

ETHNIC DESIGNERS PRIVATE LIMITED

Regd. Office: 6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi-110007
CIN No.: U51311DL2005PTC137127, Tel. No.: 011-23852583, Fax No.: 011-23852666
E-mail: rgc.secretarial@gmail.com; rgc.secretarial@rediffmail.com

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of Ethnic Designers Private Limited will be held on September 13th, 2014 at 02.15 P.M. at the Registered Office of the Company at 6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi-110007 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2014 and the Balance Sheet as at that date and the Report of the Directors and Auditors thereon.
2. To re-appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Kumar Piyush & Co. (Firm Registration No.: 005120N), Chartered Accountants, New Delhi, retiring Auditors is eligible for re-appointment.

SPECIAL BUSINESS:


1. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the existing Articles of Association be and are hereby substituted with a new set of Articles 1 to 97 of Articles of Association of the Company as per Companies Act, 2013, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification."

2. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS ORDINARY RESOLUTIONS:

RESOLVED THAT Mr. Ajay Kumar Jain Din No.(00043349) is appointed as an Additional Director of the Company and who hold office up to the date of this Annual General Meeting and are eligible for appointment and has given his consent, be and is hereby appointed as Director of the Company.

By Order of the Board


(Ajay Kumar Jain)
DIN NO. 00043349
Director

Place: Delhi
Dated: June 20th, 2014

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. All document referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays and Sundays between 11:00 A.M. AND 3 P.M. up to the date of the Annual General Meeting.
3. Members are requested to make their requests/correspondence in this regard at the following address:
ETHNIC DESIGNER PRIVATE LIMITED
6926, Jaipuria Mills Compound, Clock Tower,
Subji Mandi, Delhi.110 007

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013)

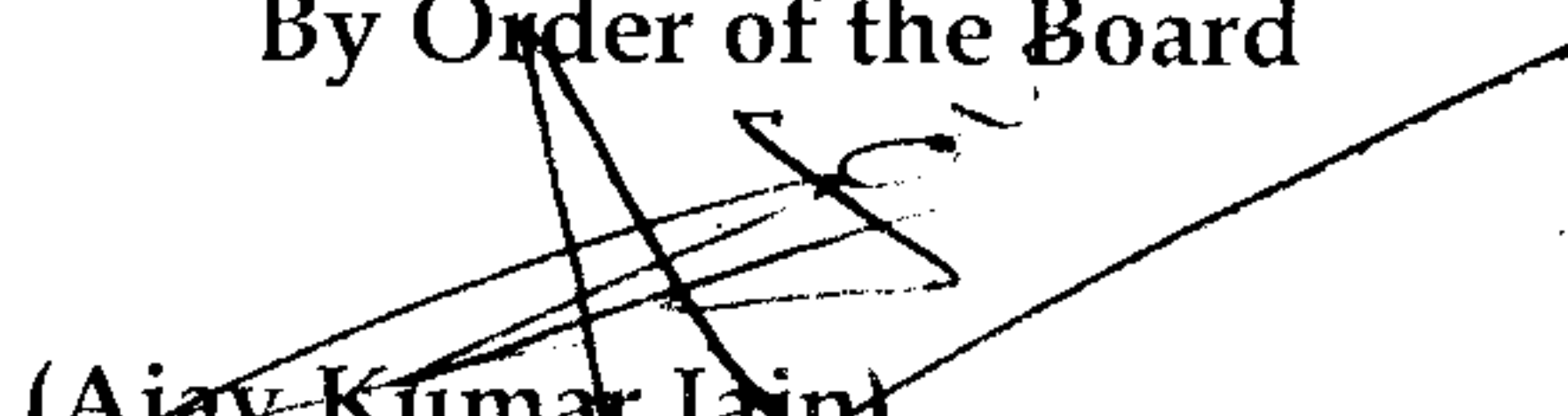
ITEM NO. 1

The Articles of Association ("AoA") of the Company as presently in force were what they were when the Company was incorporated in 2005. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act. The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

ITEM NO. 2

Mr. Ajay Kumar Jain Din No.(00043349) was appointed as an Additional Director by the Board w.e.f. 20.06.2014 hold the office of the Director up to the forthcoming Annual General Meeting. He is eligible for the appointment of Director and has given his consent to act as a Director. Considering the above appointment in the interest of the Company, Board recommends the Ordinary Resolution as mentioned in Item No.2 of the accompanied Notice for your approval.

Place: Delhi
Dated: June 20th,2014

By Order of the Board

(Ajay Kumar Jain)
DIN NO. 00043349
Director

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DIRECTORS' REPORT

The Members of Ethnic Designers Private Limited

Your Directors have pleasure in presenting the Ninth Annual Report of the Company together with the Audited Accounts of the Company for the year ended March 31, 2014.

FINANCIAL RESULTS

The financial highlights for the period under review are as under:

PARTICULARS	(Rupees in Lakhs)	
	Year ended 31.03.2014	Year ended 31.03.2013
Sales and Other Income	-	-
Profit/(Loss) before Interest and Depreciation	(0.068)	(0.075)
Less: Finance Charges	-	-
Less: Depreciation	-	-
Profit/(Loss) for the Year	(0.068)	(0.075)
Less: Provision for Income Tax	-	-
Add/(Less): Deferred Tax Assets/ (Liability)	0.020	0.022
Net Profit/(Loss) for the Year	(0.048)	(0.053)
Profit/(Loss) carried to the Balance Sheet	(4.215)	(4.163)

DIVIDEND

Since the company does not have any profit during the period under review, the Directors regret their inability to propose any dividend.

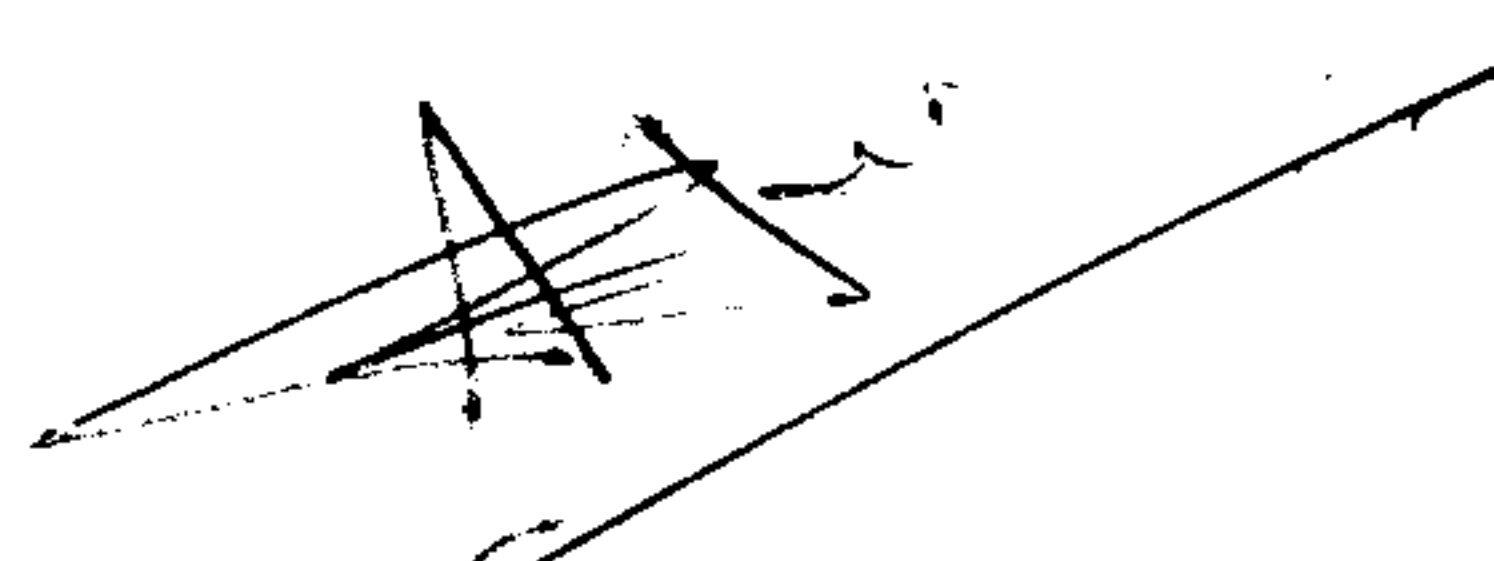
DIRECTORS

During the year under review Mr. Sailesh Kumar Gupta holding Din No.(00171930) has been resigned from the Directorship of the Company and Mr. Ajay Kumar Jain holding Din No.(00043349) has been appointed as a Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under applicable of the Companies Act, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards had been followed and no material departure have been made from the same;
- (ii) That 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 state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual accounts for the financial year ended 31st March, 2014 has been prepared on a 'going concern' basis.



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AUDITORS

Messrs. Kumar Piyush & Co., Chartered Accountants, the Statutory Auditors will retire at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS REPORT

In respect of observation made by the Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory, and do not call for any further comments.

PUBLIC DEPOSITS

During the year under review, your company has not accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

PARTICULARS OF EMPLOYEES

There was no employee in respect of whom information is required to be given pursuant to applicable Section of the Companies Act, 2013, read with the Companies (Particulars of Employees) Rules, 1975 as amended up-to-date.

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

The particulars relating to conservation of energy and technology absorption are not applicable to the Company. However, efforts are being made to conserve and optimize the use of energy, wherever possible.

During the year under review, your Company has neither earned nor spent any foreign exchange.


ACKNOWLEDGEMENTS:

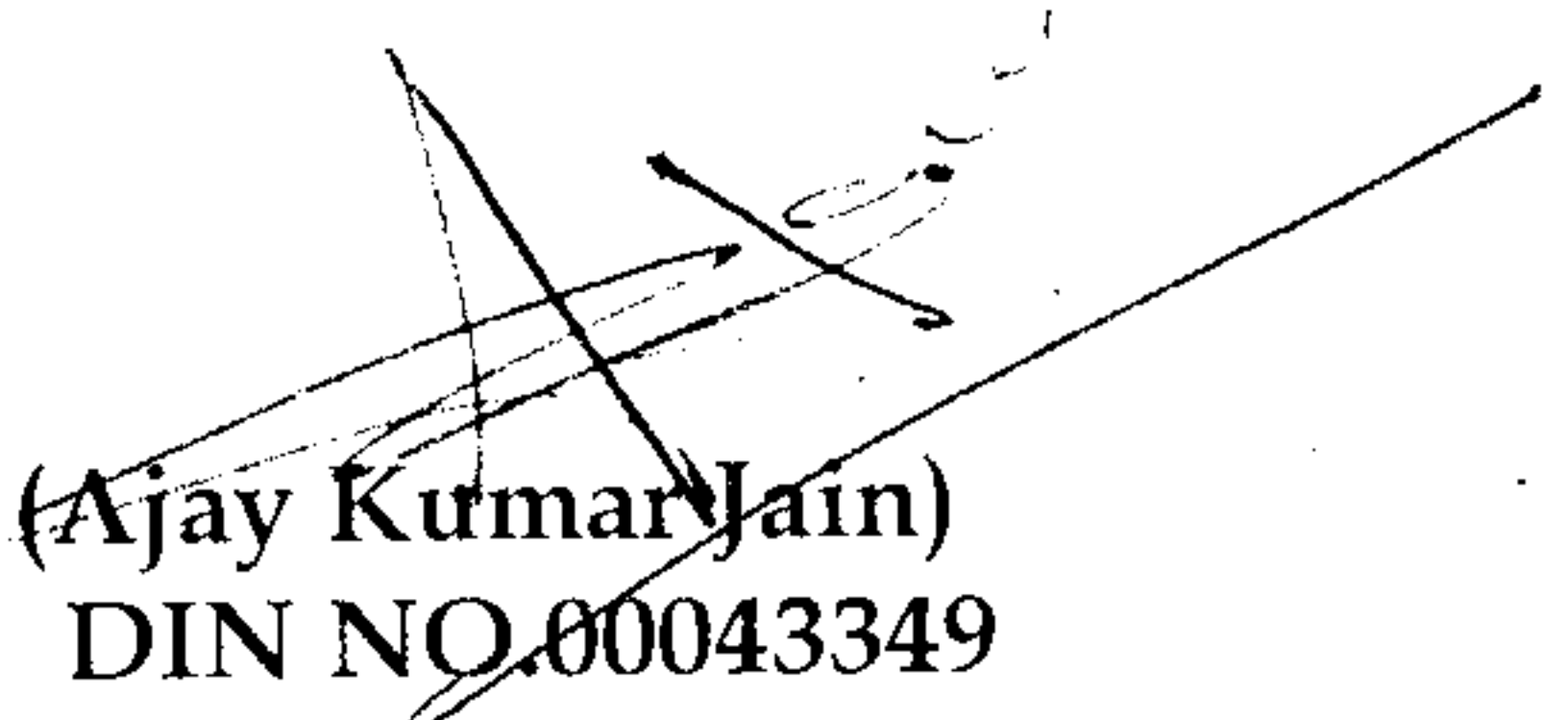
The Directors would like to thank the Government, Banks, Authorities, Employees, Shareholders and all the other business associates for the continuous support given by them to the Company and their confidence in its management.

For and on behalf of the Board

Place: Delhi

Date: June 20th, 2014


(Vijay Mishra)
DIN NO.00322006
Director


(Ajay Kumar Jain)
DIN NO.00043349
Director