

CHAIRMAN	:	MR. ZAVERILAL V. MANDALIA
MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER	:	MR. KISHOR P. MANDALIA
DIRECTORS	:	MR. VIPUL MANDALIA MR. GHANSHYAMBHAI AKBARI MR. HITESH ADESHARA MR. MUKESH ADESHARA
COMPANY SECRETARY & COMPLIANCE OFFICER		MR. ASHISH TRIPATHI (up to 07-07-2011) MR. RAVIKUMAR PASI (from 09-08-2011)
CHIEF FINANCIAL OFFICER (CFO)	:	MR. RUPESH SHAH
AUDITORS	:	M/S. C. R. SHAREDALAL & CO. CHARTERED ACCOUNTANTS AHMEDABAD
BANKERS	:	AXIS BANK LIMITED ALLAHABAD BANK HDFC BANK LIMITED INDUSIND BANK LIMITED
REGISTERED OFFICE	:	11-B, NEW AHMEDABAD INDUSTRIAL ESTATE, SARKHEJ-BAVLA ROAD, VILLAGE – MORAIYA-382 213. DIST.:- AHMEDABAD. GUJARAT.
CORPORATE OFFICE	:	606, SWAGAT BUILDING NR. LAL BUNGLOW, C.G. ROAD AHMEDABAD – 380006.

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GROUP WHICH EXERCISES OR IN A POSITION TO EXERCISE CONTROL, DIRECTLY OR INDIRECTLY OVER AUSOM ENTERPRISE LIMITED.

THE FOLLOWING INDIVIDUALS/PERSONS CONSTITUTING GROUP (AS DEFINED IN MRTP ACT, 1969), ARE SHOWN AS GROUP WHICH EXERCISE OR IN A POSITION TO EXERCISE CONTROL, DIRECTLY OR INDIRECTLY, OVER **AUSOM ENTERPRISE LIMITED.**

SR. NO.	NAME OF THE INDIVIDUALS/PERSONS CONSTITUTING GROUP	REMARK
1	KISHOR PRANJIVANDAS MANDALIA	ACQUIRER
2	MANDALIA VIPULKUMAR ZAVERILAL	ACQUIRER
3	ZAVERILAL V. MANDALIA	ACQUIRER
4	BHARATI ANIL PAWANI	ACQUIRER
5	CHANDRESH Z. MANDALIA	ACQUIRER
6	SAVITRI DAYARAM PAWANI	ACQUIRER
7	BHARAT PRANJIVANDAS MANDALIA	ACQUIRER
8	ARUNABEN KISHORBHAI MANDALIA	PAC*
9	FENNYBEN C. MANDALIA	PAC*
10	DAXABEN BHARATBHAI MANDALIA	ACQUIRER
11	PRAFULLABEN Z. MANDALIA	PAC*

*** PAC- PERSONS ACTION IN CONCERT**

NOTICE

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the Members of **M/s. AUSOM ENTERPRISE LIMITED** will be held on Friday, the 28th day of September, 2012 at 10.30 a.m. at the Registered Office of the company situated at 11-B, New Ahmedabad Industrial Estate, Village- Moraiya, Sarkhej - Bavla Road, Moraiya-382 213. Dist.-Ahmedabad to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Statement of Profit & Loss for the year ended on that date and the report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Hitesh Adeshara retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ghanshyambhai Akbari retires by rotation and being eligible, offers himself for re-appointment.
4. To Re-appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

5. To Consider and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution.

“RESOLVED THAT subject to the provision of section 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 and subject to the approval of Central Government, if required, Mr. Kishor Mandalia be and is hereby re-appointed as the Managing Director of the Company for a period of 3(three) years with effect 7th August, 2012 without any remuneration.”

“RESOLVED FURTHER THAT Board of Directors in consultation with Remuneration Committee of the Company be and is hereby authorized to pay remuneration and other perquisites, in future if required and deem appropriate, upto limits prescribed under section 198, 209 read with Schedule XIII of the Companies Act, 1956 or any further statutory revision, modification, clarifications or re-enactments thereof from time to time in force and/or the guideline for managerial remuneration issued by the Central Government and from the date the Statutory provisions and/or guidelines coming into force.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things matters as may be considered necessary, desirable or expedient including alteration, vary, the terms and condition of such re-appointment to give effect to this resolution.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF TO ATTEND AND VOTE AT THE MEETING. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME AT, WHICH THE MEETING IS SCHEDULED TO BE HELD. THE PROXY FORM IS ATTACHED HEREWITH.
2. The Register of Members and Share Transfer Books shall remain closed from Tuesday, the 25th September, 2012 to Friday the 28th September, 2012 (both days inclusive).
3. Members are advised to avail Nomination facility as well as Dematerialisation facility.
4. The company has appointed M/s. Link Intime India Private Limited (Formerly known as Intime Spectrum Registry Limited), 303, 3rd Floor, Shopper's Plaza-5, Near Govt. Soc., Opp. Municipal Market, C.G. Road, Navrangpura, Ahmedabad – 380 009, as Registrar and Transfer (R & T) Agent for carry out work relating to transfer as well as dematerialisation of shares. The members/ investors, having any query in this regards be communicated to this agency at the address mentioned above.
5. The company for the purpose of redressal of investor grievances has created an Email ID “investorcomplaints@gmail.com.” This will facilitate to the investors to communicate any complaint/grievances to the company directly.
6. Shareholders seeking any information or clarification on the accounts are requested to send written queries to the company, atleast 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

Registered Office:

11-B, NEW AHMEDABAD INDUSTRIAL ESTATE,
SARKHEJ-BAVLA ROAD, VILLAGE – MORAIYA-382 213.
DIST.:- AHMEDABAD.
GUJARAT.

Place: Ahmedabad

Date: - 30th July, 2012

By Order of the Board of Directors

RAVIKUMAR PASI
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**Item No. 5**

At the Board Meeting held on 07/08/2009, Mr. Kishor Mandalia was appointed as Managing Director for a term of 3 years with effect from 07/08/2009. The said appointment was confirmed by the shareholder at the meeting held on 29/09/2009. Considering his experience, dedication and leadership, the Board of Directors at their meeting held on 30/07/2012 with the recommendation of remuneration committee has decided to re-appoint Mr. Kishor Mandalia as Managing Director for further period of 3 year on the terms and condition as mentioned below. His re-appointment as Managing Director will be of immense help to the company considering the exposure he has.

The terms and conditions of his appointment, in brief, are;

Salary :- Nil. However he shall be eligible for out of pocket expenses if any on actual basis.

Term :- 3 Years with effect from 07/08/2012.

Pursuant to section 269 and other applicable provision of the Companies Act, 1956 read with Articles of Association of the Company appointment of Managing Director shall be subject to confirmation of the Shareholders of the Company.

The resolution at item No. 5 in the notice is for your kind consent.

None of the directors except Mr. Kishor Mandalia, Mr. Zaverilal Mandalia and Mr. Vipul Mandalia is interested in the resolution.

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By Order of the Board of Directors

Place: Ahmedabad

Date: - 30th July, 2012

RAVIKUMAR PASI

Company Secretary

DIRECTORS' REPORT

To,
The Members of the Company,

Your directors have pleasure in presenting the Twenty-Eighth Annual Report of your Company together with the Audited Accounts for the year ended on 31st March, 2012.

FINANCIAL RESULTS

PARTICULARS	Year ended on 31/03/2012	Year ended on 31/03/2011
Gross Sales	86368.11	103976.60
Expenditure	85358.54	103223.74
Profit/(Loss) before Tax	1009.57	752.86
Profit/(Loss) after Tax	1013.50	752.86
Profit Carry to Reserves	NIL	NIL

DIVIDEND

This being the consucutive third year, in which the company has generated profit, however, considering past accumulated loss, the Board has decided to plough back the current year's profit for the development of the business and hence could not recommend the dividend and regret for the same.

OPERATIONS

The Company, in the year under consideration, has carried out activity in the field of trading of Gold, Silver, Diamonds, Bullions, Shares and Securities & Units of Mutual Funds. The Company has achieved a turnover of Rs. 86,368.11 Lacs as against Rs. 1,03,976.60 Lacs for the previous year. The turnover of the company has been decreased by 83.06%. Similarly, the Company in the third consecutive year has generated profit amounting to Rs. 1013.50 Lacs (PAT). The reduction of turn over is mainly due to imposition of custom duty on gold etc.

As you all know that the manufacturing activity has been discontinued by the company, after demerger of its manufacturing division.

The Company during current year is anticipating to achieve gross turnover of Rs. 1500 Cr. and for that necessary efforts has been initiated. The management of the Company is of the view that the target of gross turnover will be definitely achieved and necessary resources for the same has also been finalised.

DEMATERIALISATION OF SHARES

As on 31-03-2012, 12623598 Equity Shares have been dematerialised, out of which 11971110 Equity Shares dematerialised with National Securities Depository Limited (NSDL) and 652488 Equity Shares with Central Depository Services (India) Limited (CDSL). It means 92.66 % of total capital has been Dematerialised.

International Security Identification Number (ISIN) of the company's equity shares is INE218C01016.

DIRECTORS

During the year under review Mr. Hitesh Adeshara and Mr. Ghyanshambhai Akbari retire by rotation and being eligible, offer themselves for reappointment.

Further, the term of appointment of Mr. Kishor Mandalia as Managing Director was for a period of three years and gets expire on 07/08/2012. The Board therefore considering the contribution made by him during his tenure as Managing Director and also on the basis of recommendation received by the Remuneration Committee has re-appointed him as Managing Director of the company with the same terms and conditions.

The details about the education qualification, experience, nature of work etc. of each such directors mentioned in the Report of Corporate Governance forming part of this report.

You are therefore requested to accord your consent for his re-appointment as Managing Director of the company.

FIXED DEPOSITS

During the year under review, Company has not accepted and/or renewed any Deposits as provided under Section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rule, 1975. There is no unclaimed or overdue Fixed Deposits.

AUDITORS

The auditors, M/s. C. R. Sharedalal & Company, Chartered Accountants, Ahmedabad retire at the ensuing Annual General Meeting and are eligible for re-appointment. They have also consented to act as Auditors of the Company for the F.Y. 2012-13.

AUDITORS' REPORT

The auditors of the Company have not given any adverse remark / qualification in their Report and hence explanation of the Board is not required.

AUDIT COMMITTEE

During the year, the Audit Committee meetings were conducted as per the requirements of Listing Agreement with the Stock Exchanges read with Section 292A of the Companies Act, 1956. The details about the Role, Power etc. of the committee enumerated in the Corporate Governance Report forming part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, your Directors state that:

- I) In the preparation of annual accounts for the year ended March 31, 2012, the applicable accounting standards have been followed and that no material departures have been made from the same;
- II) 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 31st March, 2012 and of the profit or loss of the Company for that year.

III) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

IV) The Directors had prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

In pursuance to Clause 49, as amended from time to time, of the Listing Agreement with the Stock Exchanges, the Corporate Governance Report and Management Discussion and Analysis Report are given elsewhere and forming part of this Report.

PERSONNEL

None of the employee of the company is in receipt of annual remuneration of Rs. 60.00 lacs p.a. or Rs. 5.00 lacs per month, a limit as prescribed under Companies (Particulars of Employees) Rule, 1975 and hence information as required under section 217(2AA) read with Companies (Particulars of Employees) Rule, 1975 is not applicable.

MATTER REQUIRED TO BE REPORTED AS PER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULE, 1988

The information in respect of Conservation of Energy, Technology absorption etc. is not applicable to this Company mainly due to reason that the Company is only engaged in Trading Activity.

FOREIGN EXCHANGE EARNING AND OUTGO:

During the year under consideration, the company has earned foreign exchange amounting to Rs. 70.56 cr. by way of direct exports (Previous year Rs. 918.62 cr.) and has spent Rs. 70.39 cr. (Previous year Rs. 914.36 cr.) on purchase of commodities and Rs. 13.74 cr. towards interest.

ACKNOWLEDGEMENTS

The Directors would like to thank bankers namely Axis Bank Ltd., HDFC Bank Ltd., Allahabad Bank., and IndusInd Bank Ltd. for providing support to your company. The Directors also further acknowledged the support received from employees, customers, shareholders and other government agencies.

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: - 30th July, 2012

Kishor Mandalia
Managing Director

Vipul Mandalia
Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(A) INDUSTRY STRUCTURE AND DEVELOPMENT:

Since last three years, after demerger, the Company is now only engaged in trading of Bullions, precious metals, commodities etc. The trading industries being very ancient in its nature hence well organized in all respect, even the exchanges for such trading activities has been established during last decade so as to make the trading in more organized and transparent manner.

(B) OPPORTUNITIES AND THREATS**(1) Opportunities**

The company is totally debt-free and now being run by well experienced promoters with having two decades of insightful knowledge of this industry.

- The identification of new segment (trading activities) has performed very well and there is a good scope of future growth and profitability.
- Experienced people in the field of commodities/bullions trading will manage the trading activities.

(2) Threats

- Foreign currency fluctuation more particularly dollar and pound.
- Volatility in Commodities and trading markets.
- Due to impose of excise duty, the cost of bullions and gold has gone up and hence demand for the same may reduce.

(C) SEGMENT WISE PERFORMANCE OR PRODUCT WISE PERFORMANCE

The Company is only engaged in trading activity, hence segment wise performance is not required. The activities, which the company has started from last three years emerging a very potential, growing and profitable. In the current year also, it has shown good turnover and good profit.

(D) OUTLOOK

The trading industry has grown up and very good potential. Under the globalization, the trading activity has more scope internationally and growing manifold. Even after establishing NCDEX and MCX various new platforms for F & O contracts will emerge in near future.

(E) RISK AND CONCERNS

- The trading business is a new line of business for the company.
- There may be volatility and ups & down in the trading market.

(F) INTERNAL CONTROL SYSTEMS AND ADEQUACY

Your Company has adequate internal control procedures commensurate with the size and nature of business. These procedures ensure efficient use and protection of the resources and compliance with policies, procedures and statutes. There is a periodical review mechanism for ensuring the sustenance and up-gradation of these systems.

(G) DISCUSSION ON FINANCIAL PERFORMANCE

During the current year the company has generated revenue of Rs.86368.11 Lacs from trading activity with a profit of Rs.1013.50 Lacs (PAT).

(H) HUMAN RESOURCES/IR

Recognizing that people are an important part of the organization, a major exercise in training and development of employees has been undertaken at all levels. The Company gives a lot of importance to Human Resources activities. These activities have helped to retain and motivate employees of the company.

(I) CAUTIONARY STATEMENT

Estimates and expectations stated in this Management Discussion and Analysis may be “forward-looking statement” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, other statutes and other incidental factors.