



AMSONS APPARELS LIMITED

REG. OFFICE: 303, 2nd FLOOR, PLOT NO.13-A, VEER COMPLEX, VEER SAVARKAR BLOCK,
SHAKARPUR DELHI East Delhi DL 110092

MAIL ID: amsonsapparels@yahoo.com WEBSITE: www.amsonsapparels.com,

CIN-U74899DL2003PLC122266, Telephone No: 011-65670018

To,

Department of Corporate Services,
BSE Limited
25TH Floor, P.J. Towers,
Dalal Street, Mumbai- 400001

Date: 16.10.2017

Dear Sir/Madam,

Security Code: 538861, Security ID: AMSONS

Subject: Submission of Annual Report for 2016-17

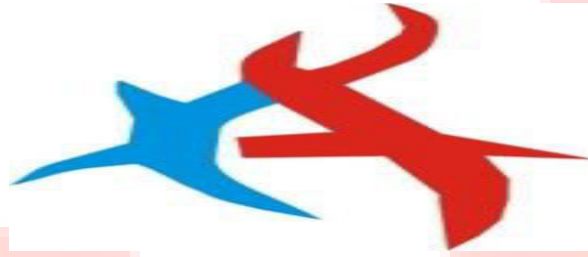
We herewith enclose Annual Report for the Financial Year 2016-17 of our Company as per Regulation 34 (1) of Securities Exchange Board of India Listing Obligation and Disclosure Requirements Regulations, 2015.

Kindly take the same on Record.

FOR AMSONS APPARELS LIMITED


AGUSTEEN KACHHAP
DIRECTOR

Enclosed: As attached



AMSONS APPARELS LIMITED

14TH ANNUAL REPORT

2016-17

CORPORATE INFORMATION

BOARD OF DIRECTORS

| | | |
|-------------------|---|--|
| VINAY KUMAR | : | Whole-Time Director |
| AGUSTEEN KACHHAP | : | Non Executive & Non Independent Director |
| RADHIKA THAPLIYAL | : | Independent Director |
| AMIT KUMAR GUPTA | : | Independent Director |

COMPANY SECRETARY

NAVEEN KHANDELWAL

STATUTORY AUDITORS

M/s. Rakesh Batra & Co.,
(Firm Registration Number-020461N)
Address: 16/17A, Moti Nagar, New Delhi 110015

CIN

U74899DL2003PLC122266

BANKER TO THE COMPANY

HDFC BANK LIMITED
Surya Kiran Building
K G Marg
New Delhi - 110001

REGISTERED OFFICE

303, 2nd FLOOR, PLOT NO.13-A, VEER COMPLEX, VEER SAVARKAR BLOCK, SHAKARPUR DELHI 110092
Phone 011-65670018
Email Id: amsonsapparels@yahoo.com
Website: www.amsonsapparels.com

REGISTRAR & SHARE TRANSFER AGENT

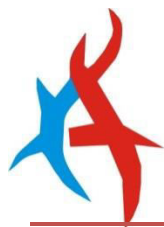
Beetal Financial and Computers Services Private Limited
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping centre,
Near Dada Harsukh Das Mandir,
New Delhi-110062
Tel.: 011-29961281/83; Fax No. – 011-29961284
Email Id: beetalrta@gmail.com.
Website: www.beetalfinancial.com

ANNUAL GENERAL MEETING

Date & Time : 18th September, 2017 at 09:30 A.M
Day : Monday
Venue : Navakar Tirth Atisey Ksetra, Near Mahadev Ksetra,
Ghevra Rohtak Road Delhi

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Telephone No: 011-65670018

NOTICE OF 14TH ANNUAL GENERAL MEETING

Notice is hereby given that fourteenth Annual General Meeting of the Shareholders of Amsons Apparels Limited will be held on Monday, 18th September, 2017 at 09:30 A.M at Navakar Tirth Atisey Ksetra, Near Mahadev Ksetra, Ghevra Rohtak Road Delhi to transact the following Business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance sheet of the Company for the financial year ended on 31st March 2017, the statement of Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To ratify the appointment of M/s. Rakesh Batra & Co., (Firm Registration Number-020461N) as the statutory auditors of the Company till the conclusion of 18th Annual General Meeting subject to ratification by members at Every Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS :

3. TO APPOINT MR. AGUSTEEN KACHHAP (DIN: 07628217) AS DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Agusteen Kachhap (DIN: 07628217) who was co-opted as an Additional Director on the board of the company with effect from 17th February, 2017 and who ceases to hold the office at this Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received from a member along with requisite deposit proposing his candidature for the office of a Director on the Board of the Company, be and is hereby appointed as a director on the Board, liable to retire by rotation."

4. INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION:

To consider and, if though fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized share capital of the Company be and is hereby increased from Rs.23,00,00,000 (Rupees Twenty three crore Only) divided into 2,30,00,000 (Two crore thirty lakh Only) Equity shares of Rs.10/- (ten) each to Rs. 30,70,00,000 (Rupees thirty crore seventy lakh Only) divided into 3,07,00,000 (three crore seven lakh Only) Equity shares of Rs.10/- (Ten) each by creation of additional 77,00,000 (seventy seven lakh only) Equity shares of Rs.10/- (Ten) each aggregating Rs. 7,70,00,000/- (Rupees seven crore seventy lakh Only) ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

“The Authorized share capital of the Company is Rs. 30,70,00,000 (Rupees thirty crore seventy lakh Only) divided into 3,07,00,000 (Three crore seven lakh Only) Equity shares of Rs.10/- (Rupee ten only) each.”

5. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS :

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

“RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized to create, offer, issue, allot and deliver in one or more tranches 83,88,850 (Eight Three lakhs eighty eight thousands eight hundred fifty) equity shares of Rs. 10/- each on a preferential basis to the proposed allottees as mentioned in the Explanatory Statement annexed to the Notice, for consideration other than cash at par at a price of Rs. 10 per equity share and on such terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR) Regulations”) (including any amendments thereto or reenactment thereof) or other provisions of law as may be prevailing at the time.

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of equity shares in accordance with the SEBI (ICDR) Regulations would be August 18, 2017 being the date 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors / Officers of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

Date: 01.08.2017

Place: New Delhi

**By Order of the Board
FOR AMSONS APPARELS LIMITED
SD/-
AGUSTEEN KACHHAP
Director
Din No. 07628217**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Explanatory statement for the proposed resolutions under Item No. 3, 4 & 5 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukdas Mandir, New Delhi-110062. Members holding shares in electronic form may update such details with their respective Depository Participants.
5. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 13th September, 2017 to 15th September, 2017 (both days inclusive).
6. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
7. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

1. Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 (1) of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on **Monday, September 18, 2017** at 09:30 A.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- III. The Facility for voting through ballot paper shall be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- V. The remote e-voting period commences on 15th September, 2017 (9:00 am) and ends on 17th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

VI. The process and manner for remote E- voting electronically are as under:-

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :

- (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
 - (iii) Click on shareholder-Login.
 - (iv) Put user ID and password as initial password noted in step (i) above. Click login.
 - (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.
 - (vii) Select "EVEN" Of **AMSONS APPARELS LTD.**
 - (viii) Now you are ready for remote E-voting as cast vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on ""Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csumitgupta@gmail.com with a copy marked to evoting@nsdl.co.in
- B.** In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

- (i) Initial password is provided as below in the proxy form:

| EVEN (Remote E-Voting Event number) | USER ID | PASSWORD |
|-------------------------------------|---------|----------|
| | | |

- (ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com call on toll free no.: 1800-222-990.

- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. The e-voting period commences on 15.09.2017 and ends on 17.09.2017. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 11, 2017, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 11, 2017.
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date of September 11, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Sumit Gupta, Company Secretary (COP: 10542), Proprietor M/s. Sumit Gupta & Associates, Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of the e-voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company ie. www.amsonsapparels.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Date: 01.08.2017

Place: New Delhi

By Order of the Board
FOR AMSONS APPARELS LIMITED
SD/-
AGUSTEEN KACHHAP
Director
Din No. 07628217