

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 3rd ANNUAL GENERAL MEETING OF M/S. ENCOMPASS DESIGN INDIA PRIVATE LIMITED WILL BE HELD ON THURSDAY, 05TH JULY, 2013 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

1. Appointment of Chairman
2. Register of Directors Shareholding
3. Quorum
4. Notice of Director's Report
5. Auditor's Report
6. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2013 including audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon
7. To appoint M/s M/s V.K Beswal, Chartered Accountants, Mumbai, (Firm Registration No. 101083W). as Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration.
8. To consider the regularisation of Mrs. Susmita Dalmia as a Director in the upcoming Annual General Meeting
9. Any other matter as decided by Chairman

By order of the board of directors

For ENCOMPASS DESIGN INDIA PRIVATE LIMITED

SD/-

Amit Dalmia

Director

DIN: 00210919

Date: 10th June, 2013

Place: Mumbai

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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.

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

Phone 022 40383000 / Fax : 022 66623049

DIRECTORS' REPORT

COMPANY NO - 11- 200672

**To,
The Members**

The Directors have pleasure in presenting the Annual Report of your Company together with the Audited Accounts for the financial year ended 31st March, 2013.

Financial Highlights:

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

Dividend:

Your Director's have not recommended any dividend for the year ended 31st March, 2013.

Directors:

Mr. Rahul Mehta resigned as Director of the Company w.e.f 16th March, 2013.

Mrs. Susmita Amit Dalmia was appointed as Additional Director of the Company with effect from 16th March, 2013. Mrs. Susmita Amit Dalmia an Additional Director pursuant to Section 260 of the Companies Act 1956 is entitled to hold the office as Additional Director only upto the date of ensuing Annual General Meeting of the members of the Company.

Your Directors recommend appointing Mrs. Susmita Amit Dalmia as Director of the Company at the ensuing Annual General Meeting of the Company.

In terms of provisions contained in Articles of Association Article No. 22(vii), Directors are not liable to retire by rotation.

Auditors and Auditors Report:

The Company's Auditors, M/s. Saboo & Co, Chartered Accountants, Mumbai, (**Firm Registration No. 108929W**) who are suppose to hold office up to the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. 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.

Particulars of Employees:

The statement showing details of employees U/s 217(2A) of the Companies Act, 1956 has not been annexed hereto as none of the employees were in receipt of remuneration in excess of Rs. 60,00,000/- (Rupees Sixty Lacs only) per annum if employed for whole year or Rs. 5,00,000/- (Rupees Five Lacs only) per month if employed for part of the year.

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Disclosure of Particulars regarding conservation of Energy Technology Absorption and Foreign Exchange Earning and Outgo:

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

Directors Responsibility Statement:

Pursuant to requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement your Directors confirm that:-


1. in the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures,
2. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the states of affairs of the Company at the end of the financial year,
3. 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 of assets of the company and for preventing and detecting fraud and other irregularities,
4. the Directors had prepared the Annual Accounts on a "going concern basis".

Appreciation:

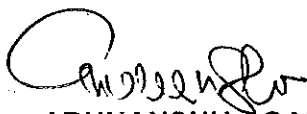
The Directors wish to place on record their gratitude to the Bankers and Shareholders of the Company for their support and guidance.

For and on behalf of the board

ENCOMPASS DESIGN INDIA PRIVATE LIMITED



AMIT DALMIA
DIRECTOR



ARUNANSHU AGARWAL
DIRECTOR

Place: Mumbai

Dated: 09.04.2013

AUDITOR'S REPORT

To,
THE MEMBERS,
ENCOMPASS DESIGN INDIA PRIVATE LTD

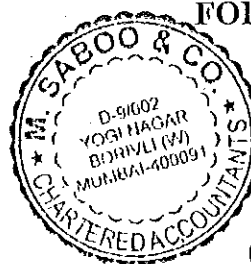
We have audited the attached Balance Sheet of **ENCOMPASS DESIGN INDIA PRIVATE LTD**, as at 31st, March 2013 and also the Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express 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 31/03/2013, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March, 2013 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, 2013 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

Mumbai: Dated: 09 APR 2013

ENCOMPASS DESIGN INDIA PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2013

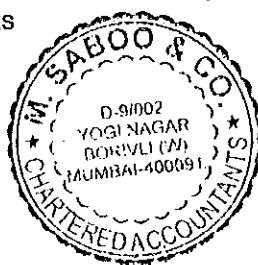
	Note No.	31-03-2013 Rs.	31-03-2012 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	100,000	100,000
		<u>100,000</u>	<u>100,000</u>
Current Liabilities			
Other Current Liabilities	3	5,618	5,618
		<u>5,618</u>	<u>5,618</u>
TOTAL		<u>105,618</u>	<u>105,618</u>
ASSETS			
Non Current Assets			
Long-term Loans And Advances	4	25,000	-
Other Non- Current Assets	5	60,527	43,462
		<u>85,527</u>	<u>43,462</u>
Current assets			
Cash And Bank Balances	6	20,091	62,156
		<u>20,091</u>	<u>62,156</u>
TOTAL		<u>105,618</u>	<u>105,618</u>

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

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.

Director

Director

Place : Mumbai
Date :

09 APR 2013

ENCOMPASS DESIGN INDIA PRIVATE LIMITED

Notes to Financial Statements for the year ended 31 March, 2013

2. Share Capital	31-03-2013	31-03-2012
<u>Authorised</u>	Rs.	Rs.
50,000 (31 March 2012: 50,000) Equity Shares of Rs. 10/- each	500,000	500,000
<u>Issued, Subscribed & Fully Paid up Shares</u>		
10,000 (31 March 2012: 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

	31-03-2013		31-03-2012	
Equity Shares:	Nos.	Amount	Nos.	Amount
At the beginning of the period	10,000	100,000	10,000	100,000
Shares issued during the period	-	-	-	-
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.

2.3 Details of shareholders holding more than 5% share in the company Equity Shares:

	31-03-2013		31-03-2012	
	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, 2013

	<u>31-03-2013</u>	<u>31-03-2012</u>
	Rs.	Rs.
3. Other Current Liabilities		
3.1 Other payables		
Others	5,618	5,618
	<u>5,618</u>	<u>5,618</u>
4. Long Term Loans and Advances (Unsecured, considered good)		
4.1 Security Deposit	25,000	-
	<u>25,000</u>	<u>-</u>
5. Other Non-Current Assets		
5.1 Unamortised Expenditure	60,527	43,462
	<u>60,527</u>	<u>43,462</u>
6. Cash and Bank Balances		
6.1 Cash and Cash Equivalents		
Cash on hand	990	400
Balance with banks	19,101	61,756
	<u>20,091</u>	<u>62,156</u>
7. Other Expenses		
Audit Fees	5,618	5,618
Miscellaneous Expenses	11,447	1,703
	<u>17,065</u>	<u>7,321</u>



ENCOMPASS DESIGN INDIA PRIVATE LIMITED

NOTE-1

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS ON
BALANCE SHEET AS ON 31ST MARCH, 2013 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.

SIGNATURE TO NOTES '1' TO '7'

FOR M. SABOO & CO.

Chartered Accountants

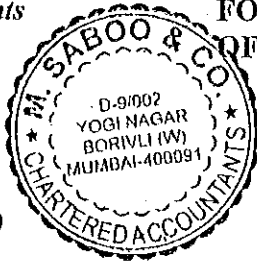


(MAHESH SABOO)
Proprietor

Membership No. 35914

Place : Mumbai

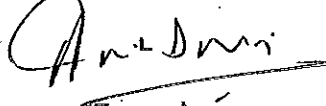
Dated: 09 APR 2013



FOR AND ON BEHALF OF THE BOARD DIRECTORS
OF ENCOMPASS DESIGN INDIA PVT. LTD.



1. SHRI ARUNANSHU AGARWAL



2. SHRI AMIT DALMIYA