

32nd
Annual Report 2015-16



AuSom Enterprise Limited

| | | |
|--|---|---|
| CHAIRMAN | : | MR. ZAVERILAL V. MANDALIA |
| MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER | : | MR. KISHOR P. MANDALIA |
| DIRECTORS | : | MR. VIPUL MANDALIA MR. GHANSHYAMBHAI AKBARI MR. HITESH ADESHARA MRS. NIRUPAMA VAGHJIANI |
| 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 | : | HDFC BANK LIMITED INDUSIND BANK LIMITED AXIS BANK LIMITED ALLAHABAD BANK |
| 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**.

FOLLOWING ARE INDIVIDUALS/PERSONS CONSTITUTING GROUP (AS DEFINED IN MRTP ACT, 1969), WHICH EXERCISES OR ARE IN A POSITION TO EXCISE 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 Thirty Second (32nd) Annual General Meeting of the Members of **M/S. AUSOM ENTERPRISE LIMITED** (CIN:L67190GJ1984PLC006746) will be held on Thursday, the 29th day of September, 2016 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 Financial Statements for the year ended on 31st March, 2016, the Statement of Profit and Loss for the year ended on that date together with the Report of Board of Directors' and Auditor's 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 ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and as per the recommendations of the Audit Committee and pursuant to the resolution passed by the members at the 30th Annual General Meeting held on 29th September, 2014, the Company hereby ratifies the appointment of M/s. C. R. SHAREDALAL & CO., Chartered Accountants, Ahmedabad (Firm's Registration No. 109943W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company."

**By Order of the Board of Directors
For AUSOM ENTERPRISE LIMITED**

Place: Ahmedabad
Date: - 10th August, 2016

**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

NOTES:

1. A statement giving the relevant detail of the Directors seeking appointment/ reappointment under item 2 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.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF/HERSELF 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.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (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.
5. Electronic copy of the Annual Report 2015-16 including Notice of the 32nd Annual General Meeting (AGM), Instructions for e-voting, Attendance Slip and Proxy Form is being sent to all the members whose e-mail ids are registered with the Registrar and Transfer (R & T) Agent. Members other than these have been sent the physical copies of the Annual Report 2015-16, Notice of 32nd AGM instructions for e-voting, Attendance Slip and Proxy Form by the permitted mode at their address registered with the Company.
6. Soft copy of 'Annual Report 2015-16' is available on Company's website www.ausom.in.
7. 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.
8. The Register of Contracts and Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The Register of Members and Share Transfer Books shall remain closed from Saturday, the 24th September, 2016 to Thursday the 29th September, 2016 (both days inclusive).
10. Members are advised to avail Nomination facility as well as Dematerialization facility.
11. 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 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 this agency at the address mentioned above.
12. 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.
13. 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.

14. 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 32nd 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). The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot papers. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. And once the vote on resolution is cast by member, he/she shall not be allowed to change it subsequently.

II. The Instruction for members for voting electronically are as under:-

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 procedure and instructions for the same are as follows:

- (i) The voting period begins on Monday, 26th day of September, 2016 at 10:00 A.M. and ends on Wednesday, 28th day of September, 2016 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 (record date) of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number which is printed on Address slip or send with email indicated in the PAN Field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **AUSOM ENTERPRISE LIMITED (EVSN: 160822088)** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the Login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.

(B) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xix) as mentioned in (A) above to cast vote.

Other Instructions

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

The Scrutinizer shall within a period not exceeding two (2) working days from conclusion of the general meeting 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 or a person authorized by him in writing who shall countersign the same of the Company.

The result shall 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 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 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 and other public holidays, up to and including the date of the Annual General Meeting of the Company.

**By Order of the Board of Directors
For AUSOM ENTERPRISE LIMITED**

Place: Ahmedabad
Date: - 10th August, 2016

**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

To
The Members,

M/s. AUSOM ENTERPRISE LIMITED
Ahmedabad

Your Directors have pleasure in submitting their 32nd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

| PARTICULARS | Particulars for Year ended (Amount in ₹) | |
|--|---|--|
| | Current Year 31 st March 2016 | Previous Year 31 st March 2015 |
| Net Sales /Income from Business Operations | 2,85,54,16,469 | 10,96,96,20,645 |
| Other Income | 4,95,85,622 | 4,18,51,284 |
| Total Income | 2,90,50,02,091 | 11,01,14,71,929 |
| Profit before Depreciation | 58,70,165 | 25,03,45,961 |
| Less Depreciation | 52,776 | 98,916 |
| Profit after depreciation | 58,17,489 | 25,02,47,045 |
| Less Current Income Tax | 10,12,233 | 4,23,56,226 |
| Less Previous year adjustment of Income Tax , | Nil | Nil |
| Less Deferred Tax | Nil | Nil |
| Net Profit after Tax | 48,05,256 | 20,78,90,819 |
| Dividend (including Interim if any and final) | Nil | Nil |
| Net Profit after dividend and Tax | 48,05,256 | 20,78,90,819 |
| Amount transferred to General Reserve | Nil | Nil |
| Balance carried to Balance Sheet | 48,05,256 | 20,78,90,819 |
| Earnings per share (Basic) | 0.35 | 15.26 |
| Earnings per Share(Diluted) | 0.35 | 15.26 |

2. DIVIDEND

No Dividend was declared for the financial year under review.

3. AMOUNTS TRANSFERRED TO RESERVES

During the year, Company earned profit of Rs. 0.48 Cr. which has been transferred to surplus/(deficit) in the Statement of Profit and Loss. As a result as on 31-03-2016 the total reserve and surplus is amounting to Rs. 27.40 Cr.

4. STATE OF COMPANY AFFAIRS AND OUTLOOK

The Company, in the year under consideration, has carried out activities in the field of trading of commodities, bullions, shares & securities, units of mutual funds. The Company has achieved a turnover of Rs. 290.50 Cr. as against Rs. 1101.15 Cr. for the previous year. Similarly, the Company has generated net profit amounting to Rs. 0.48 Cr. (PAT).

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 definitely be achieved and necessary resources for the same have also been generated.

During the year under review, there is no change in the nature of business.

5. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and on the date of signing of this report.

6. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

During the year no significant and material order were passed for or against the Company by any authorities.

7. INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial control system with reference to the Financial Statements. As a part of Internal Financial Control, the company has identified policy and procedure to ensure orderly and efficient conduct of its business including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

8. DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

No company has become or ceased to become the Subsidiary, Joint venture or Associate Company during the year under review. The Company does not have any Subsidiary, Joint venture or Associate Company.

9. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review. Even the company does not have any unclaimed deposits.

10. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT TO SHAREHOLDERS

The Listing Regulations which was notified by the Securities and Exchange Board of India on 2nd September, 2015 has replaced the erstwhile Clause 49 of the Listing Agreement, with effect from 1st December, 2015.

Your Company has complied with all the mandatory requirements of Corporate Governance norms as mandated by Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on Corporate Governance together with the Certificate regarding compliance of conditions of Corporate Governance as stipulated under Regulation 34(3) read with Schedule V of SEBI (LODR) Regulations, 2015 issued by M/s. C. R. Shredalal & Co., Chartered Accountants, Ahmedabad forming part of this Annual Report as **Annexure – 'A'**.

The Management Discussion & Analysis report also forms part of this Annual Report as **Annexure – 'B'**.

11. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted a Corporate Social Responsibility Committee in compliance with Section 135 of the Companies Act, 2013 read with rules framed thereunder.

The Company for the year under consideration did not spend any amount towards CSR activities mainly due to the reason that the Company could not identify the appropriate activities falls under Schedule VII and CSR policy. The Company will identify such activity in and around the Registered Office and accordingly will spend.