoters and Promoter Group of BDL) to acquire 12,00,000 fully paid-up Equity Shares of Rs. 10/- each representing 20% of the Post Issue Voting Equity Share Capital of BDL, at a price of Rs. 15.82 including interest of Rs. 0.07 paise per fully paid-up Equity Share (the "Offer Price") for the extended period of 15 days for opening of offer, payable in cash subject to terms and conditions mentioned hereinafter.

3.2.3 The offer is at a cash price of Rs. 15.82 including interest of Rs. 0.07 paise per fully paid up Equity Share. There is no differential pricing in the offer. There are no partly paid-up shares of BDL as on the date of this Letter of Offer.

3.2.4 The offer is not a competitive bid.

3.2.5 The offer is not conditional on any minimum level of acceptance.

3.2.6 The acquirers have not acquired any further shares of the Target Company after the date of PA i.e. September 30, 2011 till the date of this Letter of Offer.

3.2.7 The offer is not as a result of global acquisition resulting to indirect acquisition of the BDL.

3.2.8 The Offer is subject to the terms and conditions set out in this Letter of Offer.

3.2.9 The Offer may be withdrawn, in terms of Regulation 27 of the SEBI (SAST) Regulations, 1997, in the event the requisite statutory approval, if any, is refused. In the event of withdrawal, Public Announcement will be published in the same newspapers in which the original PA was published, indicating reason for withdrawal of the offer.

3.3 **Object of the Acquisition / Offer**

3.3.1 BDL was promoted by Dr. Sunil Gupta and family members, and accordingly the Target Company has been under the control of the Promoters. This offer is being made pursuant to acquisition of shares by the Acquirers through Bulk Deal on Bombay Stock Exchange Limited, Mumbai ("BSE") and in compliance to Regulation 11(1) of the SEBI (SAST) Regulations 1997, as explained in para 3.1.3 & 3.1.5 above, resulting in consolidation of holding of the Acquirers in BDL. This acquisition will not result in a change in control of the Target Company.

3.3.2. The Acquirers do not have any plans to dispose off or otherwise encumber any fixed assets of the Company in the succeeding two years from the date of the closure of the offer, except in the ordinary course of business.

4 **BACKGROUND OF THE ACQUIRERS**

4.1 **Dr. Sunil Gupta**

a. Dr. Sunil Gupta, s/o Shri Sitaram Gupta, aged 52 years, residing at No. 9, Sector III, Kalhaar Bungalows, Beyond Shilaj Village, Bopal Post, Ahmedabad – 380 058; Tel. No. 079-2684 1916, Fax: 079 – 2684 1914; E-mail id: drsunil@bloomdekor.com.

b. He holds a degree of MBBS from Gujarat University. He is Managing Director in Bloom Dekor Limited. He has around 27 years of experience in high pressure laminates manufacturing and export business.

c. He is a director in Suncare Traders Ltd. and is the promoter of Suncare Traders Ltd. and Karan Interiors Ltd. Further, he is not a director in any other listed company.

d. As on the date of the PA, he holds 2116774 fully paid up Equity Shares representing 35.28% of the issued, paid up and voting capital of the Target Company.

e. Details of earlier acquisition made by Mr. Sunil Gupta are disclosed in point no. 6.17 titled "Change in Equity Shareholding of Promoter Group and Status of Compliance" on page no. 18 of this Letter of Offer.

f. There has been no Non Compliance by Mr. Sunil Gupta under Chapter II of SEBI (SAST) Regulations 1997 except as disclosed in the table given at para 6.17.

g. There are no pending litigations against Mr. Sunil Gupta.

4.2 **Mrs. Rupal Gupta**

a. Mrs. Rupal Gupta, w/o Dr. Sunil Gupta, aged 50 years, residing at "No. 9, Sector- III, Kalhaar Bungalows, Beyond Shilaj Village, Bopal Post, Ahmedabad – 380 058; Tel.: 079 – 2684 1916, Fax: 079 – 2684 1914; E-mail id: drsunil@bloomdekor.com.

b. She holds a Bachelors degree in Commerce from Gujarat University. She is Whole Time Director in Bloom Dekor Limited. She has around 17 years of experience of general administration.

c. She is the promoter of Suncare Traders Ltd. and Karan Interiors Ltd. She is not a director in any other listed or unlisted company.

d. As on the date of the PA, she holds 499974 fully paid up Equity Shares representing 8.33% of the issued voting capital of the Target Company.

e. Details of earlier acquisition made by Mrs. Rupal Gupta are disclosed in point no. 6.17 titled “Change in Equity Shareholding of Promoter Group and Status of Compliance” on page no. 18 of this Letter of Offer.

f. There has been no Non Compliance by Mrs. Rupal Gupta under Chapter II of SEBI (SAST) Regulations 1997.

g. There are no pending litigations against Mrs. Rupal Gupta.

4.2.1 The Acquirers have not entered into any formal agreement with respect to the acquisition of shares through this Offer and are acting together under an informal understanding.

4.3 Mr. B.T. Vora, Proprietor of B.T. Vora & Co., Chartered Accountants, (Membership No: 13046), having office at 706, ‘Hemkoot’, Behind L.I.C Building, Ashram Road, Ahmedabad - 380 009, Tel. No. 079 – 26580814, Email: btvora@hotmail.com. vide report dated August 03, 2011 has certified the net worth of the Acquirers as under:

Sr. No.	Name of the Acquirer	Net worth as on 31-03-2011 (Rs. In Lakhs)
1	Dr. Sunil Gupta	934.76
2	Mrs. Rupal Gupta	536.19

4.4 **RELATIONSHIP AMONGST ACQUIRERS WITH EACH OTHER:**

Dr. Sunil Gupta is the husband of Mrs. Rupal Gupta.

4.4.1 The “Acquirers” have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B or any other regulation made under the SEBI Act, 1992.

4.4.2 The Acquirers are the promoters of the Target Company.

Promoters, Acquirers and other major shareholders of Target Company have generally complied with the provisions of Chapter II of the Regulations.

4.5 **Details of Companies promoted by the Acquirers:**

1. **Suncare Traders Limited (STL)**

STL was originally incorporated on January 22, 1997 with the Registrar of Companies, Gujarat as Suncare Traders Private Limited (STPL). The name was subsequently changed to Suncare Traders Limited on February 9, 2000. The Registered office of the Company is situated at 53/54/55, Sahajanand Estate, B/h Lalji Mulji Transport, Sarkhej- Bavla Road, Sanand Circle, Sarkhej, Ahmedabad – 382 210. The CIN of the Company is U51909GJ1997PLC031561.

STL is engaged in the business of dealers, traders, exporters, importers, consignors, consignees, agents, factors, brokers, wholesalers and retailers of all kinds, types, sizes of laminated decorative sheets.

Financials of Suncare Traders Limited (STL)

(Rs. in Lakhs)

Sr. No.	Particulars	2007-08 (Audited)	2008 – 09 (Audited)	2009-10 (Audited)	2010-11 (Audited)
1	Equity Capital	19.00	19.00	19.00	19.00
2	Reserves and Surplus	100.41	68.68	92.80	96.85
3	Total Income	767.49	732.75	792.48	675.03
4	Profit/(Loss) Before Tax	5.66	(29.72)	25.21	10.16
5	Profit/(Loss) After Tax	3.44	(31.73)	24.13	8.47
6	Earnings Per Share (EPS) in Rs.	1.81	(16.70)	12.70	4.46
7	Net Asset Value (NAV) in Rs.	62.85	46.15	58.84	60.97

The Company is not a sick company within the meaning of the provisions contained in section 3(1)(o) of the SICA.

2. **Karan Interiors Limited (KIL)**

KIL was originally incorporated on November 23, 1992 with the Registrar of Companies, Gujarat as Karan Holdings Private Limited (KHPL). The name was subsequently changed to Karan Holdings Limited because of the conversion from Private

Limited to Public Limited on April 15, 2011. The name was further changed to Karan Interiors Limited on April 19, 2011. The CIN of the Company is U20219GJ1992PLC018609.

The Registered office of the Company is situated at 2/F, Sumuel, Sarkhej- Gandhinagar Highway Road, Thaltej, Ahmedabad-380059.

KIL is engaged into the business of manufacture, develop wooden packing cases and to undertake architectural work, interior designers of all kinds of projects on turnkey basis.

Financials of Karan Interiors Ltd.

(Rs. in Lakhs)

Sr. No.	Particulars	2007-08 (Audited)	2008 – 09 (Audited)	2009-10 (Audited)	2010-11 (Audited)
1	Equity Capital	10.70	10.70	10.70	10.70
2	Reserves and Surplus	4.97	4.29	3.38	1.74
3	Total Income	2.23	2.03	1.91	1.89
4	Profit Before Tax	0.61	0.69	0.90	1.65
5	Profit After Tax	(0.54)	(0.69)	(0.90)	(1.65)
6	Earnings Per Share (EPS) in Rs.	(0.50)	(0.64)	(0.84)	(1.54)
7	Net Asset Value (NAV) in Rs.	14.65	14.01	13.16	11.62

The company is not a sick company within the meaning of the provisions contained in section 3(1)(o) of the SICA.

As on the date of this Letter of Offer, Dr. Sunil Gupta and Mrs. Rupal Gupta are on the Board of the Target Company. Pursuant to Regulation 22(9) of the Regulations, they undertake not to participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer

4.6 **DISCLOSURE IN TERMS OF REGULATION 16(ix)**

4.6.1 This offer is being made pursuant to acquisition of shares by the Acquirers under bulk deal and pursuant to Regulation 11(1) of the SEBI (SAST) Regulations 1997, as explained in para 3.1.3 & 3.1.5 above, resulting in consolidation of holding of the Acquirers in BDL. This acquisition will not result in a change in control of the Target Company.

4.6.2 In terms of Regulation 16(ix) the Acquirers do not have any plans to dispose off or otherwise encumber any fixed assets of the Company in the succeeding two years from the date of the closure of the offer, except in the ordinary course of business.

4.6.3 The acquirers hereby undertake that they will not sell, dispose of or otherwise encumber any substantial asset of the target company except with the prior approval of the shareholders.

4.7 **Future Plans / Strategies of the Acquirers with regard to the Target Company:**

a. BDL is engaged in the manufacturing of high pressure laminate sheets used in the furniture industry as well as interiors. The Company deals in laminated sheets whether paper, fabric and board based and also Decorative and industrial laminated sheets.

b. This offer is being made pursuant to acquisition of shares by the Acquirers under bulk deal on Bombay Stock Exchange Ltd. The Acquirers are making this offer to Public Shareholders of the Target Company in accordance with Regulation 11 (1) of the Regulations. This acquisition will not result in a change in control of the Target Company.

c. The Acquirers have undertaken that they do not have any plans to dispose off or otherwise encumber any asset of the Target Company in the next two years except in the ordinary course of business of BDL. However, the Acquirers undertake that they shall not sell, dispose off, or otherwise encumber any substantial assets of BDL except with prior approval of the shareholders of BDL and in accordance with and subject to applicable laws, permissions, contracts, etc.

5. **OPTION TO THE ACQUIRERES IN TERMS OF REGULATION 21(2) OF SEBI (SAST) REGULATIONS, 1997**

Upon completion of the Offer, assuming full acceptance under this Offer and the Shares acquired from open market the Acquirers along with the other members of promoter group will hold 43,58,882 equity shares constituting 72.65% of paid-up and voting capital of the Target Company and will not result in the public shareholding falling below the minimum limit specified in Clause 40A of the Listing Agreement i.e. 25% of its outstanding equity share and voting capital. Further, the Acquirers undertake that they will comply with the Listing Agreement for continuous listing of equity shares of the Target Company with BSE.

6. BACKGROUND OF THE TARGET COMPANY ("BLOOM DEKOR LIMITED"/ "BDL")

Brief History and Location of the Company

6.1 BDL was originally incorporated in the name of Bloom Decoratives Limited vide Certificate of Incorporation dated March 23, 1992 with the Registrar of Companies, Gujarat. The company received the Certificate for Commencement of Business on 1st April 1992. Further, the name of the company was changed to Bloom Dekor Limited vide fresh certificate of Incorporation dated November 13, 1992 issued by the Registrar of Companies, Gujarat. The CIN of company is L20210GJ1992PLC017341. BDL came with an Initial Public Offer of 23,65,000 Equity Shares of Rs. 10/- each for cash at par in the year 1993.

6.2 The equity shares were initially listed on the Bombay Stock Exchange Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE) The equity shares were delisted from the ASE w.e.f . 6th November 2006. Presently the shares of BDL are listed only on BSE.

6.3 The Head Office of the Company is situated at 2/F, Sumel, S.G. Highway Road, Thaltej, Ahmedabad - 380 059. Tel.: 079 – 2684 1916, Fax: 079 – 2684 1914, Email id: laminates@bloomdekor.com. The Regd. Office & Works is situated at Oran 267, Tal. Prantij, Dist.: Sabarkantha, National Highway No. 8, North Gujarat -383 205.Tel.:079-26841916, Fax No. 079-26841914, email id :laminates@bloomdekor.com.

6.4 BDL is engaged in the manufacturing of high pressure laminate sheets used in the furniture industry as well as interiors. The Company deals in laminated sheets whether paper, fabric and board based and also Decorative and industrial laminated sheets.

6.5 Share Capital Structure of BDL

The present Authorized Share Capital of the Company is Rs. 6,25,00,000/- (Rupees Six Crores Twenty Five Lacs Only) divided into 62,50,000 Equity Shares of Face Value of Rs. 10/- each. The present Issued, Subscribed and Paid up Capital of the company is Rs. 6,00,00,000/- (Rupees Six Crores Only) comprising of 60,00,000 Equity Shares of Face Value Rs. 10/- each fully paid up. There are no calls in arrears and no partly paid up shares in the Target Company.

The break up of Issued, Subscribed and Paid up Equity Share Capital is as follows:

Particulars	No. of shares	Face Value	Voting rights [%]
Fully Paid up Equity Shares	60,00,000	10	100
Partly Paid up Equity Shares	Nil	--	Nil
Total Paid up Equity Shares	60,00,000	10	100
Total Voting Rights in Target Company	60,00,000	10	100

6.6 Capital built-up of "BDL" since inception:

Allotment Date	No. of equity shares allotted	Percentage (%)	Face Value (Rs.)	Cumulative paid up capital (Rs.)	Consideration	Mode of allotment	Identity of Allottees (Promoters/ ex-Promoters/ Others)	Status of compliance*
23/03/1992	70	0.00%	10	700	Cash	Subscribers to MOA	Promoters & Others	Complied with
21-10-1992	146800	2.45%	10	1468700	Cash	Private Placement	Promoters & Others	Complied with
28-11-1992	117100	1.95%	10	2639700	Cash	Private Placement	Promoters & Others	Complied with
15-07-1993	296030	4.93%	10	5600000	Cash	Private Placement	Promoters & Others	Complied with
13-10-1993	325000	5.42%	10	8850000	Cash	Reserved for Preferential Allotment to GVFL in IPO	GVFL Venture Fund 1990	Complied with
18-11-1993	2365000	39.42%	10	32500000	Cash	IPO	Public Shareholders	Complied with
29-12-1994	(254700)	-4.25%	10	29953000	Forfeiture of Shares		Promoters & Others	Complied with
30-06-1998	254700*	4.25%	10	32500000	Re-Issue of the forfeited shares		Promoters & Others	Complied with
28-03-2007	2750000	45.83%	10	60000000	Cash	Allotment of Shares on Conversion of warrants	Promoters & Others	Complied with
TOTAL	**60,00,000**	**100%**						

**The status of compliance by the Target Company relating the capital build up is with respect to Companies Act 1956 and the other statutory requirements, as applicable*

6.7 There are no outstanding instruments in the nature of warrants/ fully convertible debentures/ partly convertible debentures etc. which are convertible into Equity Shares at any later date.

6.8 The Equity Shares of the Target Company were initially listed at the Bombay Stock Exchange Ltd (BSE) and Ahmedabad Stock Exchange Limited (ASE). However the shares were voluntarily delisted from ASE with effect from November 6, 2006. Presently the shares of BDL are listed on BSE. The trading in Equity Shares of the Target Company is not suspended at BSE at any time till date and no penal action has been taken against BDL.

6.9 BDL has complied with requirements of the Listing Agreement and no punitive action has been initiated by the stock exchanges where its Equity Shares are listed. The Company has been regular in paying the annual listing fees to the BSE and has paid the fees for the financial Year 2011 - 12.

6.10 The compliances under Chapter II of SEBI (SAST) Regulations, 1997 are applicable to the Acquirers and the Target Company and the timely disclosures as required have been made by the acquirers and the Target Company. In the absence of documentary evidence regarding disclosures made under Regulation 6(2) & 6(4) for the year 1997 and disclosures to BSE u/r 7(3) of the Regulations for the year 2003 by the Target Company the compliance status for the same could not be ascertained.

"SEBI may initiate suitable action against the target company for the non-compliances made under the required provisions for Chapter II of the SEBI (SAST) Regulations, 1997 for the year 1997 and 2003."

6.11 BDL has entered into a Tripartite Agreement with both the (NSDL & CDSL) Depositories for offering shares in dematerialized form and is traded in compulsory Demat mode. The marketable lot for the shares of BDL is 1 (one) only. The ISIN No. is INE253C01013.

6.12 There are no mergers / demergers / spin offs involving BDL during last 3 years.

6.13 BDL has confirmed that it has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulation made under the SEBI Act.

6.14 The composition of the Board of Directors as on the date of issue of the Public Announcement (September 30, 2011) is as under:

Name, Designation and Address / DIN	Date of Appointment	No. of Shares held in "BDL"	Qualification & Experience
Mr. Mayur Parikh **Non Executive Independent Chairman** H/62, Management Enclave, Nr. Nehru Park Road, Vastrapur, Ahmedabad - 380015 **DIN :** 00005646	15-08-1992	NIL	He is a Chartered Accountant from the Institute of Chartered Accountants of India. He has an experience of more than 24 years.
Dr. Sunil Gupta **Managing Director** No. 9, Sector – III, Kalhaar Bungalows, Beyond Shilaj Village, Bopal Post, Ahmedabad - 380058 **DIN :** 00012572	23-03-1992	2116774	He holds the degree of MBBS from Gujarat University. He has around 27 years of experience in high pressure laminates manufacturing and export business.
Mrs. Rupal Gupta **Whole Time Director** No. 9, Sector – III, Kalhaar Bunglows, Beyond Shilaj Village, Bopal Post, Ahmedabad - 380058 **DIN :** 00012611	23-03-1992	499974	She holds a Bachelors degree in Commerce from Gujarat University. She has around 17 years of experience of general administration
Mr. Chirag Mehta **Non Executive Independent Director** 17, Vardayani Apartments, Opp. Bank of Baroda, Paldi, Ahmedabad – 380007 **DIN :** 02500707	25-09-2009	NIL	He is an MBA (Finance, Accounting and Administration) He has more than 11 years of experience in diverse industry.

Mr. Karan Sunil Gupta **Executive Director** No. 9, Sector – III, Kalhaar Bunglows, Beyond Shilaj Village, Bopal Post, Ahmedabad - 380058 **DIN :** 03435462	12-02-2011	30,470	He holds the degree of B.Sc. in Computer Science (Hons) and has an experience of 1 year in undertaking overall activities of the Company.

Note: As on the date of the PA, Dr. Sunil Gupta and Mrs. Rupal Gupta are on the Board of the Target Company. Pursuant to regulation 22(9) of the Regulations, they have not participated and undertake not to participate in any matters concerning or relating to the Offer including any preparatory steps leading to the Offer.

6.15 Brief Audited Financials of BLOOM DEKOR LIMITED

(A) Profit & Loss Statement

(Rs. in Lakhs)

Particulars	**March 31, 2008 (Audited)**	**March 31, 2009 (Audited)**	**March 31, 2010 (Audited)**	**March 31, 2011 (Audited)**
Sales and Income from Operations	3,050.95	3,391.99	4,123.88	4302.65
Other Income	64.78	51.19	65.12	46.56
Increase/(Decrease) in Stock	177.12	35.36	269.51	343.96
Total Income	**3,292.85**	**3,478.54**	**4,458.51**	**4693.18**
Expenses				
Manufacturing, Administrative and other expenses	3,024.99	3,099.08	3,995.64	4367.98
Total	**3,024.99**	**3,099.08**	**3,995.64**	**4367.98**
Profit/(Loss) before Depreciation, Interest and Tax (PBIDT)	**267.86**	**379.46**	**462.87**	**325.2**
Depreciation	104.67	121.76	131.54	103.76
Interest	130.91	197.92	203.13	267.91
Profit/(Loss) before Tax (PBT)	**32.27**	**59.78**	**128.20**	**(46.49)**
Provision for Current Tax	-	-	19.06	-
Provision for Deferred Tax	28.84	19.70	25.37	(6.91)
Provision for FBT	2.00	2.40	-	-
MAT Credit Entitlement	-	-	(19.06)	-
Provision for Wealth Tax	0.46	0.17	0.03	0.08
Add: Excess provision of FBT w/off	-	(0.87)	0.98	2.68
Profit/(Loss) for the year	**0.97**	**38.39**	**101.82**	**(42.35)**
Less: Prior Period Adjustments	0.54	7.44	0.31	14.00
Less: Previous Year's Deferred Tax	-	-	-	-
Profit/(Loss) after adjustments	**0.43**	**30.94**	**101.51**	**(56.35)**
Profit/(Loss) carried forward from earlier years	591.65	592.08	623.02	**724.53**
Net Profit transferred to Balance Sheet	**592.08**	**623.02**	**724.53**	**668.18**

(B) **Balance Sheet**

(Rs. in Lakhs)

Particulars	**March 31, 2008 (Audited)**	**March 31, 2009 (Audited)**	**March 31, 2010 (Audited)**	**March 31, 2011 (Audited)**
Sources of Funds:				
Paid up Equity Share Capital	600.00	600.00	600.00	600.00
Reserves& Surplus	885.74	929.22	1,030.73	974.38
Net worth	**1485.74**	**1,529.22**	**1,630.73**	**1574.38**
Secured Loans	1,189.65	1,354.11	1444.37	1958.75
Unsecured Loans	20.09	29.27	58.77	83.25
Deferred Tax Liability	127.61	147.31	172.68	165.77
Total	**2,823.09**	**3,059.92**	**3,306.55**	**3782.15**
Application of Funds:				
Net Fixed Assets	1,487.07	1,477.79	1,558.99	1590.16
Investments	0.17	0.17	0.17	0.11
Net Current Assets	1,335.85	1,581.96	1747.39	2191.87
Deferred Tax Asset	-	-	-	-
Total	**2,823.09**	**3,059.92**	**3,306.55**	**3782.15**

(C) Other Financial Data

Other Financial Data	**March 31, 2008 (Audited)**	**March 31, 2009 (Audited)**	**March 31, 2010 (Audited)**	**March 31, 2011 (Audited)**
Dividend (%)	Nil	Nil	Nil	Nil
EPS (Rs.)	0.01	0.52	1.69	(0.94)
Return on Net worth (%)	0.03%	2.02%	6.23%	-
Book value per Share (Rs.)	24.76	25.49	27.18	26.24

(Source: Based on the Audited Balance Sheet of BDL for the year ended March 31, 2008, March 31, 2009, March 31, 2010 and March 31, 2011)

The formulas are:

EPS = Profit after Tax / Outstanding Equity Shares

Book Value per Share = Net worth/ Outstanding Equity Shares

Return on Net worth (%) = (Profit After Tax / Net worth)*100

Note: There is no change in the accounting policy in last 3 financial years:

A) SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Accounting:

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

2. Use of Estimates:

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

3. Fixed Assets:

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

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

4. Inventories:

a) Finished Goods are valued at lower at 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 & Firewood / Lignite are valued at cost inclusive of freight & incidental expenses. Cost is arrived at on FIFO Basis and is net of modvat credit and input VAT.

d) Stock lying at C&F Agent is valued at cost plus excise, packing, freight and octroi, if any.

5. Foreign Currency Transactions:

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

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

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

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

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

7. Retirement Benefits:

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

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

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

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

8. Sales & Purchases:

a) Domestic Sale:

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

b) Export Sales:

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

c) Purchases:

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

d) Expenses:

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

9. Prior Period items:

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

10. Depreciation

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

11. Events Occurring after Balance Sheet Date:

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

12. Borrowing Costs:

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

13. Taxation:

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

14. Contingent Liabilities and Assets:

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

15. Segment Reporting

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

16. Impairment:

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

Comparison and Reasons for fall/rise in total income and profit after tax:

Financial Year 2008-09 vis-à-vis Financial Year 2007-08

The total income of the Target Company during the Financial Year 2008-09 was Rs. 3478.54 lacs as compared to Rs. 3292.85 lacs during the Financial Year 2007-08. The increase in the turnover was due to marginal increase in the business activity. The Company incurred Profit After Tax for the Financial Year 2008-09 of Rs. 38.39 lacs as compared to Profit After Tax of Rs. 0.97 lacs for the financial 2007-08. The increase in profit is due to increase of the total income of the Company.

Financial Year 2009-10 vis-à-vis Financial Year 2008-09

The total income of the Target Company during the Financial Year 2009-10 was Rs. 4458.51 lacs as compared to Rs. 3478.54 lacs during the Financial Year 2008-09. The Profit After Tax for the Financial Year 2009-10 was Rs. 101.82 lacs as compared to Profit After Tax of Rs. 38.39 lacs for the Financial Year 2008-09. There was an increase of total income as well as of profit due to increase in the business activity.

Financial Year 2010-11 vis-à-vis Financial Year 2009-10

The total income of the Target Company during the Financial Year 2010-11 was Rs. 4693.18 lacs as compared to Rs. 4458.51 lacs during the Financial Year 2009-10. The Company incurred loss of Rs. (42.35) lacs for the Financial Year 2010-11 as compared to Profit After Tax of Rs. 101.82 lacs for the Financial Year 2009-10. The loss in the year 2010-11 was due to increase of Manufacturing & Administrative Expenses and Interest Expenses during the year.

6.16 Pre and Post- Offer Share Holding Pattern of "BDL" as on the date of Letter of Offer:

	Pre & Post Offer Shareholding Pattern of BDL as on date of Draft Letter Of Offer							
	Shareholding & voting rights prior to the Agreement /acquisition and offer		**Shares / voting rights agreed to be acquired which triggered off the Regulations.**		**Shares/ voting rights to be acquired in open offer (Assuming full acceptances)**		**Share holding / voting rights after the acquisition and offer**	
Shareholders Category	**A**		**B**		**C**		**A+B+C=D**	
	Nos	**%**	**Nos**	**%**	**Nos**	**%**	**Nos**	**%**
1. Promoter Group								
a) Parties to the agreement								
Dr.Sunil Gupta	1069647	17.83	1047127	17.45	1200000	20	Individual Break Up Not available as it will be finalised post offer	
Mrs.Rupal Gupta	166974	2.78	333000	5.55				
Total (a)	**1236621**	**20.61**	**1380127**	**23.00**	**1200000**	**20**	**3816748**	**63.61**
b) Promoters other than 'a' above								
Sunil Gupta (HUF)	134760	2.25	0	0	0	0	134760	2.25
Anika Gupta	245794	4.10	0	0	0	0	245794	4.10
Dr. Ramesh Shah	10	0.00	0	0	0	0	10	0.00
Mr.Sharad Gupta	3100	0.05	0	0	0	0	3100	0.05
Karan Holding Pvt Ltd	128000	2.13	0	0	0	0	128000	2.13
Karan Gupta	30470	0.51	0	0	0	0	30470	0.51
Total (b)	**542134**	**9.04**	**0**	**0**	**0**	**0**	**542134**	**9.04**
Total (1)(a+ b)	**1778755**	**29.65**	**1380127**	**23.00**	**1200000**	**20.00**	**4358882**	**72.65**
2. Acquirers								
a. Main Acquirers:	Same as in point 1(a)							
b PACs	NA							
Total (2) (a+ b)	0	0	0	0	0	0	0	0
3. Parties to Agreement other than 1 (a) & 2 above	NA							
4. Public (other than parties to agreement, acquirers & PACs)	NIL							
a) FI s / MF s/ FI s / Banks, SFI s (indicate names)	NIL							
b) Others	4221245	70.35	-1380127	-23.00	-1200000	-20.00	1641118	27.35
Total (4) (a + b)	4221245	70.35	-1380127	-23.00	-1200000	-20.00	1641118	27.35
Grand Total(1+2+3+4)	**6000000**	**100.00**	**0**	**0.00**	**0**	**0.00**	**6000000**	**100.00**

There are 3153 shareholders under the public category as on the date of PA

6.17 Change in Equity Shareholding of Promoter Group and Status of Compliance:

Date of Transaction	Identity of Allottee(s)/ Acquirer(s)/ Seller(s)	Mode of Allotment/Acquisition/Sold	Allotted Shareholding of the allottee(s)/ Acquirer(s)/ Seller(s) before the instant allotment/ Purchase/ Sale	% of Allotted Shareholding sale of the allottee(s)/ Acquirer(s)/ Seller(s) before the instant allotment/ Purchase// Sale	No. of shares allotted/ acquired// Sold	% of total voting capital of Target Company of the shares allotted/ acquired/ sold	Shareholding of the allottee(s) after the instant allotment/ purchase// Sale	% of allotted Shareholding of the allottee(s) after the instant allotment/ purchase// Sale	Shareholding of the Promoter Group before the instant allotment/ purchase/ sale	% Shareholding of the Promoter Group before the instant allotment/ purchase/ sale	Shareholding of the Promoter Group after the instant allotment/ purchase/ sale	% Shareholding of the Promoter Group after the instant allotment/ purchase/ sale	Status of compliance with applicable regulations including SAST (if yes, mention how compliance was achieved; if not explain why not)
1997-98													
VariousDates(#)	Mrs. Rupal Gupta	Open Market	79310	2.65	70000	2.34	149310	4.98	456170	15.23	526170	17.57	Non compliance with regulation 11(1) Since Acquirers have acquired 12.99 % (389210 shares) during the 12 months from date of 1st transaction and the limit was 2% from 20.02.97 to 27.10.98
	Dr. Sunil Gupta (HUF)	Open Market	350	0.01	70000	2.34	70350	2.35	526170	17.57	596170	19.90	
	Dr. Sunil Gupta	Open Market	221510	7.40	215600	7.20	437110	14.59	596170	19.90	811770	27.10	
	Suncare Traders Pvt. Ltd.	Open Market	0	0.00	14100	0.47	14100	0.47	811770	27.10	825870	27.57	
	Mr. Sharad Gupta	Open Market	0	0.00	19500	0.65	19500	0.65	825870	27.57	845370	28.22	
	Mr. Ramesh Shah	Open Market	0	0.00	10	0.00	10	0.00	845370	28.22	845380	28.22	
1998-99													
10/4/1998	Mrs Rupal Gupta	Open Market	149310	4.59	18800	0.63	168110	5.22	845380	26.01	864180	26.64	Non compliance with regulation 11(1) Since Acquirers have acquired 7.12 % (229800 shares) during the 12 months from date of 1st transaction and the limit was 2% from 20.02.97 to 27.10.98
30/06/1998	Dr.Sunil Gupta	Reissue of Forfetied Shares	437110	13.45	30500	0.94	467610	14.39	864180	26.59	894680	27.53	
30/06/1998	Mrs Rupal Gupta	Reissue of Forfetied Shares	168110	5.17	32500	1.00	200610	6.17	894680	27.53	927180	28.53	
30/06/1998	Suncare Traders Ltd	Reissue of Forfetied Shares	14100	0.43	148000	4.55	162100	4.99	927180	28.53	1075180	33.08	
21/12/1998	Mrs Rupal Gupta	Open Market	200610	6.17	20700	0.64	221310	6.81	1075180	33.08	1095880	33.72	Non compliance with regulation 11(1) Since Acquirers have acquired 12.54 % (407700 shares) during the 12 months from date of 1st transactiom and the limit was 5% from 27.10.98 to 23.10.01
Various Dates(#)	Dr.Sunil Gupta	Open Market	467610	14.39	58600	1.80	526210	16.19	1095880	33.72	1154480	35.52	
1999-00													
Various Dates(#)	Dr. Sunil Gupta	Open Market	526210	16.19	127990	3.94	654200	20.13	1154480	35.52	1282470	39.46	
	Mrs. Rupal Gupta	Open Market	221310	6.81	7500	0.23	228810	7.04	1282470	39.46	1289970	39.69	
	Sunil Gupta HUF	Open Market	70350	2.16	94210	2.90	164560	5.06	1289970	39.69	1384180	42.59	
	Suncare Traders Ltd.	Open Market	162100	4.99	45400	1.40	207500	6.38	1384180	42.59	1429580	43.99	
	Mr. Sharad Gupta	Open Market	19500	0.60	53300	1.64	72800	2.24	1429580	43.99	1482880	45.63	
2000-01													
No Transaction													
2001-02													
Various Dates(#)	Dr. Sunil Gupta	Open Market	654200	20.13	15764	0.49	669964	20.61	1482880	45.63	1498644	46.11	No compliance required under SEBI (SAST) Regulation 1997
11/9/2001	Mr.Mayur Parikh	Open Market	0	0.00	500	0.02	500	0.02	1498644	46.11	1499144	46.13	
11/10/2001	Mr.Sharad Gupta	Open Market	72800	2.24	-400	-0.01	72400	2.23	1499144	46.13	1498744	46.12	
25/03/2002	Mr.Sharad Gupta	Open Market	72400	2.23	-100	-0.00	72300	2.22	1498744	46.12	1498644	46.11	
2002-03													
Various Dates (#)	Dr.Sunil Gupta	Open Market	669964	20.61	91718	2.82	761682	23.44	1498644	46.11	1590362	48.93	No compliance required under SEBI (SAST) Regulation 1997
12/2/2003	Mrs. Rupal Gupta	Open Market	228810	7.04	900	0.03	229710	7.07	1590362	48.93	1591262	48.96	
19/02/2003	Mr. Sharad Gupta	Open Market	72300	2.22	-1700	-0.05	70600	2.17	1591262	48.96	1589562	48.91	
31/3/2003	Mrs. Rupal Gupta	Open Market	229710	7.07	200	0.01	229910	7.07	1589562	48.91	1589762	48.92	
2003-04													
24/4/2003	Anik Holdings Pvt. Ltd.	Open Market	50000	1.54	-20000	-0.62	30000	0.92	1589762	48.92	1569762	48.30	No compliance required under SEBI (SAST) Regulation 1997
25/4/2003	Anik Holdings Pvt. Ltd.	Open Market	30000	0.92	-15000	-0.46	15000	0.46	1569762	48.30	1554762	47.84	
25/4/2003	Mrs. Rupal Gupta	Open Market	229910	7.07	600	0.02	230510	7.09	1554762	47.84	1555362	47.86	
26/4/2003	Anik Holdings Pvt. Ltd.	Open Market	15000	0.46	-15000	-0.46	0	0.00	1555362	47.86	1540362	47.40	
8/7/2003	Dr.Sunil Gupta	Open Market	761682	23.44	-8500	-0.26	753182	23.17	1540362	47.40	1531862	47.13	
9/7/2003	Dr.Sunil Gupta	Open Market	753182	23.17	3005	0.09	756187	23.27	1531862	47.13	1534867	47.23	
3/9/2003	Mr.Sharad Gupta	Open Market	70600	2.17	-300	-0.01	70300	2.16	1534867	47.23	1534567	47.22	
16/10/2003	Karan Holding Pvt Ltd	Open Market	105000	3.23	1000	0.03	106000	3.26	1534567	47.22	1535567	47.25	
24/11/2003	Dr.Sunil Gupta	Open Market	756187	23.27	2500	0.08	758687	23.34	1535567	47.25	1538067	47.33	
31/12/2003	Mr.Sharad Gupta	Open Market	70300	2.16	-800	-0.02	69500	2.14	1538067	47.33	1537267	47.30	
23/3/2004	Karan Holding Pvt Ltd	Open Market	106000	3.26	5000	0.15	111000	3.42	1537267	47.30	1542267	47.45	
24/3/2004	Karan Holding Pvt Ltd	Open Market	111000	3.42	5000	0.15	116000	3.57	1542267	47.45	1547267	47.61	
25/3/2004	Karan Holding Pvt Ltd	Open Market	116000	3.57	7000	0.22	123000	3.78	1547267	47.61	1554267	47.82	
26/3/2004	Karan Holding Pvt Ltd	Open Market	123000	3.78	5000	0.15	128000	3.94	1554267	47.82	1559267	47.98	

2004-05													
9/4/2004	Mrs. Rupal Gupta	Open Market	230510	7.09	10000	0.31	240510	7.40	1559267	47.98	1569267	48.29	No compliance required under SEBI (SAST) Regulation 1997
16/04/2004	Dr.Sunil Gupta	Open Market	758687	23.34	1100	0.03	759787	23.38	1569267	48.29	1570367	48.32	
19/04/2004	Dr.Sunil Gupta	Open Market	759787	23.38	-100	-0.00	759687	23.37	1570367	48.32	1570267	48.32	
19/05/2004	Dr.Sunil Gupta	Open Market	759687	23.37	200	0.01	759887	23.38	1570267	48.32	1570467	48.32	
24/05/2004	Dr.Sunil Gupta	Open Market	759887	23.38	200	0.01	760087	23.39	1570467	48.32	1570667	48.33	
14/06/2004	Dr.Sunil Gupta	Open Market	760087	23.39	400	0.01	760487	23.40	1570667	48.33	1571067	48.34	
15/06/2004	Dr.Sunil Gupta	Open Market	760487	23.40	400	0.01	760887	23.41	1571067	48.34	1571467	48.35	
8/7/2004	Dr.Sunil Gupta	Open Market	760887	23.41	1400	0.04	762287	23.45	1571467	48.35	1572867	48.40	
14/07/2004	Dr.Sunil Gupta	Open Market	762287	23.45	400	0.01	762687	23.47	1572867	48.40	1573267	48.41	
27/07/2004	Dr.Sunil Gupta	Open Market	762687	23.47	5000	0.15	767687	23.62	1573267	48.41	1578267	48.56	
2/8/2004	Dr.Sunil Gupta	Open Market	767687	23.62	300	0.01	767987	23.63	1578267	48.56	1578567	48.57	
27/09/2004	Dr.Sunil Gupta	Open Market	767987	23.63	4900	0.15	772887	23.78	1578567	48.57	1583467	48.72	
28/09/2004	Dr.Sunil Gupta	Open Market	772887	23.78	2500	0.08	775387	23.86	1583467	48.72	1585967	48.80	
4/10/2004	Dr.Sunil Gupta	Open Market	775387	23.86	3500	0.11	778887	23.97	1585967	48.80	1589467	48.91	
5/10/2004	Dr.Sunil Gupta	Open Market	778887	23.97	1300	0.04	780187	24.01	1589467	48.91	1590767	48.95	
14/10/2004	Dr.Sunil Gupta	Open Market	780187	24.01	3190	0.10	783377	24.10	1590767	48.95	1593957	49.04	
20/10/2004	Dr.Sunil Gupta	Open Market	783377	24.10	1000	0.03	784377	24.13	1593957	49.04	1594957	49.08	
1/1/2005	Mr.Sharad Gupta	Open Market	69500	2.14	-200	-0.01	69300	2.13	1594957	49.08	1594757	49.07	
5/1/2005	Dr.Sunil Gupta	Open Market	784377	24.13	6515	0.20	790892	24.34	1594757	49.07	1601272	49.27	
12/1/2005	Dr.Sunil Gupta	Open Market	790892	24.34	2600	0.08	793492	24.42	1601272	49.27	1603872	49.35	
12/1/2005	Mrs. Rupal Gupta	Open Market	240510	7.40	1900	0.06	242410	7.46	1603872	49.35	1605772	49.41	
13/1/2005	Mrs. Rupal Gupta	Open Market	242410	7.46	1600	0.05	244010	7.51	1605772	49.41	1607372	49.46	
27/01/2005	Mrs. Rupal Gupta	Open Market	244010	7.51	500	0.02	244510	7.52	1607372	49.46	1607872	49.47	
27/01/2005	Dr.Sunil Gupta	Open Market	793492	24.42	500	0.02	793992	24.43	1607872	49.47	1608372	49.49	
28/01/2005	Mrs. Rupal Gupta	Open Market	244510	7.52	1100	0.03	245610	7.56	1608372	49.49	1609472	49.52	
1/2/2005	Mrs. Rupal Gupta	Open Market	245610	7.56	1740	0.05	247350	7.61	1609472	49.52	1611212	49.58	
2/2/2005	Dr.Sunil Gupta	Open Market	793992	24.43	1159	0.04	795151	24.47	1611212	49.58	1612371	49.61	
22/2/2005	Mr.Sharad Gupta	Open Market	69300	2.13	-500	-0.02	68800	2.12	1612371	49.61	1611871	49.60	
24/02/2005	Mr.Sharad Gupta	Open Market	68800	2.12	-100	-0.00	68700	2.11	1611871	49.60	1611771	49.59	
22/03/2005	Mrs. Rupal Gupta	Open Market	247350	7.61	-25000	-0.77	222350	6.84	1611771	49.59	1586771	48.82	
22/03/2005	Dr.Sunil Gupta (HUF)	Open Market	164560	5.06	-5000	-0.15	159560	4.91	1586771	48.82	1581771	48.67	
2005-06													
7/4/2005	Mr.Mayur Parikh	Open Market	500	0.02	-500	-0.02	0	0.00	1581771	48.67	1581271	48.65	Complied with Regulation 7(1A) of SEBI (SAST) Regulation 1997
12/4/2005	Mrs. Rupal Gupta	Open Market	222350	6.84	-6100	-0.19	216250	6.65	1581271	48.65	1575171	48.47	
15/04/2005	Mrs. Rupal Gupta	Open Market	216250	6.65	-2105	-0.06	214145	6.59	1575171	48.47	1573066	48.40	
19/04/2005	Mrs. Rupal Gupta	Open Market	214145	6.59	-7705	-0.24	206440	6.35	1573066	48.40	1565361	48.16	
21/04/2005	Mrs. Rupal Gupta	Open Market	206440	6.35	-75575	-2.33	130865	4.03	1565361	48.16	1489786	45.84	
21/04/2005	Dr.Sunil Gupta (HUF)	Open Market	159560	4.91	-25000	-0.77	134560	4.14	1489786	45.84	1464786	45.07	
19/05/2005	Suncare Traders Ltd	Open Market	207500	6.38	-207500	-6.38	0	0.00	1464786	45.07	1257286	38.69	
22/6/2005	Dr.Sunil Gupta	Open Market	795151	24.47	2800	0.09	797951	24.55	1257286	38.69	1260086	38.77	
6/9/2005	Mrs. Rupal Gupta	Open Market	130865	4.03	-38438	-1.18	92427	2.84	1260086	38.77	1221648	37.59	
7/10/2005	Mr.Sharad Gupta	Open Market	68700	2.11	-100	-0.00	68600	2.11	1221648	37.59	1221548	37.59	
2006-07													
18/04/2006	Mrs. Rupal Gupta	Open Market	92427	2.84	1124	0.03	93551	2.88	1221548	37.59	1222672	37.62	Complied with SEBI Preferential Issue Guidelines . In the absence of documentary evidence regarding Intimation to BSE u/r 7(1A) Non compliance under the same could not be ascertained . Listing permission for the shares allotted on Conversion of Warrants, was granted by BSE
19/04/2006	Mrs. Rupal Gupta	Open Market	93551	2.88	3250	0.10	96801	2.98	1222672	37.62	1225922	37.72	
24/04/2006	Mrs. Rupal Gupta	Open Market	96801	2.98	2134	0.07	98935	3.04	1225922	37.72	1228056	37.79	
25/04/2006	Mrs. Rupal Gupta	Open Market	98935	3.04	2200	0.07	101135	3.11	1228056	37.79	1230256	37.85	
27/04/2006	Mrs. Rupal Gupta	Open Market	101135	3.11	1500	0.05	102635	3.16	1230256	37.85	1231756	37.90	
2/6/2006	Mrs. Rupal Gupta	Open Market	102635	3.16	7163	0.22	109798	3.38	1231756	37.90	1238919	38.12	
5/6/2006	Mrs. Rupal Gupta	Open Market	109798	3.38	7234	0.22	117032	3.60	1238919	38.12	1246153	38.34	
6/6/2006	Mrs. Rupal Gupta	Open Market	117032	3.60	1100	0.03	118132	3.63	1246153	38.34	1247253	38.38	
7/6/2006	Mrs. Rupal Gupta	Open Market	118132	3.63	1500	0.05	119632	3.68	1247253	38.38	1248753	38.42	
9/6/2006	Mrs. Rupal Gupta	Open Market	119632	3.68	190	0.01	119822	3.69	1248753	38.42	1248943	38.43	
12/6/2006	Mrs. Rupal Gupta	Open Market	119822	3.69	29	0.00	119851	3.69	1248943	38.43	1248972	38.43	
13/06/2006	Mrs. Rupal Gupta	Open Market	119851	3.69	640	0.02	120491	3.71	1248972	38.43	1249612	38.45	
14/06/2006	Mrs. Rupal Gupta	Open Market	120491	3.71	200	0.01	120691	3.71	1249612	38.45	1249812	38.46	
15/06/2006	Mrs. Rupal Gupta	Open Market	120691	3.71	2000	0.06	122691	3.78	1249812	38.46	1251812	38.52	
21/06/2006	Mrs. Rupal Gupta	Open Market	122691	3.78	2000	0.06	124691	3.84	1251812	38.52	1253812	38.58	
28/07/2006	Mrs. Rupal Gupta	Open Market	124691	3.84	500	0.02	125191	3.85	1253812	38.58	1254312	38.59	
31/07/2006	Mrs. Rupal Gupta	Open Market	125191	3.85	500	0.02	125691	3.87	1254312	38.59	1254812	38.61	
1/8/2006	Mrs. Rupal Gupta	Open Market	125691	3.87	1000	0.03	126691	3.90	1254812	38.61	1255812	38.64	
3/8/2006	Mrs. Rupal Gupta	Open Market	126691	3.90	348	0.01	127039	3.91	1255812	38.64	1256160	38.65	
7/8/2006	Mrs. Rupal Gupta	Open Market	127039	3.91	500	0.02	127539	3.92	1256160	38.65	1256660	38.67	
9/8/2006	Mrs. Rupal Gupta	Open Market	127539	3.92	100	0.00	127639	3.93	1256660	38.67	1256760	38.67	
14/08/2006	Mrs. Rupal Gupta	Open Market	127639	3.93	200	0.01	127839	3.93	1256760	38.67	1256960	38.68	
22/08/2006	Mrs. Rupal Gupta	Open Market	127839	3.93	285	0.01	128124	3.94	1256960	38.68	1257245	38.68	
23/08/2006	Mrs. Rupal Gupta	Open Market	128124	3.94	175	0.01	128299	3.95	1257245	38.68	1257420	38.69	
24/08/2006	Mrs. Rupal Gupta	Open Market	128299	3.95	525	0.02	128824	3.96	1257420	38.69	1257945	38.71	

25/08/2006	Mrs. Rupal Gupta	Open Market	128824	3.96	200	0.01	129024	3.97	1257945	38.71	1258145	38.71	
31/08/2006	Mrs. Rupal Gupta	Open Market	129024	3.97	200	0.01	129224	3.98	1258145	38.71	1258345	38.72	
1/9/2006	Mrs. Rupal Gupta	Open Market	129224	3.98	300	0.01	129524	3.99	1258345	38.72	1258645	38.73	
12/9/2006	Mrs. Rupal Gupta	Open Market	129524	3.99	213	0.01	129737	3.99	1258645	38.73	1258858	38.73	
13/09/2006	Mrs. Rupal Gupta	Open Market	129737	3.99	1000	0.03	130737	4.02	1258858	38.73	1259858	38.76	
14/09/2006	Mrs. Rupal Gupta	Open Market	130737	4.02	1055	0.03	131792	4.06	1259858	38.76	1260913	38.80	
15/09/2006	Mrs. Rupal Gupta	Open Market	131792	4.06	1650	0.05	133442	4.11	1260913	38.80	1262563	38.85	
18/09/2006	Mrs. Rupal Gupta	Open Market	133442	4.11	200	0.01	133642	4.11	1262563	38.85	1262763	38.85	
19/09/2006	Mrs. Rupal Gupta	Open Market	133642	4.11	25	0.00	133667	4.11	1262763	38.85	1262788	38.86	
22/09/2006	Mrs. Rupal Gupta	Open Market	133667	4.11	450	0.01	134117	4.13	1262788	38.86	1263238	38.87	
25/09/2006	Mrs. Rupal Gupta	Open Market	134117	4.13	400	0.01	134517	4.14	1263238	38.87	1263638	38.88	
26/09/2006	Mrs. Rupal Gupta	Open Market	134517	4.14	210	0.01	134727	4.15	1263638	38.88	1263848	38.89	
3/10/2006	Mrs. Rupal Gupta	Open Market	134727	4.15	200	0.01	134927	4.15	1263848	38.89	1264048	38.89	
5/10/2006	Mrs. Rupal Gupta	Open Market	134927	4.15	600	0.02	135527	4.17	1264048	38.89	1264648	38.91	
30/10/2006	Mrs. Rupal Gupta	Open Market	135527	4.17	350	0.01	135877	4.18	1264648	38.91	1264998	38.92	
1/11/2006	Mrs. Rupal Gupta	Open Market	135877	4.18	10	0.00	135887	4.18	1264998	38.92	1265008	38.92	
3/11/2006	Mrs. Rupal Gupta	Open Market	135887	4.18	400	0.01	136287	4.19	1265008	38.92	1265408	38.94	
9/11/2006	Mrs. Rupal Gupta	Open Market	136287	4.19	4548	0.14	140835	4.33	1265408	38.94	1269956	39.08	
10/11/2006	Mrs. Rupal Gupta	Open Market	140835	4.33	925	0.03	141760	4.36	1269956	39.08	1270881	39.10	
13/11/2006	Mrs. Rupal Gupta	Open Market	141760	4.36	700	0.02	142460	4.38	1270881	39.10	1271581	39.13	
14/11/2006	Mrs. Rupal Gupta	Open Market	142460	4.38	1100	0.03	143560	4.42	1271581	39.13	1272681	39.16	
15/11/2006	Mrs. Rupal Gupta	Open Market	143560	4.42	1900	0.06	145460	4.48	1272681	39.16	1274581	39.22	
16/11/2006	Mrs. Rupal Gupta	Open Market	145460	4.48	1377	0.04	146837	4.52	1274581	39.22	1275958	39.26	
22/11/2006	Mrs. Rupal Gupta	Open Market	146837	4.52	375	0.01	147212	4.53	1275958	39.26	1276333	39.27	
24/11/2006	Mrs. Rupal Gupta	Open Market	147212	4.53	100	0.00	147312	4.53	1276333	39.27	1276433	39.27	
28/11/2006	Mrs. Rupal Gupta	Open Market	147312	4.53	2000	0.06	149312	4.59	1276433	39.27	1278433	39.34	
1/12/2006	Mrs. Rupal Gupta	Open Market	149312	4.59	50	0.00	149362	4.60	1278433	39.34	1278483	39.34	
7/12/2006	Mrs. Rupal Gupta	Open Market	149362	4.60	110	0.00	149472	4.60	1278483	39.34	1278593	39.34	
8/12/2006	Mrs. Rupal Gupta	Open Market	149472	4.60	1100	0.03	150572	4.63	1278593	39.34	1279693	39.38	
11/12/2006	Mrs. Rupal Gupta	Open Market	150572	4.63	100	0.00	150672	4.64	1279693	39.38	1279793	39.38	
12/12/2006	Mrs. Rupal Gupta	Open Market	150672	4.64	959	0.03	151631	4.67	1279793	39.38	1280752	39.41	
13/12/2006	Mrs. Rupal Gupta	Open Market	151631	4.67	1276	0.04	152907	4.70	1280752	39.41	1282028	39.45	
15/12/2006	Mrs. Rupal Gupta	Open Market	152907	4.70	450	0.01	153357	4.72	1282028	39.45	1282478	39.46	
21/12/2006	Mrs. Rupal Gupta	Open Market	153357	4.72	2370	0.07	155727	4.79	1282478	39.46	1284848	39.53	
9/2/2007	Mrs. Rupal Gupta	Open Market	155727	4.79	2697	0.08	158424	4.87	1284848	39.53	1287545	39.62	
14/02/2007	Mrs. Rupal Gupta	Open Market	158424	4.87	500	0.02	158924	4.89	1287545	39.62	1288045	39.63	
15/02/2007	Mrs. Rupal Gupta	Open Market	158924	4.89	2700	0.08	161624	4.97	1288045	39.63	1290745	39.72	
23/02/2007	Mrs. Rupal Gupta	Open Market	161624	4.97	1950	0.06	163574	5.03	1290745	39.72	1292695	39.78	
5/3/2007	Mrs. Rupal Gupta	Open Market	163574	5.03	300	0.01	163874	5.04	1292695	39.78	1292995	39.78	
6/3/2007	Mrs. Rupal Gupta	Open Market	163874	5.04	1700	0.05	165574	5.09	1292995	39.78	1294695	39.84	
23/03/2007	Mrs. Rupal Gupta	Open Market	165574	2.76	1400	0.04	166974	2.80	1294695	39.84	1296095	39.88	
28-3-2007	Dr. Sunil Gupta	Allotment on conversion of Warrants	797951	13.30	250000	4.17	1047951	17.47	1296095	21.60	1546095	25.77	
28-3-2007	Ms. Anika Gupta	Allotment on conversion of Warrants	0	0.00	50000	0.83	50000	0.83	1546095	25.77	1596095	26.60	
						2007-08							
5/4/2007	Anika Gupta	Open Market	50000	0.83	4489	0.07	54489	0.91	1596095	26.60	1600584	26.68	No compliance required under SEBI (SAST) Regulation 1997
10/4/2007	Anika Gupta	Open Market	54489	0.91	100	0.00	54589	0.91	1600584	26.68	1600684	26.68	
11/4/2007	Anika Gupta	Open Market	54589	0.91	642	0.01	55231	0.92	1600684	26.68	1601326	26.69	
12/4/2007	Anika Gupta	Open Market	55231	0.92	100	0.00	55331	0.92	1601326	26.69	1601426	26.69	
13/4/2007	Anika Gupta	Open Market	55331	0.92	398	0.01	55729	0.93	1601426	26.69	1601824	26.70	
17/4/2007	Anika Gupta	Open Market	55729	0.93	1000	0.02	56729	0.95	1601824	26.70	1602824	26.71	
20/4/2007	Anika Gupta	Open Market	56729	0.95	150	0.00	56879	0.95	1602824	26.71	1602974	26.72	
23/4/2007	Anika Gupta	Open Market	56879	0.95	1967	0.03	58846	0.98	1602974	26.72	1604941	26.75	
25/4/2007	Anika Gupta	Open Market	58846	0.98	1650	0.03	60496	1.01	1604941	26.75	1606591	26.78	
26/4/2007	Anika Gupta	Open Market	60496	1.01	100	0.00	60596	1.01	1606591	26.78	1606691	26.78	
30/4/2007	Anika Gupta	Open Market	60596	1.01	198	0.00	60794	1.01	1606691	26.78	1606889	26.78	
3/5/2007	Anika Gupta	Open Market	60794	1.01	3120	0.05	63914	1.07	1606889	26.78	1610009	26.83	
4/5/2007	Anika Gupta	Open Market	63914	1.07	1010	0.02	64924	1.08	1610009	26.83	1611019	26.85	
7/5/2007	Anika Gupta	Open Market	64924	1.08	1056	0.02	65980	1.10	1611019	26.85	1612075	26.87	
14/5/2007	Anika Gupta	Open Market	65980	1.10	200	0.00	66180	1.10	1612075	26.87	1612275	26.87	
17/5/2007	Anika Gupta	Open Market	66180	1.10	533	0.01	66713	1.11	1612275	26.87	1612808	26.88	
23/5/2007	Anika Gupta	Open Market	66713	1.11	4123	0.07	70836	1.18	1612808	26.88	1616931	26.95	
28/5/2007	Anika Gupta	Open Market	70836	1.18	700	0.01	71536	1.19	1616931	26.95	1617631	26.96	
3/7/2007	Anika Gupta	Open Market	71536	1.19	1500	0.03	73036	1.22	1617631	26.96	1619131	26.99	
8/8/2007	Dr. Sunil Gupta	Open Market	1047951	17.47	100	0.00	1048051	17.47	1619131	26.99	1619231	26.99	
6/9/2007	Dr. Sunil Gupta	Open Market	1048051	17.47	500	0.01	1048551	17.48	1619231	26.99	1619731	27.00	

12/9/2007	Dr. Sunil Gupta	Open Market	1048551	17.48	2250	0.04	1050801	17.51	1619731	27.00	1621981	27.03	
14/09/2007	Dr. Sunil Gupta	Open Market	1050801	17.51	1500	0.03	1052301	17.54	1621981	27.03	1623481	27.06	
17/09/2007	Dr. Sunil Gupta	Open Market	1052301	17.54	500	0.01	1052801	17.55	1623481	27.06	1623981	27.07	
18/09/2007	Dr. Sunil Gupta	Open Market	1052801	17.55	500	0.01	1053301	17.56	1623981	27.07	1624481	27.07	
19/09/2007	Dr. Sunil Gupta	Open Market	1053301	17.56	2150	0.04	1055451	17.59	1624481	27.07	1626631	27.11	
20/09/2007	Dr. Sunil Gupta	Open Market	1055451	17.59	500	0.01	1055951	17.60	1626631	27.11	1627131	27.12	
24/09/2007	Dr. Sunil Gupta	Open Market	1055951	17.60	1200	0.02	1057151	17.62	1627131	27.12	1628331	27.14	
8/10/2007	Dr. Sunil Gupta	Open Market	1057151	17.62	546	0.01	1057697	17.63	1628331	27.14	1628877	27.15	
9/10/2007	Dr. Sunil Gupta	Open Market	1057697	17.63	600	0.01	1058297	17.64	1628877	27.15	1629477	27.16	
10/10/2007	Dr. Sunil Gupta	Open Market	1058297	17.64	200	0.00	1058497	17.64	1629477	27.16	1629677	27.16	
11/10/2007	Dr. Sunil Gupta	Open Market	1058497	17.64	200	0.00	1058697	17.64	1629677	27.16	1629877	27.16	
17/10/2007	Dr. Sunil Gupta	Open Market	1058697	17.64	350	0.01	1059047	17.65	1629877	27.16	1630227	27.17	
19/10/2007	Dr. Sunil Gupta	Open Market	1059047	17.65	100	0.00	1059147	17.65	1630227	27.17	1630327	27.17	
1/11/2007	Dr. Sunil Gupta	Open Market	1059147	17.65	600	0.01	1059747	17.66	1630327	27.17	1630927	27.18	
5/11/2007	Dr. Sunil Gupta	Open Market	1059747	17.66	200	0.00	1059947	17.67	1630927	27.18	1631127	27.19	
6/11/2007	Dr. Sunil Gupta	Open Market	1059947	17.67	500	0.01	1060447	17.67	1631127	27.19	1631627	27.19	
7/12/2007	Dr. Sunil Gupta	Open Market	1060447	17.67	500	0.01	1060947	17.68	1631627	27.19	1632127	27.20	
18-12-2007	Dr. Sunil Gupta	Open Market	1060947	17.68	-1000	-0.02	1059947	17.67	1632127	27.20	1631127	27.19	
20-12-2007	Dr. Sunil Gupta	Open Market	1059947	17.67	-2000	-0.03	1057947	17.63	1631127	27.19	1629127	27.15	
18/1/2008	Dr. Sunil Gupta	Open Market	1057947	17.63	5500	0.09	1063447	17.72	1629127	27.15	1634627	27.24	
23/01/2008	Dr. Sunil Gupta	Open Market	1063447	17.72	6200	0.10	1069647	17.83	1634627	27.24	1640827	27.35	
23/1/2008	Anika Gupta	Open Market	73036	1.22	197	0.00	73233	1.22	1640827	27.35	1641024	27.35	
24/1/2008	Anika Gupta		73233	1.22	504	0.01	73737	1.23	1641024	27.35	1641528	27.36	
31/1/2008	Anika Gupta	Open Market	73737	1.23	1000	0.02	74737	1.25	1641528	27.36	1642528	27.38	
1/2/2008	Anika Gupta	Open Market	74737	1.25	2000	0.03	76737	1.28	1642528	27.38	1644528	27.41	
4/2/2008	Karan Gupta	Open Market	0	0.00	2000	0.03	2000	0.03	1644528	27.41	1646528	27.44	
5/2/2008	Karan Gupta	Open Market	2000	0.03	200	0.00	2200	0.04	1646528	27.44	1646728	27.45	
7/2/2008	Anika Gupta	Open Market	76737	1.28	100	0.00	76837	1.28	1646728	27.45	1646828	27.45	
11/2/2008	Karan Gupta	Open Market	2200	0.04	500	0.01	2700	0.05	1646828	27.45	1647328	27.46	
12/2/2008	Karan Gupta	Open Market	2700	0.05	250	0.00	2950	0.05	1647328	27.46	1647578	27.46	
13/2/2008	Karan Gupta	Open Market	2950	0.05	82	0.00	3032	0.05	1647578	27.46	1647660	27.46	
14/2/2008	Karan Gupta	Open Market	3032	0.05	818	0.01	3850	0.06	1647660	27.46	1648478	27.47	
15/2/2008	Karan Gupta	Open Market	3850	0.06	700	0.01	4550	0.08	1648478	27.47	1649178	27.49	
21/2/2008	Karan Gupta	Open Market	4550	0.08	200	0.00	4750	0.08	1649178	27.49	1649378	27.49	
25/2/2008	Karan Gupta	Open Market	4750	0.08	61	0.00	4811	0.08	1649378	27.49	1649439	27.49	
26/2/2008	Karan Gupta	Open Market	4811	0.08	1000	0.02	5811	0.10	1649439	27.49	1650439	27.51	
28/2/2008	Karan Gupta	Open Market	5811	0.10	1100	0.02	6911	0.12	1650439	27.51	1651539	27.53	
29/2/2008	Karan Gupta	Open Market	6911	0.12	600	0.01	7511	0.13	1651539	27.53	1652139	27.54	
5/3/2008	Anika Gupta	Open Market	76837	1.28	3000	0.05	79837	1.33	1652139	27.54	1655139	27.59	
5/3/2008	Karan Gupta	Open Market	7511	0.13	499	0.01	8010	0.13	1655139	27.59	1655638	27.59	
7/3/2008	Anika Gupta	Open Market	79837	1.33	1001	0.02	80838	1.35	1655638	27.59	1656639	27.61	
14/3/2008	Karan Gupta	Open Market	8010	0.13	501	0.01	8511	0.14	1656639	27.61	1657140	27.62	
25/3/2008	Anika Gupta	Open Market	80838	1.35	351	0.01	81189	1.35	1657140	27.62	1657491	27.62	
27/3/2008	Anika Gupta	Open Market	81189	1.35	2	0.00	81191	1.35	1657491	27.62	1657493	27.62	
2008-09													
24/4/2008	Anika Gupta	Open Market	81191	1.35	400	0.01	81591	1.36	1657493	27.62	1657893	27.63	No compliance required under SEBI (SAST) Regulation 1997
11/7/2008	Anika Gupta	Open Market	81591	1.36	6149	0.10	87740	1.46	1657893	27.63	1664042	27.73	
14/7/2008	Anika Gupta	Open Market	87740	1.46	100	0.00	87840	1.46	1664042	27.73	1664142	27.74	
23/7/2008	Anika Gupta	Open Market	87840	1.46	300	0.01	88140	1.47	1664142	27.74	1664442	27.74	
4/8/2008	Anika Gupta	Open Market	88140	1.47	80	0.00	88220	1.47	1664442	27.74	1664522	27.74	
7/8/2008	Karan Gupta	Open Market	8511	0.14	480	0.01	8991	0.15	1664522	27.74	1665002	27.75	
21/8/2008	Anika Gupta	Open Market	88220	1.47	1000	0.02	89220	1.49	1665002	27.75	1666002	27.77	
8/9/2008	Anika Gupta	Open Market	89220	1.49	3019	0.05	92239	1.54	1666002	27.77	1669021	27.82	
11/9/2008	Anika Gupta	Open Market	92239	1.54	1258	0.02	93497	1.56	1669021	27.82	1670279	27.84	
12/9/2008	Anika Gupta	Open Market	93497	1.56	1000	0.02	94497	1.57	1670279	27.84	1671279	27.85	
15/9/2008	Anika Gupta	Open Market	94497	1.57	100	0.00	94597	1.58	1671279	27.85	1671379	27.86	
16/9/2008	Anika Gupta	Open Market	94597	1.58	1099	0.02	95696	1.59	1671379	27.86	1672478	27.87	
17/9/2008	Anika Gupta	Open Market	95696	1.59	400	0.01	96096	1.60	1672478	27.87	1672878	27.88	
18/9/2008	Anika Gupta	Open Market	96096	1.60	2498	0.04	98594	1.64	1672878	27.88	1675376	27.92	
19/9/2008	Anika Gupta	Open Market	98594	1.64	50	0.00	98644	1.64	1675376	27.92	1675426	27.92	
22/9/2008	Anika Gupta	Open Market	98644	1.64	99	0.00	98743	1.65	1675426	27.92	1675525	27.93	
23/9/2008	Anika Gupta	Open Market	98743	1.65	100	0.00	98843	1.65	1675525	27.93	1675625	27.93	
3/10/2008	Anika Gupta	Open Market	98843	1.65	5999	0.10	104842	1.75	1675625	27.93	1681624	28.03	
6/10/2008	Anika Gupta	Open Market	104842	1.75	7479	0.12	112321	1.87	1681624	28.03	1689103	28.15	
31/10/2008	Anika Gupta	Open Market	112321	1.87	500	0.01	112821	1.88	1689103	28.15	1689603	28.16	
3/11/2008	Anika Gupta	Open Market	112821	1.88	500	0.01	113321	1.89	1689603	28.16	1690103	28.17	
4/11/2008	Anika Gupta	Open Market	113321	1.89	250	0.00	113571	1.89	1690103	28.17	1690353	28.17	
5/11/2008	Anika Gupta	Open Market	113571	1.89	900	0.02	114471	1.91	1690353	28.17	1691253	28.19	
6/11/2008	Anika Gupta	Open Market	114471	1.91	2000	0.03	116471	1.94	1691253	28.19	1693253	28.22	
7/11/2008	Anika Gupta	Open Market	116471	1.94	1976	0.03	118447	1.97	1693253	28.22	1695229	28.25	

10/11/2008	Anika Gupta	Open Market	118447	1.97	500	0.01	118947	1.98	1695229	28.25	1695729	28.26	
18/11/2008	Anika Gupta	Open Market	118947	1.98	3500	0.06	122447	2.04	1695729	28.26	1699229	28.32	
21/11/2008	Anika Gupta	Open Market	122447	2.04	1150	0.02	123597	2.06	1699229	28.32	1700379	28.34	
24/11/2008	Anika Gupta	Open Market	123597	2.06	300	0.01	123897	2.06	1700379	28.34	1700679	28.34	
4/12/2008	Anika Gupta	Open Market	123897	2.06	299	0.00	124196	2.07	1700679	28.34	1700978	28.35	
8/12/2008	Anika Gupta	Open Market	124196	2.07	6499	0.11	130695	2.18	1700978	28.35	1707477	28.46	
11/12/2008	Anika Gupta	Open Market	130695	2.18	633	0.01	131328	2.19	1707477	28.46	1708110	28.47	
22/12/2008	Anika Gupta	Open Market	131328	2.19	100	0.00	131428	2.19	1708110	28.47	1708210	28.47	
26/12/2008	Anika Gupta	Open Market	131428	2.19	35	0.00	131463	2.19	1708210	28.47	1708245	28.47	
29/12/2008	Anika Gupta	Open Market	131463	2.19	100	0.00	131563	2.19	1708245	28.47	1708345	28.47	
30/12/2008	Anika Gupta	Open Market	131563	2.19	600	0.01	132163	2.20	1708345	28.47	1708945	28.48	
1/1/2009	Anika Gupta	Open Market	132163	2.20	650	0.01	132813	2.21	1708945	28.48	1709595	28.49	
2/1/2009	Anika Gupta	Open Market	132813	2.21	1100	0.02	133913	2.23	1709595	28.49	1710695	28.51	
5/1/2009	Anika Gupta	Open Market	133913	2.23	2000	0.03	135913	2.27	1710695	28.51	1712695	28.54	
6/1/2009	Anika Gupta	Open Market	135913	2.27	1000	0.02	136913	2.28	1712695	28.54	1713695	28.56	
7/1/2009	Anika Gupta	Open Market	136913	2.28	2000	0.03	138913	2.32	1713695	28.56	1715695	28.59	
12/1/2009	Anika Gupta	Open Market	138913	2.32	1555	0.03	140468	2.34	1715695	28.59	1717250	28.62	
14/1/2009	Anika Gupta	Open Market	140468	2.34	10	0.00	140478	2.34	1717250	28.62	1717260	28.62	
28/1/2009	Anika Gupta	Open Market	140478	2.34	2550	0.04	143028	2.38	1717260	28.62	1719810	28.66	
29/1/2009	Anika Gupta	Open Market	143028	2.38	500	0.01	143528	2.39	1719810	28.66	1720310	28.67	
10/2/2009	Anika Gupta	Open Market	143528	2.39	400	0.01	143928	2.40	1720310	28.67	1720710	28.68	
16/2/2009	Anika Gupta	Open Market	143928	2.40	40	0.00	143968	2.40	1720710	28.68	1720750	28.68	
19/2/2009	Anika Gupta	Open Market	143968	2.40	5000	0.08	148968	2.48	1720750	28.68	1725750	28.76	
20/2/2009	Anika Gupta	Open Market	148968	2.48	5000	0.08	153968	2.57	1725750	28.76	1730750	28.85	
25/2/2009	Anika Gupta	Open Market	153968	2.57	5000	0.08	158968	2.65	1730750	28.85	1735750	28.93	
26/2/2009	Anika Gupta	Open Market	158968	2.65	5000	0.08	163968	2.73	1735750	28.93	1740750	29.01	
27/2/2009	Anika Gupta	Open Market	163968	2.73	7500	0.13	171468	2.86	1740750	29.01	1748250	29.14	
3/3/2009	Anika Gupta	Open Market	171468	2.86	500	0.01	171968	2.87	1748250	29.14	1748750	29.15	
14-3-2009	Sunil Gupta HUF	Off Market	134560	2.24	200	0.00	134760	2.25	1748750	29.15	1748950	29.15	
16/3/2009	Anika Gupta	Open Market	171968	2.87	35	0.00	172003	2.87	1748950	29.15	1748985	29.15	
2009-10													
1/4/2009	Karan Gupta	Open Market	8991	0.15	200	0.00	9191	0.15	1748985	29.15	1749185	29.15	No compliance required under SEBI (SAST) Regulation 1997
1/4/2009	Anika Gupta	Open Market	172003	2.87	500	0.01	172503	2.88	1749185	29.15	1749685	29.16	
8/4/2009	Anika Gupta	Open Market	172503	2.88	100	0.00	172603	2.88	1749685	29.16	1749785	29.16	
21/4/2009	Anika Gupta	Open Market	172603	2.88	650	0.01	173253	2.89	1749785	29.16	1750435	29.17	
23/4/2009	Anika Gupta	Open Market	173253	2.89	2500	0.04	175753	2.93	1750435	29.17	1752935	29.22	
24/4/2009	Anika Gupta	Open Market	175753	2.93	6050	0.10	181803	3.03	1752935	29.22	1758985	29.32	
27/4/2009	Anika Gupta	Open Market	181803	3.03	1000	0.02	182803	3.05	1758985	29.32	1759985	29.33	
4/5/2009	Anika Gupta	Open Market	182803	3.05	5250	0.09	188053	3.13	1759985	29.33	1765235	29.42	
5/5/2009	Anika Gupta	Open Market	188053	3.13	3500	0.06	191553	3.19	1765235	29.42	1768735	29.48	
6/5/2009	Anika Gupta	Open Market	191553	3.19	1000	0.02	192553	3.21	1768735	29.48	1769735	29.50	
7/5/2009	Anika Gupta	Open Market	192553	3.21	1099	0.02	193652	3.23	1769735	29.50	1770834	29.51	
8/5/2009	Anika Gupta	Open Market	193652	3.23	2000	0.03	195652	3.26	1770834	29.51	1772834	29.55	
11/5/2009	Anika Gupta	Open Market	195652	3.26	500	0.01	196152	3.27	1772834	29.55	1773334	29.56	
19/5/2009	Anika Gupta	Open Market	196152	3.27	63	0.00	196215	3.27	1773334	29.56	1773397	29.56	
20/5/2009	Anika Gupta	Open Market	196215	3.27	1180	0.02	197395	3.29	1773397	29.56	1774577	29.58	
25/5/2009	Anika Gupta	Open Market	197395	3.29	1970	0.03	199365	3.32	1774577	29.58	1776547	29.61	
26/5/2009	Anika Gupta	Open Market	199365	3.32	3000	0.05	202365	3.37	1776547	29.61	1779547	29.66	
28/5/2009	Anika Gupta	Open Market	202365	3.37	638	0.01	203003	3.38	1779547	29.66	1780185	29.67	
1/6/2009	Anika Gupta	Open Market	203003	3.38	10	0.00	203013	3.38	1780185	29.67	1780195	29.67	
14-07-2009	Mr. Sharad Gupta	Open Market	68600	1.14	-65500	-1.09	3100	0.05	1780195	29.67	1714695	28.58	
26/11/2009	Karan Gupta	Open Market	9191	0.15	800	0.01	9991	0.17	1714695	28.58	1715495	28.59	
7/12/2009	Karan Gupta	Open Market	9991	0.17	100	0.00	10091	0.17	1715495	28.59	1715595	28.59	
22/2/2010	Anika Gupta	Open Market	203013	3.38	200	0.00	203213	3.39	1715595	28.59	1715795	28.60	
23/2/2010	Anika Gupta	Open Market	203213	3.39	700	0.01	203913	3.40	1715795	28.60	1716495	28.61	
24/2/2010	Anika Gupta	Open Market	203913	3.40	100	0.00	204013	3.40	1716495	28.61	1716595	28.61	
3/3/2010	Anika Gupta	Open Market	204013	3.40	100	0.00	204113	3.40	1716595	28.61	1716695	28.61	
10/3/2010	Anika Gupta	Open Market	204113	3.40	1000	0.02	205113	3.42	1716695	28.61	1717695	28.63	
11/3/2010	Anika Gupta	Open Market	205113	3.42	200	0.00	205313	3.42	1717695	28.63	1717895	28.63	
15/3/2010	Anika Gupta	Open Market	205313	3.42	500	0.01	205813	3.43	1717895	28.63	1718395	28.64	
2010-11													
6/4/2010	Anika Gupta	Open Market	205813	3.43	100	0.00	205913	3.43	1718395	28.64	1718495	28.64	No compliance required under SEBI (SAST) Regulation 1997
7/4/2010	Anika Gupta	Open Market	205913	3.43	50	0.00	205963	3.43	1718495	28.64	1718545	28.64	
14/05/2010	Anika Gupta	Open Market	205963	3.43	2823	0.05	208786	3.48	1718545	28.64	1721368	28.69	
17/05/2010	Anika Gupta	Open Market	208786	3.48	2500	0.04	211286	3.52	1721368	28.69	1723868	28.73	
18/05/2010	Anika Gupta	Open Market	211286	3.52	1	0.00	211287	3.52	1723868	28.73	1723869	28.73	
21/05/2010	Anika Gupta	Open Market	211287	3.52	1000	0.02	212287	3.54	1723869	28.73	1724869	28.75	
25/05/2010	Anika Gupta	Open Market	212287	3.54	1000	0.02	213287	3.55	1724869	28.75	1725869	28.76	
26/05/2010	Anika Gupta	Open Market	213287	3.55	1725	0.03	215012	3.58	1725869	28.76	1727594	28.79	
27/05/2010	Karan Gupta	Open Market	10091	0.17	5000	0.08	15091	0.25	1727594	28.79	1732594	28.88	

28/05/2010	Anika Gupta	Open Market	215012	3.58	500	0.01	215512	3.59	1732594	28.88	1733094	28.88	
1/6/2010	Anika Gupta	Open Market	215512	3.59	13950	0.23	229462	3.82	1733094	28.88	1747044	29.12	
3/6/2010	Anika Gupta	Open Market	229462	3.82	2000	0.03	231462	3.86	1747044	29.12	1749044	29.15	
4/6/2010	Karan Gupta	Open Market	15091	0.25	2000	0.03	17091	0.28	1749044	29.15	1751044	29.18	
7/6/2010	Anika Gupta	Open Market	231462	3.86	500	0.01	231962	3.87	1751044	29.18	1751544	29.19	
17/6/2010	Karan Gupta	Open Market	17091	0.28	500	0.01	17591	0.29	1751544	29.19	1752044	29.20	
28/06/2010	Karan Gupta	Open Market	17591	0.29	200	0.00	17791	0.30	1752044	29.20	1752244	29.20	
29/6/2010	Anika Gupta	Open Market	231962	3.87	660	0.01	232622	3.88	1752244	29.20	1752904	29.22	
2/7/2010	Karan Gupta	Open Market	17791	0.30	100	0.00	17891	0.30	1752904	29.22	1753004	29.22	
12/7/2010	Karan Gupta	Open Market	17891	0.30	3207	0.05	21098	0.35	1753004	29.22	1756211	29.27	
13/7/2010	Karan Gupta	Open Market	21098	0.35	2800	0.05	23898	0.40	1756211	29.27	1759011	29.32	
15/7/2010	Karan Gupta	Open Market	23898	0.40	1235	0.02	25133	0.42	1759011	29.32	1760246	29.34	
21/7/2010	Karan Gupta	Open Market	25133	0.42	1325	0.02	26458	0.44	1760246	29.34	1761571	29.36	
27/7/2010	Karan Gupta	Open Market	26458	0.44	2912	0.05	29370	0.49	1761571	29.36	1764483	29.41	
4/8/2010	Karan Gupta	Open Market	29370	0.49	100	0.00	29470	0.49	1764483	29.41	1764583	29.41	
6/8/2010	Karan Gupta	Open Market	29470	0.49	1000	0.02	30470	0.51	1764583	29.41	1765583	29.43	
10/8/2010	Anika Gupta	Open Market	232622	3.88	1767	0.03	234389	3.91	1765583	29.43	1767350	29.46	
12/8/2010	Anika Gupta	Open Market	234389	3.91	45	0.00	234434	3.91	1767350	29.46	1767395	29.46	
30/08/2010	Anika Gupta	Open Market	234434	3.91	882	0.01	235316	3.92	1767395	29.46	1768277	29.47	
6/9/2010	Anika Gupta	Open Market	235316	3.92	24	0.00	235340	3.92	1768277	29.47	1768301	29.47	
13/09/2010	Anika Gupta	Open Market	235340	3.92	200	0.00	235540	3.93	1768301	29.47	1768501	29.48	
15/09/2010	Anika Gupta	Open Market	235540	3.93	425	0.01	235965	3.93	1768501	29.48	1768926	29.48	
22/09/2010	Anika Gupta	Open Market	235965	3.93	99	0.00	236064	3.93	1768926	29.48	1769025	29.48	
27/09/2010	Anika Gupta	Open Market	236064	3.93	1100	0.02	237164	3.95	1769025	29.48	1770125	29.50	
28/09/2010	Anika Gupta	Open Market	237164	3.95	150	0.00	237314	3.96	1770125	29.50	1770275	29.50	
4/10/2010	Anika Gupta	Open Market	237314	3.96	-600	-0.01	236714	3.95	1770275	29.50	1769675	29.49	
18/11/2010	Anika Gupta	Open Market	236714	3.95	-500	-0.01	236214	3.94	1769675	29.49	1769175	29.49	
25/11/2010	Anika Gupta	Open Market	236214	3.94	500	0.01	236714	3.95	1769175	29.49	1769675	29.49	
23/12/2010	Anika Gupta	Open Market	236714	3.95	100	0.00	236814	3.95	1769675	29.49	1769775	29.50	
24/12/2010	Anika Gupta	Open Market	236814	3.95	250	0.00	237064	3.95	1769775	29.50	1770025	29.50	
27/12/2010	Anika Gupta	Open Market	237064	3.95	1295	0.02	238359	3.97	1770025	29.50	1771320	29.52	
31/12/2010	Anika Gupta	Open Market	238359	3.97	70	0.00	238429	3.97	1771320	29.52	1771390	29.52	
3/1/2011	Anika Gupta	Open Market	238429	3.97	60	0.00	238489	3.97	1771390	29.52	1771450	29.52	
4/1/2011	Anika Gupta	Open Market	238489	3.97	390	0.01	238879	3.98	1771450	29.52	1771840	29.53	
5/1/2011	Anika Gupta	Open Market	238879	3.98	1015	0.02	239894	4.00	1771840	29.53	1772855	29.55	
12/1/2011	Anika Gupta	Open Market	239894	4.00	100	0.00	239994	4.00	1772855	29.55	1772955	29.55	
20/1/2011	Anika Gupta	Open Market	239994	4.00	800	0.01	240794	4.01	1772955	29.55	1773755	29.56	
2011-12													
5/4/2011	Anika Gupta	Open Market	240794	4.01	5000	0.08	245794	4.10	1773755	29.56	1778755	29.65	Complied with SEBI (SAST) Regulation 1997. Open Offer is under process. Complied with Regulation 7(1A) of SEBI (SAST) Regulations 1997
30-09-2011	Dr. Sunil Gupta	Open Market/Bulk Deal	1069647	17.83	1047127	17.45	2116774	35.28	1778755	29.65	2825882	47.10	
30-09-2011	Mrs. Rupal Gupta	Open Market/Bulk Deal	166974	2.78	333000	5.55	499974	8.33	2825882	47.10	3158882	52.65	

Note

(#) - In the absence of availability of dates of transaction we have taken the details from filings made with the BSE by the company u/r 8(3) of SEBI (SAST) Regulation,1997.

"SEBI may initiate suitable action against the promoters of the target company for the non-compliances made under the required provisions for Chapter III of the SEBI (SAST) Regulations, 1997 for the year 1997-98, 1998-99 and 1999-2000."

6.18 Status of Corporate Governance:

The Company has complied with the conditions of Corporate Governance as envisaged under Clause 49 of the Listing Agreement, Statutory Auditors, Mr. B.T. Vora, Proprietor of B.T. Vora & Co., Chartered Accountants, (Membership No: 13046), having office at 706, 'Hemkoot', Behind L.I.C Building, Ashram Road, Ahmedabad - 380 009, Tel. No. 079 – 2658 0814, Email: btvora@hotmail.com of the Company vide his certificate dated 31-05-2011 has certified compliance of conditions of corporate governance; this certificate is attached with annual report of the Target Company for the year ended March 31, 2011.

6.19 Status of Pending Litigation as on date of the Letter of Offer :

There is no pending litigation against the Target Company as on date of this Letter of Offer

6.20 Details of Compliance Officer of the Target Company as follows:

Compliance Officer:
Mr. Rajkumar Chaudhary
Compliance Officer
Address: 2/F, Sumel, S G Highway,
Thaltej, Ahmedabad - 380059
Tel: 079 – 2684 1916
Fax: 079 – 8684 1914
E-mail: laminates@bloomdekor.com

6.21 As on date there are no Equity Shares which are issued and are required to be listed on BSE.

7 OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

7.1.1 The Equity Shares of BDL are presently listed on the Bombay Stock Exchange Limited (BSE). The annualized trading turnover during the preceding six calendar months ending August 2011 at the Stock Exchange where the shares of BDL are listed is as follows:

Name of Stock Exchange	Total No. of Shares traded during the 6 calendar months prior to the month of PA (March 2011 to August 2011)	Total No. of Listed Shares	Trading turnover (in terms of % of total listed shares)	Annualized trading turnover (in terms of % of total listed shares)
BSE	30,942	60,00,000	0.52%	1.03%

7.1.2 Based on the information available, as the annualized Trading turnover of the Equity Shares of BDL is less than 5% of the total number of listed shares at BSE, therefore Equity shares of BDL are deemed to be infrequently traded at BSE within the meaning of Explanation (i) to Regulation 20 (5) of the SEBI (SAST) Regulations, 1997 and therefore the Offer Price has been determined taking into account the following parameters:

a.	Negotiated Price / Highest Price agreed to be paid	Rs. 15.75
b.	Highest Price paid by the Acquirers for acquisitions including by way of allotment in a public or rights or preferential issue during the 26 weeks prior to the date of Public Announcement	Rs. 15.75
c.	Other Parameters	Based on Audited Financials for the year ended **March 31, 2011**
	Return on Net worth (%)	-
	Book Value per share (Rs.)	Rs. 26.24
	Earnings Per Share (Rs.)	(0.94)
	Industry Average P/E Multiple*	16.7*

* **(**Source: Dalal Street (Vol. XXVI. No. 20 dated 25th September 2011) – Laminates Industry)

As the shares of the "Target Company" are deemed to be infrequently traded, the Acquirers have obtained a share valuation certificate dated September 26,2011 from Mr. B. T. Vora, Proprietor of B. T. Vora & Co., Chartered Accountants, (Membership No: 13046), having office at 706, 'Hemkoot', Behind L.I.C Building, Ashram Road, Ahmedabad - 380 009, Tel. No. 079 – 2658 0814, Email: btvora@hotmail.com. They have computed the Fair Value of Equity Shares of the Company on the basis of the decision of the Hon'ble Supreme Court of India in the case of Hindustan Lever Employee Union v. Hindustan Lever Limited, (1995) (83 Comp Cases 30), with due regard to the erstwhile CCI Formula for valuation of shares and the Fair Value has been calculated at Rs. 12.70 taking weighted average of the following three methods:

1. Net Asset Value Method - Value per Share under NAV Method – INR 26.24

2. Profit Earning Capacity Value (PECV) Method - Value per share under PECV Method – INR 3.73
3. Market Value Method- Value per share under Market value method – INR 14.91

Considering the Supreme Court's Decision in the case of Hindustan Lever Employees Union Vs. Hindustan Lever Limited (1995) reported at (83 Company Cases 30) wherein the Apex Court has opined that the Fair Value of a Listed Company could be assessed based on the following weights. The relevant extracts of the report is stated as under:

Valuation Method	Value per Share (INR)	Weight age	Weighted Value per Share (INR)
Book Value Method	26.24	1	26.24
PECV Method	3.73	2	7.46
Market Price Method	14.91	2	29.82
Weighted Value per Share (INR)			**12.70**

Therefore, in the case under reference, the fair value per share is Rs. 12.70 per Equity share.

7.1.3 Hence the Offer price of Rs 15.82 including interest of Rs. 0.07 paise (Rupees Fifteen and Paise Eighty Two Only) for each fully paid up equity shares of face value of Rs 10/- each are justified in terms of Regulation 20(5) of SEBI (SAST) Regulations, 1997.

7.1.4 Based on the above and in the opinion of the Manager to the Offer and the Acquirers, the Offer Price is justified in terms of the Regulation 20(11).

7.1.5 If the Acquirers acquire shares in the open market or through negotiations, after the date of Public Announcement and up to seven working days prior to the closure of the offer at a price higher than the offer price stated herein, the highest price paid for such acquisition shall be payable for all shares tendered and accepted under this offer as per Regulation 20 (7) of the Takeover Regulations.

7.1.6 There is no non-compete agreement hence no non-compete fee has been paid. No compensation either directly or indirectly is being given to the sellers (i.e. those selling shares under the SPA) apart from the consideration specifically mentioned in this Letter of Offer.

7.1.7 The Acquirers have not acquired any equity shares of BDL from the date of PA up to the date of the Letter of Offer.

7.2 Financial Arrangements:

7.2.1 The Acquirers have adequate financial resources to meet the financial requirements of the Offer. The Acquirers have made firm financial arrangements in terms of Regulation 16 (xiv) for the resources required to complete the offer in terms of the SEBI (SAST) Regulations, 1997. The acquisition is to be financed through personal savings, salary income and personal borrowings from bank. The funds to be utilized shall be domestic and not any foreign funds.

7.2.2 The maximum purchase consideration payable by the Acquirers in case of full acceptance of offer i.e. 12,00,000 fully paid up Equity Shares of Rs. 10/- is Rs. 1,89,84,000/- (Rupees One Crore Eighty Nine Lakhs Eighty Four Thousand Only) at a price of Rs. 15.82 (including interest of Rs. 0.07 paise) per Equity Share (the "Offer Price") payable in cash.

7.2.3 In accordance with Regulation 28 of SEBI (SAST) Regulations, 1997, the Acquirers have opened an Escrow Account in the name and style as "Sunil Gupta & Rupal Gupta -BDL Open Offer – Escrow Account" bearing A/c No. 0375103000004657 with IDBI Bank Ltd. (Escrow Bank) branch address -IDBI Complex, Near Lal Bunglow, Off C.G. road, Ahmedabad- 380006 and has deposited cash of Rs. 48,00,000/- (Rupees Forty Eight Lakhs only) in the account, being more 25% of the total consideration payable under the Offer on September 29, 2011. A lien has been marked on the said Escrow Account in favour of Manager to the Open Offer by the Escrow Bank. The Manager to the Offer has been solely authorised by the Acquirers to operate and realise the value of Escrow Account in terms of the Regulations.

Further SEBI has vide it letter no.CFD/DCR/TO/SS/OW/322/12/ dated 04.01.2012 issued in terms of proviso to the regulation 18(2) of the regulations has instructed to put 100% of the Offer obligation in the Escrow Account before opening of the Offer. The Acquirers have therefore agreed and undertaken to deposit the remaining 75% of the consideration i.e. Rs. 1,42,00,000/- in the escrow account before opening of the Offer by way of cash.

A lien shall be marked on the said additional amount in favour of the manager to the Open Offer. The Manager to the Offer is authorized to operate the above mentioned Escrow account to the exclusion of all others and to realize the value of Escrow Account in terms of the Regulations.

7.2.4 Mr. B. T. Vora, Proprietor, B. T. Vora & Co., Chartered Accountants, (Membership No: 13046), having its office at 706, 'Hemkoot', Behind L.I.C Building, Ashram Road, Ahmedabad - 380 009, Tel. No. 079 – 2658 0814, E-mail: btvora@hotmail.com vide report dated September 26, 2011 has certified that sufficient resources are available with the Acquirers to meet the obligations under the Offer.

7.2.5 Based on the above certification, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the offer in accordance with the Regulations. The manager to the offer confirms that the firm arrangement of funds and money for payment through verifiable means are in place to fulfill the obligations under the Offer.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 Statutory Approvals :

- This Offer, along with any obligation in terms of SEBI (SAST) Regulations to make payment for, or purchase the shares tendered and accepted from NRIs, is subject to the approval(s) from Reserve Bank of India ("**RBI**"), if any required by the Acquirers, under the Foreign Exchange Management Act, 1999 ("**FEMA**"). As on the date of this LOO, there are no other statutory approvals required from any authority to acquire the equity shares tendered pursuant to this Offer. If any other statutory approval becomes applicable prior to the completion of the Offer, the Offer would be subject to such statutory approvals. The Acquirer will not proceed with the Offer pursuant to Regulation 27 of the SEBI (SAST) Regulations in the event that such statutory approvals have been refused.
- In case of delay in receipt of any statutory approvals, if any, SEBI has power to grant extension of time to the Acquirers for the payment of the consideration to the shareholders subject to the Acquirers agreeing to pay interest for the delayed period as directed by SEBI in terms of Regulation 22(12) of SEBI (SAST) Regulations, 1997. Further, if the delay occurs due to willful default of the Acquirers in obtaining the requisite approval, if any, Regulation 22(13) will become applicable.
- No Approval from any Banks/ Financial Institution is required for the purpose of this offer

8.2 <u>Locked-in Shares:</u>

There are no Equity Shares of Bloom Dekor Limited that are locked- in as on the date of PA.

8.3 Other Terms of the Offer

8.3.1 This is not a conditional offer and there is no stipulation as to the minimum level of acceptance.

8.3.2 The Offer will be made to the shareholders of BDL and the Letter of Offer ("LOO") together with the Form of Acceptance-cum-Acknowledgement ("FOA") and Form of Withdrawal-cum-Acknowledgement ("FOW") and Transfer Deed (for shareholders holding Equity Shares in the physical form) will be mailed to those shareholders of "BDL" (except Acquirers and Promoters) whose names appear on the register of members of "BDL" and to the Beneficial Owners of the Equity Shares of BDL whose names appear as beneficiaries on the records of the respective Depositories at the closure of business hours on October 10, 2011 (the "Specified Date").

8.3.3 Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

8.3.4 The Acquirers can revise the price upwards up to 7 working days prior to the date of closure of the offer i.e. Tuesday, February 21, 2012 and revision, if any, in the offer price would appear in the same newspaper where the original Public Announcement was published and same price would be paid to all the shareholders who tender their shares in the offer.

8.3.5 The Acquirers have appointed Purva Share Registry (India) Pvt. Ltd. as Registrar to the open offer. (Registrar) SEBI Regd. No. INR000001112 having their office at 9 - Shiv Shakti Ind. Estate, J.R Boricha Marg, Lower Parel (East), Mumbai - 400 011, Tel.: 91 – 22 - 2301 6761; Fax: 91 – 22 - 2301 2517;

8.3.6 The Registrar to the Offer has opened a special depository account for tendering demat equity shares in the Offer. The details of the account are as follows:

Name of the Escrow Account	PSIPL ESCROW A/C BLOOM DEKOR OPEN OFFER
Depository Name	Central Depository Services (I) Ltd. (CDSL)
Depository Participant (DP) Name	BCB Brokerage Private Limited
DPID No.	12010400
Client ID No.	00035591
ISIN	INE253C01013
Mode of Instruction	Off Market

Neither the share certificate(s) nor transfer deed(s) nor the Form of Acceptance should be sent to the Seller nor the Acquirer nor the Target Company nor the Manager to the Offer

8.3.7 Beneficial owners and Shareholders holding shares in the dematerialized form will be required to send their Form of Acceptance cum Acknowledgement to the Registrar to the offer at the address as mentioned in para 8.3.5 along with a photocopy of the delivery instructions in "Off-Market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the Depository Participant ("DP"), in favour of "PSIPL ESCROW A/C BLOOM DEKOR OPEN OFFER " ("Special Depository Account") and filled in with the details given above in para 8.3.6

In case the aforesaid documents have not been received by the Registrar to the Offer, but the Shares are received in the Depository Escrow Account, the Offer shall be deemed to have been accepted.

8.3.8 All owners of fully paid up equity shares registered or unregistered (except the Acquirers, and Promoters Group) who own the shares at any time prior to the closure of the offer are eligible to participate in the offer. Unregistered owners/ shareholders who have not received Letter of Offer can send their application in writing, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio No., together with documents stated at para 8.3.2 above so as to reach the Registrar to the Offer on or before Tuesday, February 21, 2012 i.e. before the closing date. In case of unregistered owners, the same should be accompanied by a copy of the contract note issued by the broker through whom they acquired their shares. No indemnity is required from the unregistered owners.

In case of registered Shareholder(s)-non-receipt of the aforesaid documents, but receipt of the Share certificates along with the duly completed Share transfer form, the Offer shall be deemed to be accepted.

8.3.9 In case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the Name, Address, Number of Shares held, Number of Shares offered, DP Name, DP ID, Beneficiary Account Number and a photocopy of the delivery instruction in 'Off-Market' mode or counterfoil of the delivery instruction in 'Off-Market' mode, duly acknowledged by the DP, in favour of the Special Depository Account, so as to reach the Registrar to the Offer, on or before the closure of the Offer, i.e. Tuesday, February 21, 2012. Such shareholders may also download the Form of Acceptance Cum Acknowledgement from the website of SEBI i.e. http://www.sebi.gov.in which will be made available from the date of opening of the Offer.

8.3.10 **The shareholders or Beneficial Owners should not send the Form of Acceptance cum Acknowledgement, original share certificate and Transfer Deed either to the Acquirers Promoters/ Promoters Group /Target Company or Manager to the Offer.**

8.3.11 Shareholders who have sent their shares for dematerialization need to ensure that the process of getting shares dematerialized is completed well in time so that the credit in the Escrow Account should be received on or before the closure of the Offer i.e. Tuesday, February 21, 2012 else the application would be rejected. **Shareholders having their beneficiary account in NSDL have to use inter-Depository slip for the purpose of crediting their equity shares in favour of the special depository account with CDSL.**

8.3.12 The Registrar to the Offer will hold in trust the shares/ share certificates tendered in physical form and shares lying in credit of the Special Depository Account, Form of Acceptance cum Acknowledgement, if any, and the transfer form(s) on behalf of the shareholders of BDL, who have accepted the offer, until the cheques / drafts for the consideration and / or the unaccepted shares/ share certificates are dispatched/ returned.

8.3.13 Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders / unregistered owners' sole risk to the sole / first shareholder as appearing in the Register of Members of BDL. Shareholders whose shares are held in Dematerialized form to the extent not accepted will be credited back to the same depository account with the respective Depository Participant as per the details furnished by the beneficial owners in the Form of Acceptance.

8.3.14 Shares, if any, that are subject matter of litigation wherein the shareholder(s) may be precluded from transferring the shares during the pendency of the said litigation are liable to be rejected in case directions/ orders regarding these shares are not received together with the shares tendered under the offer. The Letter of Offer in some of these cases, wherever possible, would be forwarded to the concerned statutory authorities for further action at their end.

8.3.15 In terms of Regulation 21(6) where the number of shares tendered in the Open Offer are more than the shares agreed to be acquired by the Acquirers, the Acquirers shall accept all valid applications received from the shareholders on a proportionate basis, in consultation with the Manager to the Offer, taking due care to ensure that the basis of acceptance, is decided in a fair and equitable manner and does not result in non-marketable lots. The shares will be acquired in such a way that the acquisition from a shareholder shall not be less than the minimum marketable lot or the entire holding if it is less than the marketable lot. Market lot for the Target Company's share in physical form and for dematerialized shares is 1 (One) share.

8.3.16 Applications which are complete in all respects and which reach to the Registrar to the offer on or before the date of closure of the offer i.e. Tuesday, February 21, 2012 would be approved and accepted by the Acquirers. The intimation regarding acceptance of applications and payment of consideration will be dispatched to the share holders by Registered/ Speed Post at the shareholder's sole risk. In case of joint holder(s) the Cheque/ Demand Draft will be drawn in the name of the First Holder and in case of unregistered owners of shares the consideration will be paid to the person whose name is stated in the contract note.

8.3.17 The payment consideration for the applications so accepted in the offer, if any to the beneficiary account with Depository Participants shall be given within 15 days from the date of the closure of the offer. Credit for the consideration will be paid to the shareholders who have tendered shares in the open offer by NECS (National Electronic Clearing

Services), Direct Credit ("DC"), or Crossed Account Payee Cheques/Pay orders/ Demand Drafts, National Electronic Funds Transfer ("NEFT") and Real Time Gross Settlement ("RTGS").

8.3.18 In accordance with Regulation 22(5)(A) of "SEBI (SAST) Regulations, 1997", shareholders who have tendered requisite documents in terms of Public Announcement and Letter of Offer shall have the option to withdraw acceptance tendered up to 3 working days prior to the offer closing date. The withdrawal option can be exercised by submitting the Form of Withdrawal (separately enclosed with the Letter of Offer mailed to the shareholders of "BDL" as on the Specified Date being October 10, 2011 together with copy of acknowledgment received from the Registrar to the Offer while tendering the acceptance together with following details:

- In case of physical shares: Name, Address, Distinctive no., Folio No., No. of shares tendered / withdrawn.
- In case of dematerialized shares: Name, Address, No. of shares tendered / withdrawn, DP Name, DP ID, Beneficiary Account No., photo copy for delivery instruction in "Off Market" mode or counter foil of the delivery instruction in "Off Market" mode, duly acknowledged by the DP in favour of the depository escrow account. In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making an application on the plain paper along with the details mentioned above. Shareholders who have tendered Shares in physical form and wish to partially withdraw their tenders, should also enclose valid shares transfer form(s) for the remaining Equity Shares (i.e. Shares not withdrawn) duly signed by transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signature registered with "BDL" and duly witnessed at the appropriate place.

a) The withdrawal of Shares will be available only for the Shares Certificates / Shares that have been received by the Registrar to the Offer.

b) The intimation of returned Shares to the shareholders will be at the address as per the records of "BDL".

c) The FOW should be sent to the Registrar to the Offer only, at the address mentioned in section 8.3.5 above.

d) In case of partial withdrawal of Shares tendered in physical form, if the original shares certificates are required to be split, the same will be returned on receipt of shares certificate from "BDL".

e) Partial withdrawal of tendered Shares can be done only by the registered shareholders. In case of partial withdrawal, the earlier Form of Acceptance will stand revised to that effect.

f) Unaccepted Share Certificates, transfer forms and other documents, if any, will be returned by Registered Post at the shareholders/ unregistered owners' sole risk to the sole / first shareholder.

g) The Registrar to the Offer will hold in trust the shares / share certificates, shares lying in the credit of the special depository account, Form of Acceptance cum Acknowledgement, the transfer form(s) and Form of Withdrawal if any, on behalf of the shareholders of the ("BDL") Target Company, who have accepted the offer, until the Cheques / Demand drafts /pay orders for the consideration and / or the unaccepted shares/ share certificates are dispatched/ returned or credited back to the beneficial owners DP account.

h) In case any person has lodged shares for transfer and such transfer has not yet been effected, the concerned person may apply together with Acknowledgement of the lodgment of shares for transfer. Such person should also instruct "BDL" and its Registrar and Transfer Agent to send the transferred shares certificate(s) directly to the collection centers mentioned above in para 8.3.5. The applicant should ensure that the certificate(s) reach the designated collection center not later than 5 PM on Tuesday, February 21, 2012.

In case of non-receipt of form of withdrawal, the withdrawal can be exercised by making an application on the plain paper along with the details mentioned above.

9. PAYMENT OF CONSIDERATION

a) The payment of consideration will be made by crossed account payee cheque / demand draft and sent by registered/ Speed post or courier in case of consideration amount exceeding Rs. 1,500/- to those shareholders/unregistered owners and at their own risk, whose shares/ share certificates and other documents are found in order and accepted by the Acquirers. In case of joint registered holders, cheques / demand drafts will be drawn in the name of the sole / first named holder / unregistered owner and will be sent to him. It is desirable that Shareholders provide bank details in the Form of Acceptance so that the same can be incorporated in the cheque / demand draft.

b) The intimation regarding the acquisition (in part or full) or rejection of the shares tendered by the shareholders in acceptance of this Offer and the corresponding payment for the acquired Shares and / or Share certificates for the rejected Shares will be dispatched to the shareholders by registered / Speed post or by ordinary post as the case may be, at the shareholder's/unregistered owner's sole risk within 15 days from the date of closure of the offer i.e. Tuesday, February 21, 2012.

c) In case of joint holder(s), all cheques / demand drafts will be drawn in the name of the first holder. In case of unregistered owners of shares, payment will be made in the name of the person stated in the contract note. **It will be desirable if the shareholders provide bank account details in the Form of Acceptance cum Acknowledgement for incorporation in the cheque / demand draft.**

d) However, if the Acquirers are unable to make the payment to the shareholders within 15 days due to non-receipt of any statutory approval to which the offer may be subject, SEBI may, if it is satisfied that non receipt of requisite statutory approval was not due to any willful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the applications for such approvals, grant extension of time for the purpose, subject to payment of interest to the shareholders at such rate for delay beyond 15 days, as may be specified by the Board.

e) **The securities Transaction Tax will not be applicable to the shares accepted in this offer**

Payment of Consideration through Electronic Mode

We shall give credit of consideration for Equity Shares tendered in the offer, if any, to the beneficiary account with Depository Participants within 15 days from the date of the closure of the offer. Credit for the consideration will be paid to the shareholders who have tendered shares in the open offer by NECS, Direct Credit, RTGS, NEFT or crossed account payee cheques/pay orders/demand drafts.

The payment of consideration, if any, would be done through various modes as given hereunder:

1. **NECS –** Payment of consideration would be done through NECS for applicants having an account at any of the RBI locations where such facility is available. This mode of payment of consideration would be subject to availability of complete bank account details in the FOA. The payment of consideration is mandatory for applicants having a bank account at any of the locations where such facility is available except where the applicant, being eligible, opts to receive refund through other modes as specified in the FOA.

2. **Direct Credit –** Applicants having bank accounts with the same bank through which payment consideration shall be made shall also be eligible to receive consideration through direct credit in their respective bank accounts as mentioned in the FOA.

3. **RTGS –** Applicants having a bank account at any of the locations where such facility is available and whose payment consideration exceeds Rs. 2 lacs, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive consideration through RTGS are required to provide the IFSC code in the FOA. In the event the same is not provided, payment consideration shall be made through other electronic modes or by cheques, pay orders or demand drafts payable.

4. **NEFT (National Electronic Fund Transfer) –** Payment of consideration shall be undertaken through NEFT wherever the shareholders bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of consideration, duly mapped with MICR numbers. Wherever the shareholder has registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of consideration will be made to the applicants through this method. The process flow in respect of consideration by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.

5. For all other applicants, including those applicants whose payment consideration is not credited by NECS/Direct credit due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through Speed Post/Registered Post. Such payment consideration will be made by cheques, pay orders or demand drafts payable at par at places where the address of the shareholder is registered. In case of payment consideration is rejected through the NECS/Direct credit facility, the registrar would endeavor to dispatch the payment consideration within 3 working days of such rejection.

The bank account details for ECS/ Direct Credit/ RTGS / NEFT will be directly taken from the depositories' database or from the details as mentioned by the shareholders in the FOA.

10. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection by the shareholders of "BDL" at the office of the Manager to the Offer i.e. Vivro Financial Services Pvt. Ltd., from 10.30 a.m. to 3.00 p.m. on any working day except Sunday and Public / Bank Holidays until the Offer closes on Tuesday, February 21, 2012.

1) Certificate of Incorporation and the Memorandum and Articles of Association of BDL.

2) Published Copy of Public Announcement of Offer dated September 30, 2011.

3) The audited accounts of the Target Company for the 12 months ended 31st March 2009, 2010 and 2011

4) Financial Adequacy Certificate issued by Mr. B.T. Vora, Proprietor of B.T. Vora & Co., Chartered Accountants,

(Membership No: 13046), having office at 706, 'Hemkoot', Behind L.I.C Building, Ashram Road, Ahmedabad - 380 009, Tel. No. 079 – 2658 0814, Email: btvora@hotmail.com. dated September 26, 2011, certifying that sufficient resources are available with the Acquirers to meet their obligations under the Offer.

5) Net worth Certificates issued by Mr. B.T. Vora, Proprietor of B.T. Vora & Co., Chartered Accountants, (Membership No: 13046), having office at 706, 'Hemkoot', Behind L.I.C Building, Ashram Road, Ahmedabad - 380 009, Tel. No. 079 – 2658 0814, Email: btvora@hotmail.com dated August 03, 2011, certifying the Net Worth of Dr. Sunil Gupta and Mrs. Rupal Gupta.

6) Letter from the Acquirers regarding appointment of Manager to the Offer.

7) Letter from the Escrow Bank confirming cash deposit of Rs. 48,00,000/- (Rupees Forty Eight Lacs only) and a lien marked in favor of the Manager to the Offer.

8) Declaration and undertaking from the Acquirers to Deposit the balance 75% consideration of Rs. 1,42,00,000/- in the Escrow Account with Escrow Bank

9) Copy of SEBI letter No. CFD/DCR/TO/SS/OW/322/12 issued in terms of proviso to the Regulation 18(2) of the Regulations.

10) Due Diligence Certificate given by Vivro Financial Services Pvt. Ltd., Manager to the Offer dated 12th October, 2011.

11) Certificate from Mr B. T. Vora, Chartered Accountant dated September 26, 2011, certifying fair value of the Equity Shares of Bloom Dekor Limited.

12) Copy of the Consent letter dated September 27, 2011, to act as Registrar to the open offer issued by Purva Sharegistry (India) Pvt. Ltd.

13) Copy of MOU between the Registrar and the Acquirers dated September 27, 2011.

11. DECLARATION BY THE ACQUIRERS

11.1 The Acquirers, Dr. Sunil Gupta and Mrs. Rupal Gupta severally and jointly accept full responsibility for the information contained in this Letter of Offer.

11.2 The Acquirers would be responsible for ensuring compliance with the SEBI (SAST) Regulations, 1997.

By the Acquirers

____

(Dr. Sunil Gupta)

____

(Mrs. Rupal Gupta)

The person signing the Letter of Offer is duly and legally authorized person.

Place: Ahmedabad

Date: January 23, 2012

Attached:
1. **Form of Acceptance – cum – Acknowledgement**
2. **Form of Withdrawal – cum – Acknowledgement**
3. **Transfer Deed**

FORM OF ACCEPTANCE – CUM – ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(*Please send this Form of Acceptance-cum-Acknowledgement with enclosures to Registrar to the Offer at their address as mentioned in the Letter of offer)*

(All terms and expression used herein shall have the same meaning as described thereto in Letter of offer and please read the instructions mentioned below before filling in this form of acceptance.)

From:____

Name:____

Address:____

____

____

Tel No: (_____) ___________ Fax No.: (_____) _____________

E-mail: ____

OFFER	
Opens on:	**Thursday, February 02, 2012**
Last date of withdrawal:	**Wednesday, February 15, 2012**
Closes on:	**Tuesday, February 21, 2012**

To,

PURVA SHAREGISTRY (INDIA) PVT. LTD.
SEBI Regd. No. INR000001112
Unit: Bloom Dekor Ltd.
9-Shiv Shakti Ind. Estate, J.R Boricha Marg,
Lower Parel (East), Mumbai- 400 011

Dear Sir/Madam

Re: Open Offer to acquire 12,00,000 Equity Shares of Rs. 10/- each, representing 20.00% of the Issued & Paid up Equity Share Capital and Voting Capital of Bloom Dekor Limited. ("Target Company" / "BDL") at price of Rs. 15.82 including interest of Rs. 0.07 paise @ 10% for the extended period of 15 days for opening of offer (Rupees Fifteen and Paise Eighty Two only) per Equity Share ("Offer Price") payable in cash by Dr. Sunil Gupta and Mrs. Rupal Gupta (Collectively referred to as the "Acquirers").

1. I/We refer to the Letter of Offer dated January 23, 2012 constituting an offer for acquiring the Equity Shares held by me/us in **Bloom Dekor Limited.**
2. I/We, the undersigned have read the Letter of Offer and understood its contents and unconditionally accepted the terms and conditions as mentioned therein.

SHARES HELD IN PHYSICAL FORM

3. I/We accept the Offer and enclose the original Share certificate(s) and duly signed transfer deed(s) in respect of my/our shares as detailed below:

Sr. No.	Folio No.	Certificate No.	Distinctive No.(s)		No. of Shares
			From	To	
Total Number of shares					

SHARES HELD IN DEMAT FORM

4. I/We, holding shares in demat form, accept the Offer and enclose a photocopy of the delivery instructions by my/our DP in respect of my/our Shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

5. I/We have done an off-market transaction for crediting the Shares to the special depository account with BCB Brokerage Private Limited styled **"**PSIPL ESCROW A/C BLOOM DEKOR **OPEN OFFER" whose particulars are:**

DP Name: BCB Brokerage Private Limited.	**DP ID: 12010400**	**Client ID: 00035591**

Shareholders having their beneficiary account with NSDL will have to use inter-depository slip for the purpose of crediting their Shares in favour of the Special Depository Account with CDSL

-- Tear along this line --

Acknowledgment Slip: Bloom Dekor Limited – Open Offer (To be filled in by the shareholders)

Received from Mr./Ms./M/s____

Form of Acceptance cum Acknowledgement for BDL Offer as per details below:-

Physical Shares: Folio No. __________ No. of Certificates Enclosed ______ Certificate No.__________ Total No. of Shares Enclosed __________

Demat Shares: Client ID ______________________________ DP ID ______________________________

Copy of Delivery Instruction to DP _________________________

Total No. of Shares Enclosed _____________________________
(Delete whichever is not applicable)

Date of Receipt: ________________

Stamp of collection center:	Signature of Official:

Enclosures (Please tick as appropriate, if applicable). Please use additional sheet and authenticate the same in case of insufficient space.

☐ Power of Attorney	Corporate ☐ authorization in Case of companies along with Board Resolution and specimen Signatures of authorised signatories
☐ Death Certificate / Succession Certificate	☐ others(Please specify)
☐ No objection Certificate & Tax Clearance Certificate under Income-Tax Act, 1961, for NRIs /OCBs /Foreign Shareholders as applicable	

6. I/We confirm that the Equity Shares of Bloom Dekor Limited which are being tendered herewith by me/us under this offer are free from liens, charges and encumbrances of any kind whatsoever.
7. I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me / us by the Registrar to the Offer until the time the Acquirers make payment of the purchase consideration as mentioned in the Letter of Offer.
8. I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.
9. I/We authorize the Acquirers to send by Registered Post/ Speed Post/ the draft/ cheque, in settlement of the amount to the sole/first holder at the address mentioned above.
10. I/We authorize the Acquirers to accept the Shares so offered or such lesser number of Equity Shares which it may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirers to return to me/us, equity share certificate(s) which is not found valid.
11. My/Our execution of this Form of Acceptance shall constitute my/our warranty that the Equity Shares comprised in this application are owned by me/us and are transferred by me/us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said Equity Shares, I/We will hold the Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirers acquiring these Equity Shares. I/We agree that the Acquirers may pay the offer price only after due verification of the documents and signatures and on obtaining the necessary approvals as mentioned in the said letter of offer.
12. I/We undertake to execute such further documents and give further assurance as may be required or expedient to give effect to my/our agreeing to sell the said Equity shares.
13. So as to avoid fraudulent encashment in transit, Shareholder(s) should provide details of bank account of the first/sole shareholder and the cheque or demand draft will be drawn accordingly. Please indicate the preferred mode of receiving the payment consideration. (Please tick)

1. Electronic Mode: ________________________ 2. Physical Mode: ________________________

Name of Bank	**Branch**	**City**	**Type of Account**	**Account Number**
MICR Code		**IFSC Code (for RTGS/ NEFT transfers)**		

The Permanent Account No. (PAN) Allotted under the Income Tax Act 1961 is as under: -

	1st Shareholder	**2nd Shareholder**	**3rd Shareholder**
PAN			

Yours faithfully,

Signed and delivered

	FULL NAME (S) OF THE HOLDER	**SIGNATURE (S)**
First / Sole Holder		
2nd Shareholder		
3rd Shareholder		

Note: In case of joint holdings, all shareholders must sign. In case of body corporate, the company seal should be affixed.

Place :_________________
Date : _________________

14. I/We irrevocably authorize the Acquirers or the Manager to the Offer to send by registered post the draft / cheque, in settlement of purchase at my own risk and any excess share certificate, if any, to the Sole/first holder at the address mentioned below:

All queries in this regard to be addressed to the Registrar to the offer at the following address quoting your Reference Folio No./ DP ID/Client ID:

PURVA SHAREGISTRY (INDIA) PVT. LTD.
SEBI Regd. No. INR000001112
Unit: Bloom Dekor Ltd.
9-Shiv Shakti Ind. Estate, J.R Boricha Marg,
Lower Parel (East), Mumbai- 400 011
Tel.: 022 - 2301 6761/ 2301 8261
Fax: 022 - 2301 2517
Email: purvashr@mtnl.net.in
Website: www.purvashare.com
Contact Person: Mr. V. B. Shah

INSTRUCTIONS

1. In the case of dematerialized shares, the shareholders are advised to ensure that their Shares are credited in favour of the Special Depository Account, before the Date of Closure of the Offer i.e. Tuesday, February 21, 2012. The Form of Acceptance-cum-Acknowledgment of such demat shares not credited in favour of the Special Depository Account, before the Date of Closure of the offer will be rejected.

2. **Share holders should enclose the following:**

   I. **For shares held in demat form:-**

   Beneficial owners should enclose

   i. **Form of Acceptance-cum-Acknowledgment** duly completed and signed in accordance with the instructions contained therein, as per the records of the Depository Participant (DP).

   ii. **Photocopy of the delivery instruction** in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP as per the instruction in the Letter of offer.

3. **Registered Share holders should enclose the following:**

   I. **For Shares held in physical form:-**

   Registered Shareholders should enclose

   i) **Form of Acceptance-cum-Acknowledgment** duly completed and signed in accordance with the instructions contained therein, by all Shareholders whose names appear on the Share certificates.

   ii) **Original Share certificate(s).**

   iii) **Valid transfer deed(s)** duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with BDL and duly witnessed at the appropriate place. A blank Share Transfer form is enclosed along with the Letter of Offer. Attestation, where required, (thumb impressions, signature difference, etc.) should be done.

   The details of buyer should be left blank failing which the same will be invalid under the offer. The details of the Acquirers as buyer will be filled in by Mr. V.B Shah upon verification of the Form of Acceptance and the same being found valid. All other requirements for valid transfer will be preconditions for valid acceptance.

   In case of registered Shareholder(s) - non-receipt of the aforesaid documents, but receipt of the Share certificates along with the duly completed Share transfer form, the Offer shall be deemed to be accepted.

   II. **Unregistered owners should enclose**

   i. **Form of Acceptance-cum-Acknowledgment** duly completed and signed in accordance with the instructions contained therein.

   ii. **Original Share certificate(s)**.

   iii. **Original broker contract note**.

   iv. **Valid Share transfer deed(s)** as received from the market leaving details of buyer blank. If the same is filled in then the Share(s) are liable to be rejected.

4. **The Share certificate(s), share transfer form(s) and the Form of Acceptance-cum-Acknowledgment should be sent only to the Registrar to the Offer and not to the Manager to the Offer or Acquirers or Bloom Dekor Limited.**

5. The Form of Acceptance-cum-Acknowledgment and other related documents should be submitted at the collection center of Purva Sharegistry (India) Pvt. Ltd. as stated in the Letter of Offer. Shareholders having their beneficiary account in NSDL have to use “INTER DEPOSITORY DELIVERY INSTRUCTION SLIP” for the purpose of crediting their Shares in favour of the Special Depository Account with CDSL. In case the aforesaid documents have not been received by the Registrar to the Offer, but the Shares are received in the Depository Escrow Account, the Offer shall be deemed to have been accepted.

6. It is mandatory for Shareholders to indicate the bank account details at the appropriate place in the Form of Acceptance-cum-Acknowledgment and the consideration would be made to the bank account of the sole/first shareholder. The payment would be made at par to all the shareholders.

7. Rejection of Shares:

   If the shares are rejected for any of the following reasons, the shares will be returned to the holder(s) along with all the documents received from them at the time of submission. Please Note that the following list is not exhaustive.

   a. The signature(s) of the holder(s) do not match with the specimen signature(s) as per the records of Bloom Dekor Limited.

   a. The Transfer deed is not complete or that the signatures do not match with the specimen recorded with Bloom Dekor Limited..

   b. The number of Shares mentioned in the Form of Acceptance-cum-Acknowledgment does not tally with the actual physical share certificate(s) submitted.

8. All documents/ remittances sent by or to shareholders will be at their own risk. Shareholders of Bloom Dekor Limited are advised to adequately safeguard their interests in this regard.

9. Neither The Acquirers, the Manager to the Offer, the Registrar to the Offer or Bloom Dekor Limited will be liable for any delay/loss in transit resulting in delayed receipt/non-receipt by the Registrar of your Form of Acceptance-cum-Acknowledgment or submission of original physical Share certificate(s) due to inaccurate /incomplete particulars/instructions on your part, or for any other reason.

   Applicants who cannot hand deliver their documents at the collection Centers, may send their documents only by Registered post, at their own risk, to the Registrar to the Offer at **PURVA SHAREGISTRY (INDIA) PVT. LTD. Unit: Bloom Dekor Ltd.,** 9-Shiv Shakti Ind. Estate, J.R Boricha Marg, Lower Parel (East), Mumbai- 400 011 so as to reach the Registrars to the offer on or before the last date of acceptance i.e. Tuesday, February 21, 2012.

10. Please read the enclosed Letter of offer before filling up the form of Acceptance.

11. The Form of Acceptance should be filled up in English only.

12. Mode of tendering the Equity shares pursuant to the offer.

    (i) The acceptance of the offer made by the Acquirers is entirely at the discretion of the equity shareholders of BDL.

    (ii) Shareholders of BDL to whom the offer is being made, are free to offer his/her/their shareholding in BDL for sale to the Acquirers, in whole or part, while tendering his/her/their equity shares in the offer.

All queries in this regard to be addressed to the Registrar to the offer at the following address quoting your Reference Folio No./ DP ID/Client ID:

PURVA SHAREGISTRY (INDIA) PVT. LTD.
SEBI Regd. No. INR000001112
Unit: Bloom Dekor Ltd.
9-Shiv Shakti Ind. Estate, J.R Boricha Marg,
Lower Parel (East), Mumbai- 400 011
Tel.: 022 - 2301 6761/ 2301 8261
Fax: 022 - 2301 2517
Email: purvashr@mtnl.net.in
Website: www.purvashare.com
Contact Person: Mr. V. B. Shah

FORM OF WITHDRAWAL

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(*Please send this Form of Withdrawal with enclosures to Registrar to the Offer Purva Sharegistry (India) Pvt. Ltd., at the address as mentioned in the Letter of offer)*

THIS FORM SHOULD BE USED BY THE SHAREHOLDERS ONLY FOR EXERCISING THE WITHDRAWL OPTION AS PROVIDED IN THE LETTER OF OFFER

From:____

Name:____

Address:____

____

____

Tel No: (_____) ___________ Fax No.: (_____) _____________

E-mail: ____

OFFER	
Opens on:	**Thursday, February 02, 2012**
Last date of withdrawal:	**Wednesday, February 15, 2012**
Closes on:	**Tuesday, February 21, 2012**

To,

PURVA SHAREGISTRY (INDIA) PVT. LTD.
SEBI Regd. No. INR000001112
Unit: Bloom Dekor Ltd.
9-Shiv Shakti Ind. Estate, J.R Boricha Marg,
Lower Parel (East), Mumbai- 400 011

Dear Sir/Madam,

Re: Open Offer to acquire 12,00,000 Equity Shares of Rs. 10/- each, representing 20.00% of the Issued & Paid up Equity Share Capital and Voting Capital of Bloom Dekor Limited. ("Target Company" / "BDL") at price of Rs. 15.82 including interest of Rs. 0.07 paise @ 10% for the extended period of 15 days for opening of offer (Rupees Fifteen and Paise Eighty Two only) per Equity Share ("Offer Price") payable in cash by Dr. Sunil Gupta and Mrs. Rupal Gupta (Collectively referred to as the "Acquirers").

I/We refer to the Letter of Offer dated January 23, 2012 constituting an offer for acquiring the Equity Shares held by me/us in **Bloom Dekor Limited.** I/we, the undersigned, have read the Letter of Offer understood its contents and unconditionally accept the terms and conditions and procedures as mentioned therein.

I/we have read the procedure for withdrawal of shares tendered by me/us in the Offer as mentioned in the Letter of offer and unconditionally agree to the terms and conditions mentioned therein.

I/we hereby consent unconditionally and irrevocably to withdraw my/our Shares from the offer and I/we further authorize the Acquirers to return to me/us, tendered Share certificate(s)/ Share(s) at my /our sole risk.

I/We note that upon withdrawal of my/our shares from the offer, no claim or liability shall lie against the Acquirers /Manager to the Offer /Registrar to the offer.

I/We note that this Form of withdrawal should reach the Registrar to the offer at any of the collection centers mentioned in the Letter of offer as per the mode of delivery indicated therein on or before the last date of withdrawal.

I/we note that the Acquirers / Registrar to the Offer shall not be liable for any postal delay / loss in transit of the shares held in physical form and also for non-receipt of shares held in the dematerialized form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirers shall return original Share certificate(s), share transfer deed(s) and Shares only on completion of verification

-- Tear along this line --

Acknowledgment Slip: Bloom Dekor Limited – Open Offer (to be filled in by the shareholders)

Sr. No. ....

Received from Mr./Ms./M/s____

Form of Withdrawal * for BDL Open Offer as per details below :-

Physical Shares: Folio No. ________________________ in respect of _______________Number of Share Certificates for _____________ No. of Equity Shares withdrawn

*Copy of Delivery Instruction Slip to DP for ________ Equity Shares

(Delete whichever is not applicable)

Date of Receipt : _____________

Stamp of collection center:	Signature of Official:

of the documents and signatures and beneficiary position data as available from the Depository from time to time, respectively.

The particulars of the tendered Share(s) that I/We wish to withdraw are detailed below:

Sr. No.	Folio No.	Certificate No.	Distinctive No.(s)		No. of Shares
			From	To	
	Tendered				
	Withdrawn				
Total Number of shares					

(In case of insufficient space, please use additional sheet and authenticate the same)

I/We hold the following shares in dematerialized form, have tendered the Shares in the offer and had done an off-market transaction for crediting the Shares to the Special Depository Account with BCB Brokerage Private Limited in the name and style "PSIPL Escrow A/c BLOOM DEKOR OPEN OFFER" as per the following particulars:

DP Name: BCB Brokerage Private Limited	**DP ID: 12010400**	**Client ID: 00035591**

Please find enclosed a photocopy of the depository delivery instruction(s) duly acknowledged by the Depository Participant.

The particulars of the account from which my/our shares have been tendered are as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Shares

I/We note that the Shares will be credited back only to the depository account, from which the Shares have been tendered and necessary standing instructions have been issued in this regard. I/We confirm that the particulars given above are true and correct.

In case of dematerialized Shares, I/We confirm that the signatures of the beneficiary holders have been verified by the DP as per the records maintained at their end and the same have also been duly attested by them under their seal.

Yours faithfully,

Signed & Delivered

Full Name(s) of the holders	Address	Signature
First/Sole Holder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings all shareholders must sign. A corporation must affix its common seal and necessary Board Resolution should be attached.

Place: ______________________

Date: ______________________

INSTRUCTIONS

1. Shareholders are advised to ensure that the Form of Withdrawal should reach the Registrar to the Offer at the collection center(s) mentioned in the Letter of Offer as per the mode of delivery indicated therein on or before the last date of withdrawal i.e. Wednesday, February 15, 2012.

2. Shareholders should enclose the following:

i. For Shares held in Demat form:

<u>Beneficial owners should enclose</u>

a. Duly signed and completed Form of Withdrawal.

b. Acknowledgement slip in original. Copy of the submitted Form of Acceptance –cum- Acknowledgement in case delivered by Registered A.D.

c. Photocopy of the delivery instruction in “Off-Market” mode or Counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the **DP.**

ii. Registered Shareholders should enclose.

a. Duly signed and completed Form of Withdrawal.

b. Acknowledgement slip in original /copy of the submitted Form of acceptance- cum- Acknowledgement in case delivered by Registered A.D.

c. In case of partial withdrawal, valid share transfer form(s) for the remaining Shares (i.e. Shares not withdrawn) duly signed as transferors by all registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with Bloom Dekor Limited and duly witnessed at the appropriate place.

iii. Unregistered owners should enclose.

a. Duly signed and completed Form of Withdrawal.

b. Acknowledgement slip in original Copy of the submitted Form of Acceptance-cum-Acknowledgement in case delivered by Registered A.D.

3. The withdrawal of Shares will be available only for the Share certificates/the Shares that have been received by the Registrar to the Offer/ Special Depository Account.

4. The intimation of returned Shares to the shareholders will be at the address as per the records of the Target Company/depository as the case may be.

5. The Form of Withdrawal should be sent only to the Registrar to the Offer.

6. In case of partial withdrawal of Shares tendered in physical form, if the original Share certificates are required to be split, the same will be returned on receipt of Share certificates from the Target Company. The facility of partial withdrawal is available only to registered shareholders.

7. Shareholders holding Shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP account.

8. The Form of Withdrawal and other related documents should be submitted at the Collection Center of **Purva Sharegistry (India) Pvt. Ltd.** as stated in the Letter of Otter.

Applicants who cannot hand deliver their documents at the Collection Center, may send their documents only by Registered Post, at their own risk, to the Registrar to the Offer at **PURVA SHAREGISTRY (INDIA) PVT. LTD. Unit: Bloom Dekor Ltd.,** 9-Shiv Shakti Ind. Estate, J.R Boricha Marg, Lower Parel (East), Mumbai- 400 011, so as to reach the Registrars to the offer on or before the last date of withdrawal i.e. Wednesday, February 15, 2012.

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