

ENCOMPASS DESIGN INDIA PRIVATE LIMITED

Regd. Office :101, Cama Industrial Estate, Sun Mill Compound, Lower Parel, Mumbai – 400 013.

CIN NO.U74210MH2010PTC200672

NOTICE

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL MEETING OF THE MEMBERS OF THE ENCOMPASS DESIGN INDIA PRIVATE LIMITED WILL BE HELD ON 13TH SEPTEMBER, 2012 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 101, CAMA INDUSTRIAL ESTATE, SUN MILL COMPOUND, LOWER PAREL (W), MUMBAI – 400 013 TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2012, the Statement of Profit and Loss for the year ended on that date along with Notes to the Financial Statements and the Reports of the Directors and Auditors thereon.
2. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

3. To pass the following resolution with or without modification/s, as a Special Resolution:

“RESOLVED THAT subject to the provision of Section 17 of the Companies Act, 1956 the object clause of the company be and is hereby altered by adding the following clause as clause 54 immediately after clause No. 53 in the other objects of MOA:

Clause No. 54 in other object clause

“RESOLVED THAT subject to the provision of Section 17 of the Companies Act, 1956 the object clause of the company be and is hereby altered by adding the following clause as clause 54 immediately after clause No. 53 in the other objects of MOA;

To deal in wholesale, retail business online offline and to produce, manufacture, import, export, buy, sell, trade, deal in manmade handloom, cotton, silk, wool, jute, artificial silk, terelene and any other type of yarn, fabrics and to make, process, alter, covert the yarn, fabrics into readymade garments, made ups, bedsheets, pillow covers, duvets, upholstery, tapestry, needlework, neckware, ties, collars, scarves, tinsol fabrics threads, furnishing fabrics, hosiery, tapestry, linen curtains and mattresses by process of spinners, doublers, combers, scourers, weavers, jacquard, knitters, finishers, bleachers, dyers, printers and any other kind of home furnishing products and also to produce or market household goods and accessories like showers, shower caddies, curtains, curtain rods, door mat, soap dispenser, bath robes, towels, bath rugs, fancy fittings, wall hooks, towel rods, or stands etc made of plastic, steel, bamboo, wood, glass or any other material as may be permissible.

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FURTHER RESOLVED THAT the Board of Directors be and is hereby authorised to accept, without further reference to the shareholders, modifications/ alterations/ changes/ deletions, if any, which may be suggested by the Registrar of Companies (“the RoC”) while according their approval.

FURTHER RESOLVED THAT Mr. Rahul Mehta or Mr. Amit Dalmia any of the Directors be and is hereby authorised to complete all necessary legal formalities in this regard.”

The Chairman then put the Resolution to vote by show of hands and then declared the same as passed unanimously.”

By order of the board of directors

For ENCOMPASS DESIGN INDIA PRIVATE LIMITED

Amit Dalmia

Director

DIN: 00210919

Date: 7th July, 2012

Place: Mumbai

NOTE:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself and the proxy need not be a member of the company. In order to be effective the proxy form must be received by the company not less than 48 hours before the meeting.
2. The proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

ENCOMPASS DESIGN INDIA PRIVATE LIMITED

DIRECTORS REPORT

COMPANY NO. 11-200672

To,
The Members,

Your directors have pleasure in presenting their Second Annual Report and the audited financial accounts for the year ended on 31st March, 2012.

1. FINANCIAL RESULTS

Separate financial highlights have not been given since they are part of the accounts being circulated

2. DIRECTORS:

Terms of provisions contain in Articles of Association Article No. 22(vii) Directors are not liable to retire by rotation. The board recommended to appoint Mr. Arunanshu Agarwal as Director of the Company in Annual General Meeting.

3. AUDITORS:

The Company's Auditors **M/S M. SABOO & CO.**, Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment. Members are requested to appoint Auditors from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration. The observations made in the Auditor's Report are self-explanatory.

4. PARTICULARS OF EMPLOYEES

There were no employees who were in receipt of remuneration, which is in aggregate not less than Rs.60,00,000/- (Rs. Sixty Lacs only) per annum, if employed throughout the year or Rs. 5,00,000/- (Rs. Five Lacs only) per month, if employed for part of the year.

5. DISCLOSURE OF PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

Particulars under section 217(1)(e) of the Companies Act, 1956 read with Companies Disclosure of particulars in the Report of Board of Directors Rules, 1988 regarding conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to requirement under Section 217 (AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement your Directors confirm

1 that in the preparation of Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures,

2 that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the company for that period.

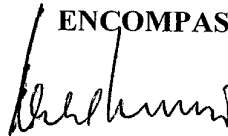
3 that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,

4 that the Directors had prepared the Annual Accounts on a going concern basis.

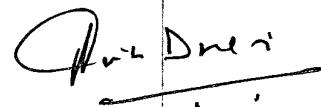
ACKNOWLEDGEMENT:

Your Directors wish to place on record, their appreciation for the co-operation and support received from Bankers and employees of the Company.

**FOR & ON BEHALF OF THE BOARD
ENCOMPASS DESIGN INDIA PRIVATE LTD**



DIRECTOR
RAHUL MEHTA



DIRECTOR
AMIT DALMIA

Place: Mumbai

Dated: 7/07/2012

AUDITOR'S REPORT

To,
THE MEMBERS,
ENCOMPASS DESIGN INDIA PRIVATE LTD

We have audited the attached Balance Sheet of **ENCOMPASS DESIGN INDIA PRIVATE LTD**, as at 31st, March 2012 and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

1. **This report does not include** statement on the matter specified in paragraph 4 & 5 of The Companies (Auditor's Report) Order, 2003 issued by the Company Law Board in terms of Sub Section (4A) of section 227 of the Companies Act, 1956 as in our opinion, the reporting requirement are not applicable to the company.
2. Further to our comments in the annexure referred to in paragraph (1) above, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books of the Company;
 - (c) The Balance Sheet and Profit & Loss Account dealt with by this Report are in agreement with the books of accounts;
 - (d) In our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;
 - (e) On the basis of written representation received from the directors, as on 31/03/2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March, 2012 from being appointed as a director in terms of section 274(1) (g) of the Companies Act, 1956.



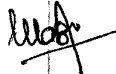
(f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principals generally accepted in India.

i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2012 and

ii) In the case of the Profit & Loss Account, of the **Loss** of the Company for the year ended on that date which is transferred to **Pre-Operative Expenses**.



FOR M. SABOO & CO.
Chartered Accountants


(MAHESH SABOO)
Proprietor

Membership No. 35914

Place: Mumbai

Dated: 7 JUL 2012

ENCOMPASS DESIGN INDIA PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2012

	Note No.	31-03-2012 Rs.	31-03-2011 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	100,000	100,000
		<u>100,000</u>	<u>100,000</u>
Current Liabilities			
Short-term Borrowings	3	-	5,000
Other Current Liabilities	4	5,618	5,515
		<u>5,618</u>	<u>10,515</u>
TOTAL		<u><u>105,618</u></u>	<u><u>110,515</u></u>
ASSETS			
Non Current Assets			
Other Non- Current Assets	5	43,462	36,141
		<u>43,462</u>	<u>36,141</u>
Current assets			
Cash And Bank Balances	6	62,156	74,374
		<u>62,156</u>	<u>74,374</u>
TOTAL		<u><u>105,618</u></u>	<u><u>110,515</u></u>

Significant Accounting Policies
Notes to Financial Statements from Nos 1 to 7

1

As per our report of even date attached

For M. SABOO & CO.
Chartered Accountants

(MAHESH SABOO)
Proprietor
M. No. : 35914



For and on behalf of Board of Directors
of Encompass Design India Pvt. Ltd.

[Signature]
Director

[Signature]
Director

Place : Mumbai

Date : 17 JUL 2012

ENCOMPASS DESIGN INDIA PRIVATE LIMITED

Notes to Financial Statements for the year ended 31 March, 2012

2. Share Capital**Authorised**

50,000 (31 March 2011: 50,000) Equity Shares of Rs. 10/- each

31-03-2012**Rs.****500,000****31-03-2011****Rs.****500,000****Issued, Subscribed & Fully Paid up Shares**

10,000 (31 March 2011: 10,000) Equity Shares of Rs. 10/- each fully paid up

100,000**100,000****Total****100,000****100,000****2.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period****Equity Shares:**

At the beginning of the period

31-03-2012**Nos. Amount**
10,000 100,000**31-03-2011****Nos. Amount**
- -

Shares issued during the period

- -

10,000 100,000

Shares bought back during the period

- -

- -

Outstanding at the end of the period**10,000 100,000****10,000 100,000****2.2 Terms/Rights attached to equity shares:**

The company has only one class of equity share having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

2.5 Details of shareholders holding more than 5% share in the company Equity Shares:**31-03-2012****31-03-2011****Nos. % of Holding in the Class****Nos. % of Holding in the Class**

Mr. Rahul Mehta

5000 50%

5000 50%

Mr. Amit Dalmia

5000 50%

5000 50%

10000 100%**10000 100%**

As per record of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.



ENCOMPASS DESIGN INDIA PRIVATE LIMITED

Notes to Financial Statements for the year ended 31 March, 2012

	31-03-2012	31-03-2011
	Rs.	Rs.
3. Short Term Borrowings (Unsecured)		
3.1 Interest free loans and advances from related parties (repayable on demand)	-	5,000
	<u>-</u>	<u>5,000</u>
4. Other Current Liabilities		
4.1 Other payables		
Others	5,618	5,515
	<u>5,618</u>	<u>5,515</u>
5 Other Non-Current Assets		
5.1 Unamortised Expenditure	43,462	36,141
	<u>43,462</u>	<u>36,141</u>
6. Cash and Bank Balances		
6.1 Cash and Cash Equivalents		
Cash on hand	400	4,960
Balance with banks	61,756	69,414
	<u>62,156</u>	<u>74,374</u>
7. Other Expenses		
Audit Fees	5,618	5,515
Miscellaneous Expenses	1,703	12,126
	<u>7,321</u>	<u>17,641</u>

As per our report of even date attached

For M. SABOO & CO.
Chartered Accountants(MAHESH SABOO)
Proprietor
M. No. : 35914

Place : Mumbai

Date : 7 JUL 2012

For and on behalf of Board of Directors
of Encompass Design India Pvt. Ltd.

Director

Director

ENCOMPASS DESIGN INDIA PRIVATE LIMITED

NOTE-1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS ON BALANCE SHEET AS ON 31ST MARCH, 2012 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE.

A. SIGNIFICANT ACCOUNTING POLICIES: -

ACCOUNTING CONVENTION

The Company adopts the accrual concept in the preparation of the accounts and the Income and Expenditure are recognised and accounted on the accrual basis.

FIXED ASSETS: -

Fixed Assets are capitalised at cost, inclusive of inward freight, duties, taxes and installation expenses, wherever applicable.

DEPRECIATION: -

The Company charges depreciation on written down value method, at the rates and in the manner laid down in Schedule XIV to the Companies Act, 1956.

INVENTORIES: -

Raw Material is valued at cost, Stock in Process is valued at raw material cost plus direct overhead apportioned on an estimated basis. Finished goods are valued at lower of cost or net realisable value.

SALES: -

Sale of goods is recognised on shipment or despatch to customer. 'Sales' exclude amounts recovered towards excise duty and sales tax, wherever applicable.

B. NOTES TO ACCOUNTS: -

1. In the opinion of the Board, the current assets, loans & advances have a value on realisation in the ordinary course of business equal to at least the amount stated in the Balance Sheet.
2. Some of the Sundry Debtors, Creditors, Loans and Advances are subject to confirmation.
3. Contingent liability not provided for, Rs. NIL.
4. Additional information pursuant to the provisions of paragraph 3, 4C and 4D of part II of Schedule VI of the Companies Act, 1956 are NIL.

