



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 (UP TO 23-08-2014) MRS. NIRUPAMA VAGHJANI (FROM 23-08-2014)
COMPANY SECRETARY & COMPLIANCE OFFICER	:	MR. RAVIKUMAR PASI
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 IS IN A POSITION TO EXERCISE CONTROL, DIRECTLY OR INDIRECTLY OVER AUSOM ENTERPRISE LIMITED.

FOLLOWING ARE THE INDIVIDUALS/PERSONS CONSTITUTING GROUP (AS DEFINED IN MRTP ACT, 1969), WHICH EXERCISE 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

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of **M/s. AUSOM ENTERPRISE LIMITED** (CIN:L67190GJ1984PLC006746) will be held on Monday, the 29th day of September, 2014 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 consider and adopt Financial Statement of the Company for the financial year ended 31st March, 2014 including Statement of Profit & Loss together with the report of the 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.
3. To re-appoint Auditors who shall hold such office until the conclusion of 33rd Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per clause 49 of the Listing Agreement, Smt. Nirupama H. Vaghjiani (DIN 06956012) be and is hereby appointed as an Independent Women Director of the Company to hold office for 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting and shall not be liable to retire by rotation."

5. To consider and, if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per clause 49 of the Listing Agreement, Shri Hitesh B. Adeshara (holding DIN 02726701) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting and shall not be liable to retire by rotation."

6. To consider and, if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the



Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and as per clause 49 of the Listing Agreement, Shri Ghanshyambhai B. Akbari (holding DIN 00196160) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting and shall not be liable to retire by rotation."

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

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard, and pursuant to section 180(1)(C) and other applicable provisions of the Companies Act 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the company's bankers in the ordinary course of business, shall not be in excess of Rs. 1000 Crores (Rupees One Thousand Crores) over and above the aggregate of the paid up share capital and free reserves of the Company".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions of any borrowing and to do all such acts, things and deeds as may be required to give effect to this resolution".

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

"RESOLVED THAT in supersession of all the earlier resolutions that have been passed at the previous Annual General Meetings of the Company and pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions of the said Act, if any, and the Memorandum and Articles of Association of the Company, consent of the Members of the company be and is hereby accorded to creation by the Board of Directors of the Company from time to time of such mortgage, charges, liens, hypothecation, assignment, transfer and/or other securities in addition to the mortgages, charges, liens, hypothecation, assignment, transfer and/or other securities already created, if any, by the Company, on terms and conditions as the Board in its sole discretion may deem fit, on Company's assets and properties, both present and future, whether movable or immovable, including whole or substantially the whole of the Company's undertaking (s) in favor of any financial institutions, Banks and any other investing agencies to secure financial or other facilities that may be extended to the company up to an aggregate value of Rs. 1000 Crores (Rupees One Thousand Crores).

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions, agreements, deeds and documents for creating such mortgage, charge, lien, hypothecation, assignment, transfer and/ or other securities and to do all such acts, things and deeds as may be required 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 Wednesday, the 24th September, 2014 to Monday the 29th September, 2014 (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 carrying out the work related to transfer as well as dematerialisation of shares. The members/ investors are requested to communicate their queries in regards to transfer and dematerialisation of shares 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.
 7. 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 Clause 35 B of Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
- II. The Instruction for members for voting electronically are as under:-
- In case of members receiving e-mail:**
- (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant AUSOM ENTERPRISE LIMITED(EVSN: 140814020) on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to

- helpdesk.evoting@cdslindia.com and also to be sent to scrutinizer at his email ID csneerajtrivedi@gmail.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - **In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

Other Instructions

- (B) The voting period begins on 23th September, 2014 (9:00 am) and ends on 24th September, 2014 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (C) In case you have any queries or issues regarding e voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) The voting right of shareholders shall be proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of the 22nd August, 2014.
- (E) Mr. NIRAJ TRIVEDI Company Secretaries (Membership No.: FCS 3844, C.P. No.: 3123) Email ID mailneerajtrivedi@gmail.com has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Members who do not have access to e-voting facility. Can also vote through Postal Ballot. For availing this facility, members who do not have access to vote electronically, may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer at the Corporate Office of the Company not later than Wednesday, September 24, 2014 (6.00 p.m.).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to ausom.ael@gmail.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Corporate Office of the Company not later than Wednesday, September 24, 2014 (6.00 p.m.). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member Casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid The Scrutinizer shall within a period not exceeding three (3) working days from conclusion of the e-voting period unblock the

votes 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 of the Company.

The result shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.ausom.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the company and communicated 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 and the Explanatory Statement shall be open for inspection at the Registered Office the Company during normal business hours (11:00 am to 5:00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors

Place : Ahmedabad
Date : 23rd August, 2014

RAVIKUMAR PASI
Company Secretary

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**Item No 4, 5 and 6**

As per the Companies Act, 2013 more particularly section 149 which came into effect from 1st April, 2014, it has become mandatory for every listed company to have at least 1 women director and at least one-third of the total number of Directors as Independent Directors on the Board of the Company. Even the revised listing agreement which will come into effect from 1st October 2014, its also mandatory to have such women director as well as Independent Directors on the board of the company.

The Board of Directors appointed Smt. Nirupama H. Vaghjani as an additional director under the category Independent Women Director at their meeting held on 23rd August, 2014.

Further, at the meeting held on it was decided to appoint Shri Hitesh Adeshara and Shri Ghanshyambhai B. Akbari as independent Director for a tenure of 5 (five) years in compliance with the requirements of the Companies Act, 13 as well as Listing Agreement.

All the three, named above, directors are complying the conditions required for appointment as Independent Director as provided under section 149 (6) of the Companies Act 2013 and Board also fees that, if they are appointed would help in all respect i.e. not only of compliances with respect to act and listing agreement but business prospects also.

In compliance with section 160 of the Companies Act, 2013, the Company has received proposal from them along with deposit.

The appointment of such independent directors shall be subject to your approval and they shall not be liable for rotation and they can have maximum 2 terms as independent director. You are therefore requested to kindly accord your consent in the interest of the Company.

Brief profile with resume of each such appointee is provided below and to be considered as compliance of Clause 49, VIII – E of Listing Agreement.

None of the Directors except each such appointee or KMP are directly or indirectly, financially or otherwise interested in this resolution.

Item No 7 & 8

The members of the Company, in past, have accorded their consent to the company by passing a Ordinary Resolution as required under erstwhile Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 for the purpose of borrowing the fund as well as for creation of charge on the assets of the company.

Under the Companies Act, 2013 under Section 180(1)(a) & (c), which came into effect from 12th September, 2013, requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the prior fresh consent of the company by way of a special resolution to be

passed at the general meeting.

Further, the Ministry of Corporate Affairs vide its circular 04/2014 dated 25/03/2014 clarified that the resolution passed under erstwhile section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the Company shall be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013. As per this Circular. The validity of the resolutions passed earlier would expire on 12th September, 2014 and thereafter fresh approval would be required from the Shareholders in due compliance with the provisions of Section 180 of the Companies Act, 2013.

It is, therefore, necessary for the members to pass a Special Resolutions under Section 180(1)(a)& 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7&8 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money at any time or from time to time for borrowing monies together with the monies already borrowed, if any, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business of Rs. 1000 Crores (Rupees One Thousand Crores Only) which is in excess of the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose. The Company may also need to charge properties for securing any borrowings by company in favor of lenders and as per provisions of Section 180 (1) (a) of the Companies Act, 2013 creating charge on property of the Company in favor of lenders requires approval of shareholders in General Meeting.

None of the Directors except Mr. Zaverilal Mandalia, Mr. Kishor Mandalia and Mr. Vipul Z. Mandalia or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions.

By Order of the Board of Directors

Place : Ahmedabad

Date : 23rd August, 2014

RAVIKUMAR PASI

Company Secretary

Registered Office:

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