

34th
Annual Report 2017-18



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 VAGHJANI
COMPANY SECRETARY & COMPLIANCE OFFICER		MR. RAVIKUMAR PASI
CHIEF FINANCIAL OFFICER (CFO)	:	MR. RUPESH SHAH
AUDITORS	:	M/S. SWETA PATEL & ASSOCIATES 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 Fourth (34th) Annual General Meeting of the Members of **M/S. AUSOM ENTERPRISE LIMITED** (CIN: L67190GJ1984PLC006746) will be held on Thursday, the 27th day of September, 2018 at 10.30 a.m. at the Registered Office of the Company situated at 11-B, New Ahmedabad Industrial Estate, Sarkhej - Bavla Road, Village- Moraiya-382 213. Dist.-Ahmedabad 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 31st March, 2018, the Statement of Profit and Loss for the year ended on that date together with the Report of the 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.

SPECIAL BUSINESS:

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

"RESOLVED THAT 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."

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

**Place:- Ahmedabad
Date:- 8th August, 2018**

**Ravikumar Pasi
Company Secretary & Compliance Officer**

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. The requirement to place the matter relating to appointment of Auditors for ratification by member at every Annual General Meeting 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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company.

Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. 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.
6. Electronic copy of the Annual Report 2017-18 including Notice of the 34th 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 2017-18, Notice of 34th AGM instructions for e-voting, Attendance Slip and Proxy Form by the permitted mode at their address registered with the Company.
7. Soft copy of 'Annual Report 2017-18' is available on Company's website www.ausom.in.
8. 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.
9. 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.
10. The Register of Members and Share Transfer Books shall remain closed from Saturday, the 22nd September, 2018 to Thursday the 27th September, 2018 (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 5th 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 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services as 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 are eligible to attend 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, 24th day of September, 2018 at 9:00 a.m. and ends on, 26th day of September, 2018 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. 20th September, 2018, 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: 180825032)** 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 use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (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 Forty Eight (48) hours of conclusion of the AGM of the Company 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 Saturday 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

At some point of time it may happen that the company has sufficient fund which is not required for some / shorter time for its business purpose. Said unutilised fund if given to any person in whom any of the present directors of the company is interested would be beneficial for the company mainly due to (i) the company can yield on the said fund by way of reasonable interest (ii) giving fund to such entity shall be more secured than to keep the same with outsider organisation. Even keeping the same as FD with the bank is also not generating reasonable return and (iii) Company can ask for repayment whenever is in need of.

Particulars of information pursuant to section 185 (2) (a) of Companies Act 2013 are:

1. Particulars of Loan given / to be given:

The company proposes to give loan to M/s. ZAVERI AND COMPANY PRIVATE LIMITED, SGH REALTY LLP and BSAFAL.KZ ESTATE LLP an aggregate outstanding amount not exceeding Rs. 1,000.00 crores. The terms and conditions of such loan shall be decided by the board from time to time. However, the company will make sure that the return on such loan in any case shall not be less than the rate of interest lesser than government security.

2. Purpose of Loan given / to be given:

The loan to be given to such company will be for attainment of their main business activity and the company will periodically verify and make sure that such loan is being used by the borrow is in compliance with the end use for which it has been given to that company.

3. Terms of loan given / to be given:

Terms of loan including rate of interest, repayment, security etc. shall be decided by the company and the borrower on mutually basis and also considering other factors.

Pursuant to the provision of Section 185 of amended Companies Act 2013, the company, including public company / Body Corporate, can give loan to other associates where the directors are directly or indirectly interested. Giving such loan shall be subject to conditions as mentioned in the said section read with rules framed thereunder. One of the condition of such loan is that company can give loan with the consent of the shareholders by way of special resolution. The resolution at Sr. No. 3 to this notice is for your approval. The management of the company is of the view that considering the requirements of such companies/ body corporates, the management is of the view that your company should take approval from the shareholders so that loan to such companies can be given to an aggregate outstanding amount at any point of time shall not exceeding of Rs. 1000 crores on the terms and conditions to be mutually agreed between the company and the borrower.

Further you have accorded your consent to the company under section 186 of the Companies Act, 2013 to invest, give guarantee or provide security aggregating to Rs. 1000.00 crores.

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, financial or otherwise, in the resolutions.

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

**Place:- Ahmedabad
Date:- 8th August, 2018**

**Ravikumar Pasi
Company Secretary & Compliance Officer**

Registered Office:

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

Annexure to the Notice

Additional information on director recommendation for appointment/reappointment required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Brief resume of the Director	Mr. Vipul Z. Mandalia is BBA. He has around 13 years of experience in the field of Jewellery Business, Import-Export of Ornaments.
Nature of his expertise in specific functional area	Jewellery Business, Import-Export of Ornaments.
Disclosure of relationship between directors inter-se	Except Mr. Zaverilal V. Mandalia, Director and Mr. Kishor Mandalia, Managing Director of the Company, non of the Directors have inter-se relation.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	None
Shareholdings in the Company	Equity Share 8,36,420 & Preference Shares 16,00,000

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

**Place:- Ahmedabad
Date:- 8th August, 2018**

**Ravikumar Pasi
Company Secretary & Compliance Officer**

Registered Office:

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Sarkhej-Bavla Road, Village – Moraiya-382 213.
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