

36th  
Annual Report 2019-20



AuSom Enterprise Limited

<b>CHAIRMAN</b>	:	MR. ZAVERILAL V. MANDALIA
<b>MANAGING DIRECTOR &amp; CHIEF EXECUTIVE OFFICER</b>	:	MR. KISHOR P. MANDALIA
<b>DIRECTORS</b>	:	MR. VIPUL MANDALIA MR. GHANSHYAMBHAI AKBARI MR. HITESH ADESHARA MRS. NIRUPAMA VAGHJIANI
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>		MR. YOGESH GHATGE
<b>CHIEF FINANCIAL OFFICER (CFO)</b>	:	MR. RUPESH SHAH
<b>AUDITORS</b>	:	M/S. SWETA PATEL & ASSOCIATES CHARTERED ACCOUNTANTS AHMEDABAD
<b>BANKERS</b>	:	HDFC BANK LIMITED INDUSIND BANK LIMITED AXIS BANK LIMITED KOTAK MAHINDRA BANK LIMITED ICICI BANK LIMITED YES BANK LIMITED STANDARD CHARTERED BANK
<b>REGISTERED OFFICE</b>	:	11-B, NEW AHMEDABAD INDUSTRIAL ESTATE, SARKHEJ-BAVLA ROAD, VILLAGE - MORAIYA-382 213. DIST.:- AHMEDABAD. GUJARAT.
<b>CORPORATE OFFICE</b>	:	606, 'SWAGAT' NEAR LAL BUNGLOW, C.G. ROAD, AHMEDABAD 380006.

<b>CONTENTS</b>	
Notice	3
Directors' Report	13
Report on Corporate Governance	21
Management Discussion and Analysis Report	37
Independent Auditors' Report on Standalone Financial Statements	67
Standalone Financial Statements	74
Independent Auditors' Report on Consolidated Financial Statements	106
Consolidated Financial Statements	112

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

FOLLOWING ARE INDIVIDUALS/PERSONS CONSTITUTING GROUP (AS DEFINED IN MRTP ACT, 1969), WHICH EXERCISES OR ARE 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 ACTING IN CONCERT

**NOTICE**

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**NOTICE** is hereby given that the Thirty Sixth (36<sup>th</sup>) Annual General Meeting of the Members of **M/S. AUSOM ENTERPRISE LIMITED** (CIN: L67190GJ1984PLC006746) will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 01.00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2020, the Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. Vipul Z. Mandalia (DIN: 02327708), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****3. Continuation of appointment of Mrs. Nirupama H. Vaghjiani as an Independent Non-Executive Director**

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mrs. Nirupama H. Vaghjiani (DIN 06956012), who is not liable to retire by rotation, on the Board of the Company notwithstanding her attaining the age of Seventy-five (75) years on November 13, 2020.”

**4. Authority for giving loan(s) to an entity under the category ‘a person in whom any of the director of the company is interested’**

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

“RESOLVED THAT in supersession of the earlier Resolution passed by the Members in their Meeting held on September 27, 2018 and pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 (“said Section”), approval of members of the Company be and is hereby accorded for giving loan(s) to an entity under the category 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, an aggregate outstanding amount at any point of time shall not exceeding Rs. 1000.00 crores (Rupees One Thousand Crores only) on such terms and conditions including rate of interest, repayment etc. to be decided by the Board of Directors of the company in its interest from time to time.”



“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the said loan and to take all necessary steps including to execute all documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**Place:- Ahmedabad**  
**Date:- 1st September, 2020**

**By Order of the Board of Directors**  
**For AuSom Enterprise Limited**

**Registered Office:**  
11-B, New Ahmedabad Industrial Estate,  
Sarkhej-Bavla Road, Village – Moraiya-382 213.  
Dist.:- Ahmedabad.Gujarat.  
CIN: L67190GJ1984PLC006746,  
Phone: +91 79 2642 1422-1499 Fax: +91 79 2656 9898  
E-mail: ausom.ael@gmail.com Website: www. ausom.in

**Yogesh Ghatge**  
**Company Secretary & Compliance Officer**

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (“SEBI Circular”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the AGM of the Company is being held through VC.
2. A statement giving the relevant detail of the Directors seeking appointment/ reappointment under item no. 3 of the accompanying Notice, as required under Regulation 36(3) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.
3. The requirement to place the matter relating to appointment of Auditors for ratification by member at every AGM is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of auditors, who were appointed in the Annual General Meeting held on September 28, 2017.
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
6. Since the AGM is being held through VC, the route map is not annexed in this Notice.
7. The Notice of the 36th Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of 36th Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website [www.ausom.in](http://www.ausom.in), websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. Members can attend and participate in the AGM through VC/OAVM facility only
8. Corporate Members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members during the AGM.
10. The Register of Members and Share Transfer Books shall remain closed from Friday, the 25<sup>th</sup> September, 2020 to Wednesday, the 30<sup>th</sup> September, 2020 (both days inclusive).

11. Members are advised to avail Nomination facility as well as Dematerialization facility.
12. The Company has appointed M/s. Link Intime India Private Limited situated at 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Center - I (ABC-I), Beside Gala Business Center, Nr. St. Xavier's College Corner, Off C.G. Road, Navrangpura, Ahmedabad- 380 009 as Registrar and Transfer (R & T) Agent for carrying out work relating to transfer as well as dematerialization of shares. The members/ investors are requested to communicate their queries in regards to transfer and dematerialization of shares to R & T Agent at the address mentioned above.
13. 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.
14. 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.
15. The Company, has provided facility to its shareholders to cast their vote through electronic means.
  - I. In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rule, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the – 36<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services as provided by National Securities Depository Limited (NSDL). The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
  - II. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for shareholders voting electronically are as under:**

- (A) The Company is pleased to offer e-Voting facility for its Members to enable them to cast their Votes electronically. The voting period begins on, Sunday, 27<sup>th</sup> September, 2020 at 9:00 a.m. and ends on, Tuesday, 29<sup>th</sup> September, 2020 at 5:00 p.m. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 23<sup>rd</sup> September, 2020, may cast their vote electronically. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off. The e-voting module shall be disabled for voting thereafter. The procedure and instructions for the same are as follows:**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.co](http://www.evoting.nsdl.co).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.



**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company which is 114203 to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csneerajtrivedi@gmail.com](mailto:csneerajtrivedi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- a. Members will be able to attend the AGM through VC or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

- b. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- c. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990.

**Other Instructions**

Mr. Niraj Trivedi, Company Secretary in Practice (Membership No.: FCS 3844, C.P. No.: 3123) Email ID:[csneerajtrivedi@gmail.com](mailto:csneerajtrivedi@gmail.com) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the Meeting, 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 (2) witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same of the Company.

The result shall, forthwith, be declared after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website <http://www.ausom.in/> and on the website of NSDL immediately after the result is declared by the Chairman and communicate details regarding the voting result to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

All Documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11:00 am to 5:00 pm) on all working days except Sunday and other public holidays, up to and including the date of the Annual General Meeting of the Company.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 ("THE ACT")**

##### **ITEM NO. 3**

Mrs. Nirupama H. Vaghjiani, aged 74, is the Non-Executive Independent Director of the Company. In accordance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Mrs. Nirupama H. Vaghjiani will attain the age of 75 years in November, 2020 and the continuation of her Directorship will be subject to approval by the shareholder by special resolution. Hence the approval of the shareholders is sought for the continuation of her Directorship on the Board of the Company even after attaining the age of 75 years.

The Board of the Company is of the opinion that Mrs. Nirupama H. Vaghjiani has been an integral part of the Board and has provided valuable insights to the Company and her continuation as Director will be in the interest of the Company notwithstanding her completion of seventy five years of age. Hence the Board recommends the resolution set out in item No. 3.

Except Mrs. Nirupama H. Vaghjiani, being appointee and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM. Mrs. Nirupama H. Vaghjiani is not related to any Director of the Company.

##### **ITEM NO. 4**

The Shareholders at Annual General Meeting held on 27<sup>th</sup> September, 2018 passed a special resolution to give their consent for giving loan(s) to an entity under the category 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, an aggregate outstanding amount at any point of time shall not exceeding Rs. 1000.00 crores (Rupees One Thousand Crores only) on such terms and conditions including rate of interest, repayment etc. to be decided by the Board of Directors of the company in its interest from time to time.

Now the Board of Directors at its meeting held on 1<sup>st</sup> September, 2020 decided to include few more related entities in addition to the existing approved entities. Hence, this resolution is recommended for approval of Members of the Company in supersession of the earlier Resolution passed by the Members in their Meeting held on 27<sup>th</sup> September, 2018.