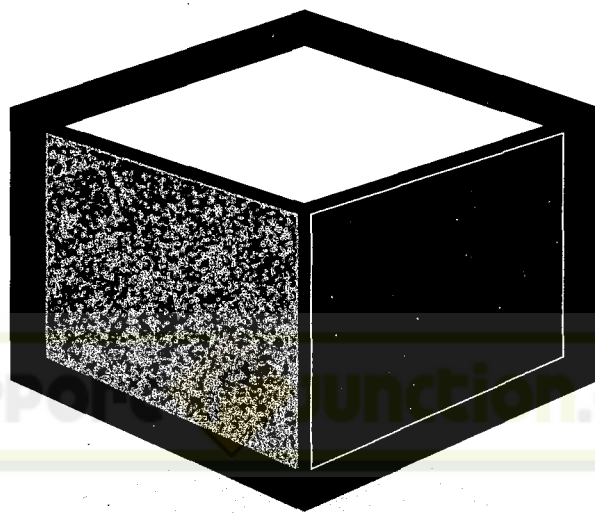


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## ANNUAL REPORT

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EMBALLAGE

**CORE EMBALLAGE LIMITED**

**CORE EMBALLAGE LIMITED**

<b>CHAIRMAN</b>	: JUSTICE BIPINCHANDRA J. DIVAN (RETD.) [Upto 07.08.2009] SHRI ZAVERILAL V. MANDALIA [From 07.08.2009]
<b>MANAGING DIRECTOR</b>	: SHRI SUNIL HANDA [Upto 07.08.2009] SHRI KISHOR P. MANDALIA [From 07.08.2009] [MANAGING DIRECTOR & CEO]
<b>EXECUTIVE DIRECTOR</b>	: SHRI RAJIV MEHTA
<b>DIRECTORS</b>	: SHRI BALDEV RAJ HANDA [Upto 07.08.2009] SMT. DIVYA DEEPTI HANDA [Upto 07.08.2009] SHRI (DR.) BIMAL PATEL [Upto 07.08.2009] SHRI HITESH ADESHARA [From 07.08.2009] SHRI KIRTAN SONI [From 07.08.2009] SHRI MUKESH ADESHARA [From 07.08.2009] SHRI VIPUL MANDALIA [From 07.08.2009]
<b>CHIEF FINANCIAL OFFICER (CFO)</b>	: SHRI AKSHAY CHANDAN [Upto 01.02.2009] SHRI KIRTAN SONI [From 02.02.2009 to 07.08.2009] SHRI RUPESH SHAH [From 07.08.2009]
<b>AUDITORS</b>	: M/S. C. R. SHAREDALAL & CO. CHARTERED ACCOUNTANTS AHMEDABAD
<b>BANKERS</b>	: DENA BANK BANK OF BARODA AXIS BANK LIMITED
<b>REGISTERED OFFICE</b>	: "CORE HOUSE" OFF C. G. ROAD NEAR PARIMAL GARDEN ELLISBRIDGE AHMEDABAD - 380 006 GUJARAT
<b>FACTORY</b> [Upto 16.01.2009]	: VILLAGE :- RADHU TALUKA :- MATAR DISTRICT :- KHEDA GUJARAT

**CORE EMBALLAGE LIMITED****Notice**

**NOTICE** is hereby given that the Twenty-Fifth Annual General Meeting of the Members of **M/s. CORE EMBALLAGE LIMITED** will be held on Tuesday, the 29th day of September, 2009 at 10.30 a.m. at the "Conference Hall", Ahmedabad Textile Mills' Association (ATMA), Opp. National Chamber, Ashram Road, Ahmedabad 380 009 to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and Profit & Loss Account for the year ended on that date and the report of the Directors' and Auditors' thereon.
2. To appoint Auditors and fix their remuneration.

**SPECIAL BUSINESS :**

3. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution.  
"RESOLVED THAT Mr. Hitesh Adeshara be and is hereby appointed as director of the company and eligible to retire by rotation."
4. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution.  
"RESOLVED THAT Mr. Kirtan Soni be and is hereby appointed as director of the company and eligible to retire by rotation."
5. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution.  
"RESOLVED THAT Mr. Kishor Mandalia be and is hereby appointed as director of the company and eligible to retire by rotation."
6. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution.  
"RESOLVED THAT Mr. Mukesh Adeshara be and is hereby appointed as director of the company and eligible to retire by rotation."
7. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution.  
"RESOLVED THAT Mr. Vipul Mandalia be and is hereby appointed as director of the company and eligible to retire by rotation."
8. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution.  
"RESOLVED THAT Mr. Zaverilal Mandalia be and is hereby appointed as director of the company and eligible to retire by rotation."
9. To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution  
"RESOLVED THAT subject to the approval of Central Government pursuant to Section 21 of the Companies Act, 1956, the name of the Company be and is hereby changes from 'Core Emballage Limited' to 'Ausom Enterprise Limited'.  
"RESOLVED FURTHER THAT the name 'Core Emballage Limited' wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the new name 'Ausom Enterprise Limited'.  
RESOLVED FURTHER THAT any one of the present Directors of the Company be and is hereby authorized to take all necessary steps for giving effect to the above resolution."

**CORE EMBALLAGE LIMITED**

10. 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 appointed as the Managing Director of the Company for a period of 3 (three) years with effect from 7th August, 2009 with Nil 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 etc.. up-to the limits prescribed under section 198, 309 read with Schedule XIII of the Companies Act, 1956 or any further statutory revision, modification, clarifications or re-enactment thereof from time to time in force and/or the guideline for managerial remuneration issued by the Central Government from time to time and from the date the statutory provisions and/or the 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 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 Friday, the 25th September, 2009 to Tuesday the 29th September, 2009 (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), 211, Sudarshan Complex, Near Mithakhali Underbridge, 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.

Registered Office :  
"CORE HOUSE", Off C. G. Road  
Near Parimal Garden,  
Ellisbridge,  
Ahmedabad 380 006.

By Order of the Board of Directors

**ASHISH TRIPATHI**  
Company Secretary

Place : Ahmedabad  
Date : 7th August, 2009

**CORE EMBALLAGE LIMITED**

## **Annexure to the Notice**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.**

#### **Item No. 3 to 8**

At the board meeting held on 07-08-2009, Mr. Hitesh Adeshara, Mr. Kirtan Soni, Mr. Kishor Mandalia, Mr. Mukesh Adeshara, Mr. Vipul Mandalia and Mr. Zaverilal Mandalia were appointed as additional directors of the company in pursuant to section 260 of the Companies Act. All these directors shall hold office of directorship until the conclusion of forthcoming Annual General Meeting.

The company has received notices in writing proposing their candidature as directors of the company along with deposit of Rs. 500/- from the members.

The directors recommend the adoption of the resolutions at item No. 3 to 8 of the notice for your approval.

None of the directors are in any way concerned or interested in the resolutions at item No. 3 to 8 of the notice except to the extent resolution in respect of their own or their relatives appointment is concerned.

#### **Item No. 9**

After acquiring the company by the new management, at the board meeting held on 07/08/2009, it was decided to change the name of the company to Ausom Enterprise Limited. Even this name is made available by the office of ROC, Gujarat.

The reason for change of name is mainly that the present name of the company is Core Emballage Limited which was originally engaged in manufacturing of Corrugated Boxes made out of kraft paper. This manufacturing division, in the month of January, 2009 was demerged as per the order of Hon'ble High Court of Gujarat. As a result, the present main activity of the company is trading of commodities.

As per the provision of section 21 of the Companies Act, 1956, the name of the company has to be in consonance with the object of the company. As the object of the company is being changed and to comply with this requirements it was decided to change the name of the company subject to your kind consent.

The resolution at item No.:- 9 is for your kind approval.

None of the directors of the company are directly or indirectly interested in this resolution.

#### **Item No. 10**

At present the existing Managing Director Mr. Sunil Handa has resigned from the Directorship and hence does not have Managing Director and as required under section 269 of the Companies Act, 1956 appointment of the Managing Director in such company is mandatory and to comply with this requirements, the Board of directors of the company at its meeting held on 07/08/2009 with the recommendation of the Remuneration Committee, appointed Mr. Kishor Mandalia as Managing Director of the company.

Mr. Kishor Mandalia will work honorary and he will not take any remuneration. Mr. Mandalia is under graduate and having total exposure of more than 23 years in the field of trading. He is also a director of other 10 private limited companies.

The appointment of Mr. Mandalia is for a period of three (3) years with effect from 07/08/2009 as managing director. The said appointment is also recommended by the remuneration committee at meeting held on 07/08/2009. His appointment as Managing Director will be of immense help to the company considering the exposure he has.

The resolution at item No. 10 in the notice is for your kind consent.

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

Registered Office :  
"CORE HOUSE", Off C. G. Road  
Near Parimal Garden,  
Ellisbridge,  
Ahmedabad 380 006.

By Order of the Board of Directors

**ASHISH TRIPATHI**  
Company Secretary

Place : Ahmedabad  
Date : 7th August, 2009

**CORE EMBALLAGE LIMITED****Directors' Report**

To,

The Members of the Company,

Your directors have pleasure in presenting the Twentyfifth Annual Report of your Company together with the audited accounts for the year ended on 31st March, 2009.

**FINANCIAL RESULTS**

	Year ended on 31-03-2009	(Rs. in lacs) Year ended on 31-03-2008
Gross Sales	7542	3310
Gross Profit/(Loss)	76	36
Profit/(Loss) after depreciation	(1295)	(523)

**DIVIDEND**

In the absence of profit, your company is skipping dividend for the year ended on 31-03-2009.

**OPERATIONS**

Your directors are pleased to inform that your company is making progress as per the plan charted out during the last year. It was identified that there is a good scope for trading division. Your directors pursued on the task of making the company debt free as well as generate working capital for trading activities.

Your directors are happy to mention that your company has done very well in trading activity and registered trading turnover of Rs. 50,99,25,243/- and has made profit of Rs. 1,98,81,551/- from the said activities.

**DEMERGER OF MANUFACTURING UNIT**

As you all know that during the year under consideration, the company after obtaining necessary approvals from the Bombay Stock Exchange (BSE) and National Stock Exchange of India Limited (NSE), secured creditors, unsecured trade creditors and shareholders had moved to Hon'ble High Court of Gujarat vide application under section 391-394 of the Companies Act, 1956 with a Scheme of Arrangement (Scheme) in the nature of de-merger of manufacturing division of the company. The said application was considered and passed by an order on 12-12-2008, sanctioning the said Scheme of Arrangement. This Scheme came into an effect from 16-01-2009, as per the direction of The Hon'ble High Court of Gujarat. Under this scheme entire plant, machinery, land, building and employees etc. have been transferred to the resulting company.

At present the company has only one business segment i.e. trading of packaging, paper, commodities etc.. After such de-merger, the company will be growing its business and recruiting various personnel on need basis. The Company is anticipating to generate profit during the next financial year.

The Company has complied with all the basic requirements for giving effect of de-merger of the manufacturing unit.



## ACQUISITION OF SHARES UNDER SEBI TAKEOVER CODE

Mr. Zaverilal V. Mandalia and others (Acquirers) have given open offer to acquire the entire promoters' shares. Accordingly, the promoters of the company on 17/03/2009 have entered into a Share Purchase Agreement (SPA) for selling 68,11,776 fully paid up equity shares of Rs. 10/- each representing 50% of paid up Equity and voting capital of the company at a price of Rs. 8/- per fully paid up equity shares. The Acquirers are also making an Open offer to the public (other than the parties to the SPA and PACs) to acquire up to 27,24,711 fully paid-up Equity Shares of Rs. 10/- each representing 20% of the equity share capital of the company, at a price of Rs. 10/- per fully paid-up Equity Shares. Depending on the response received in the open offer, the acquirers have also agreed to acquire on a proportionate basis such additional number of shares or entire balance 10,88,508 equity shares of Rs. 10/- each representing 7.99% of the paid up capital at a price of Rs. 8/-.

Subsequently, the acquires have submitted offer documents to SEBI and obtained necessary consent. The offer was opened from 24/06/2009 to 13/07/2009. The acquirers have received 154 valid applications with 702650 shares under this open offer. The shares under SPA & also under open offer have been transferred in favour of Acquires.

## DEMATERIALISATION OF SHARES

As on 31-03-2009, 1,24,97,447 Equity Shares have been Dematerialised, out of which 1,16,44,641 Equity Shares dematerialised with National Securities Depository Limited (NSDL) and 8,52,806 Equity Shares with Central Depository Services (India) Limited (CDSL). It means 91.73% of total shares have been Dematerialised. International Security Identification Number (ISIN) of the company's equity shares is **INE218C01016**.

## DIRECTORS

Mr. Hitesh Adeshara, Mr. Kirtan Soni, Mr. Kishor Mandalia, Mr. Mukesh Adeshara, Mr. Vipul Mandalia and Mr. Zaverilal Mandalia at the Board Meeting held on 07/08/2009 have been appointed as additional directors of the company who shall hold the office as directors only upto conclusion of the forthcoming Annual General Meeting and are eligible for appointment. Your approval for their appointment as directors retire by rotation has been sought in the notice convening the annual general meeting of the company.

Mr. Sunil Handa, Mrs. Divya Deepti Handa and Dr. Bimal Patel, Mr. B.R. Handa, Justice B.J. Divan have tendered their resignation and the same has been accepted by the Board w.e.f. 07.08.09. The Board appreciated the valuable services rendered by them during their tenure as directors 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.

**CORE EMBALLAGE LIMITED****AUDITORS**

The auditors, M/s. C. R. Shredalal & 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.

**AUDITORS' REPORT**

The company is a potential sick company as the net worth of the company has eroded by more than 50%, however the company has prepared its accounts on going concern basis as the company is going to continue its operations and through its added activity will be able to generate sufficient resources and profit to reduce its deficit of net worth in future.

**AUDIT COMMITTEE**

During the year, the Audit Committee meetings were conducted as per the provisions of Listing Agreement with the Stock Exchanges. The details about the Role, Power of the committee enumerated in the Corporate Governance 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, 2009, 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, 2009 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 Reports are forming part of this Report.

**PERSONNEL**

None of the employee of the company is in receipt of annual remuneration of Rs. 24.00 lacs p.a. or Rs. 2.00 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.





## CORE EMBALLAGE LIMITED

**MATTER REQUIRED TO BE REPORTED AS PER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULE, 1988 [The particular provided here below is only for a period from 01.04.08 to 16.01.09 an effective date of manufacturing division.]**

**CONSERVATION OF ENERGY**

- a) **Energy conservation measures taken :** The Company after necessary analysis worked out that total maximum demand of 750 KVA is not required and hence through necessary application the KVA was reduced to 450 KVA.

The company installed the solid fuel fired boiler in place of the 10 ton fuel fired boiler which has reduced unnecessary waste of energy through over capacity boiler and through this change there will be a substantial monetary saving also.

- b) **Additional investments and products, if any, being implemented for reduction of consumption of energy:** There is no investment during the year.
- c) **Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods :** Both (a) & (b) have helped in saving of power and steam energy which was wasted due to higher capacity.
- d) **Total energy consumption and energy consumption per unit of production-** Not Applicable.

**TECHNOLOGY ABSORPTION**

- e) **Efforts made in technology absorption as per the Annexure :**

**Form - "B"****Research and Development (R & D)**

1.	Specific areas in which R & D carried out by the company	Development of Consumer Packaging, Package development for Fragile Products, Development of Industrial Packaging, Packaging of Free Flowing Material, Total Diagnostic Study and Solutions and Corrugated Pallets.
2.	Benefits derived as a result of the above R & D	Demand has increased and as a result replacing wood and plastic items which are environmentlly unfriendly.
3.	Future plan of action	Not Applicable
4.	Expenditure on R & D	Nil *
	(a) Capital	Nil *
	(b) Recurring	Nil *
	(c) Total	Nil *
	(d) Total R & D expenditure as a percentage of total turnover.	Nil *

\* very negligible amount has been spent and hence to provide it separately is not possible

**CORE EMBALLAGE LIMITED****Technology absorption, adaptation and innovation :**

1.	Efforts, in brief, made towards technology absorption, adaptation and innovation.	Indiginisation of raw materials and components.
2.	Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.	---
3.	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished.	Not Applicable
	(a) Technology imported	N.A.
	(b) Year of import	N.A.
	(c) Has technology been fully absorbed	N.A.
	(d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	Not Applicable

**FOREIGN EXCHANGE EARNING AND OUTGO :**

Company has not done direct exports (Previous year Rs. Nil) Company has spent Rs. Nil (Previous year Rs. 13,46,513/-) on capital goods and Rs. Nil (Previous year Rs. Nil) on director foreign travelling.

**ACKNOWLEDGEMENTS**

The Directors also thank the banks i.e. Dena Bank and Bank of Baroda for providing Working Capital and Term Loan facilities to your company. The directors further acknowledge the support received by the company from Axis Bank Limited, its Suppliers of goods and services, Contractors, Shareholders and employees and other agencies associated with the company.

For and on behalf of the Board of Directors

Place : Ahmedabad  
Date : 7th August, 2009

**Kishor Mandalia**  
Managing Director

**Kirtan Soni**  
Director