

AUSOM ENTERPRISE LIMITED

MINUTES OF PROCEEDINGS AND DECLARATION OF RESULTS OF THE POSTAL BALLOT ON 31ST ANNUAL GENERAL MEETING HELD ON TUESDAY, THE 29TH SEPTEMBER, 2015 AT 11-B, NEW AHMEDABAD INDUSTRIAL ESTATE, VILLAGE- MORAIYA, SARKHEJ - BAVLA ROAD, MORAIYA-382 213. DIST.-AHMEDABAD. POSTAL BALLOT PROCESS CONDUCTED FROM SUNDAY, THE 30TH AUGUST, 2015 TO MONDAY, THE 28TH SEPTEMBER, 2015.

DIRECTOR PRESENT:

- | | | |
|-----------------------------|---|----------------------|
| 1. Mr. Zaverilal Mandalia | - | Chairman |
| 2. Mr. Vipul Mandalia | - | Director |
| 3. Mr. Ghanshyambhai Akbari | - | Independent Director |
| 4. Mr. Hitesh Adeshara | - | Independent Director |
| 5. Mrs. Nirupama Vaghjiani | - | Independent Director |

IN ATTENDANCE:

- | | | |
|----------------------|---|-------------------------|
| ➤ Mr. Rupesh Shah | - | Chief Financial Officer |
| ➤ Mr. Ravikumar Pasi | - | Company Secretary |

LEAVE OF ABSENCE:

- | | | |
|-----------------------|---|---|
| ➤ Mr. Kishor Mandalia | - | Managing Director, as he is out of India on Business tour |
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SCRUTINIZER:

- | |
|---|
| ➤ Mr. Niraj Trivedi, Practising Company Secretary |
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Mr. Zaverilal V. Mandalia, occupied the Chair and welcomed the Directors and Members present. Thereafter, he briefed that the Board of Directors in their meeting held on 10th August, 2015 approved the proposal for conducting Postal Ballot process under section 110 of the Companies Act, 2013 for passing the Resolutions as stated in the Postal Ballot Notice dated 10th August, 2015.

As required under Rule 22 of the Companies (Management & Administration) Rules 2014, the Notice of Postal Ballot dated 10th August, 2015 alongwith the Postal Ballot Forms was sent to all the Shareholders by Courier to send their assent or dissent in writing by post or through electronics means (e-voting) within a period of 30 days i.e. from 30th August, 2015 to 28th September, 2015. The cut-off date for determining shareholders for sending the Postal Ballot Notice was fixed as Friday, the 21st August, 2015. Voting by electronic means was opened from 30th August, 2015 at 10.00 a.m. till 5.00 p.m. on 28th September, 2015 and duly filled physical Postal Ballot Forms were accepted by Scrutinizer till 5:00 P.M. on 28th September, 2015.

Z. V. Mandali

Chairman's Initials

The Chairman, further informed that an advertisement regarding completion of dispatch of Postal Ballot Notice alongwith Postal Ballot Forms and containing all the matters as required under the Companies Act, 2013 and relevant Rules was published in "BUSINESS STANDARD" (English) and "JAI HIND" (Gujarati) on 29th August, 2015.

Thereafter, the Chairman apprised the members that Mr. Niraj Trivedi, Practicing Company Secretary was appointed as the Scrutinizer to conduct the Postal Ballot process fair and transparent manner. He has carried out the Scrutiny of the postal Ballot Forms, if any, received upto 5:00 P.M. on Monday, 28th September, 2015 as well as e-voting and submitted his Report dated 29th September, 2015 to the Chairman narrating the results of the voting on Postal Ballot resolutions.

Thereafter, Mr. Niraj Trivedi, the Scrutinizer, briefed about the total number of votes casted through physical ballots as well as electronic means and valid and invalid votes along with the total percentage of voting done.

The details of voting done as per the Report of the Scrutinizer are as under:

SPECIAL RESOLUTION NO. 1:

Alteration/Inserting new Clause of the Main Objects of the Memorandum of Association.

Type of Voting	Valid Votes						Invalid Votes	
	Voted in Favour of Resolution			Voted against the Resolution			No. of Members whose votes were declared invalid	No. of Equity Shares Represented by them
	No. of Members Voting	No. of Equity Shares Represented by them	% of Votes cast	No. of Members Voting	No. of Equity Shares Represented by them	% of Votes cast		
Postal Ballot	--	--	--	--	--	--	--	--
Electronic Means	33	1,08,55,795	79.68	1	10	0.00	--	--
Total	33	1,08,55,795	79.68	1	10	0.00	--	--

SPECIAL RESOLUTION NO. 2:

To make investments, give loans, guarantees and provide securities beyond the prescribed limits.

Type of Voting	Valid Votes						Invalid Votes	
	Voted in Favour of Resolution			Voted against the Resolution			No. of Members whose votes were declared invalid	No. of Equity Shares Represented by them
	No. of Members Voting	No. of Equity Shares Represented by them	% of Votes cast	No. of Members Voting	No. of Equity Shares Represented by them	% of Votes cast		
Postal Ballot	--	--	--	--	--	--	--	--
Electronic Means	32	1,08,55,295	79.68	2	510	0.00	--	--
Total	32	1,08,55,295	79.68	2	510	0.00	--	--

Z. V. Mansadi
Chairman's Initials

Accordingly, based on the aforesaid Scrutinizer Report dated 29th September, 2015, the Chairman declared the following Special Resolutions contained in the Postal ballot Notice dated 10th August, 2015 as passed with requisite majority:

1. Special Resolution No. 1: Alteration/Inserting new Clause of the Main Objects of the Memorandum of Association:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof), Listing Agreement entered into by the Company with BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Securities Exchange Board of India (SEBI) and subject to necessary approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be required from the statutory and regulatory authorities and further subject to any such conditions and modifications as may be prescribed or imposed by any one of them while granting such approval(s), consent(s), permission(s) and/or sanction(s) and agreed to, by the Board of Directors, the consent of the members of the Company be and is hereby accorded for altering the existing Clause III. [A] of the Main Objects Clause of the Memorandum of Association of the Company by inserting the following new Sub Clause -2 after Clause III [A] 1 of the Memorandum of Association:

Clause - III [A]:

2. **“To generate electrical power by conventional and nonconventional methods including biomass, waste, thermal, solar, hydel, geohydel, wind and tidal waves and to promote, own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on, control, take on hire/lease power plants, co-generation, power plants, wind mills, Energy conservation projects, power houses, power mill, transmission and supply of electrical energy and buy, sell, supply, exchange, market, function as a licence and deal in electrical power, energy to the State Electricity Board, State Government, Appropriate Authorities, licences, specific industrial units and other consumers for industrial, commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Boards and any other competent authority in accordance with provisions of Indian Electricity Act, 1910 and/or Electricity (Supply) Act, 1948 or any statutory modifications or re-enactment thereof and rules made thereunder and to deal in renewable energy certificates and also to carry out business of purchasing/broking/trading of certified Emission Reduction, Verified Emission Reductions, Assigned Amount Units, Emission Reduction Units and allied activities permitted under the Kyoto Protocol flexibility mechanism from Power Project.”**

Z.V. Masani
Chairman's Initials

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard.”

2. Special Resolution No. 2: To make investments, give loans, guarantees and provide securities beyond the prescribed limits:

“**RESOLVED THAT** pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas up to maximum amount of Rs. 1,000 Crore (Rupees One Thousand Crore only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

VOTE OF THANKS

Thereafter the Chairman concluded the meeting and the Company Secretary expressed the vote of thanks to the Chairman.

PLACE: AHMEDABAD

DATE: 29/09/2015

Z. V. M. ...

CHAIRMAN



AuSom Enterprise Limited

"ANNEXURE - B"

DECLARATION OF RESULTS OF E-VOTING & POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 22 of the (Management and Administration) Rules, 2014 the Notice of Postal ballot dated 10th August, 2015 alongwith the Postal Ballot Forms was sent to all Shareholders.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the Shareholder of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of Postal Ballot and also provide the facility through electronic voting (e-voting) services provided by Central Depository Services Limited (CDSL) during the period commencing from 30th August, 2015 (10:00 AM) to 28th September, 2015 (5:00 PM).

The Board of Directors had appointed Mr. Niraj Trivedi, Practicing Company Secretary as the Scrutinizer for e-voting and Postal Ballot Form. The Scrutinizer have carried out the scrutiny of both the electronic votes and physical received Postal Ballot Form. The Scrutinizer submitted their Report dated 29/09/2015.

The consolidated results as per the Scrutinizer's Report dated 29-09-2015 is as follows:

Reso. No.	Resolution	% votes in favour	% votes against	% votes abstained
Special Resolution				
1.	Alteration/Inserting new Clause of the Main Objects of the Memorandum of Association.	100%	0.00	0.00
2.	To make investments, give loans, guarantees and provide securities beyond the prescribed limits.	100%	0.00	0.00

Based on the consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of Postal Ballot have been duly approved by the Shareholders with requisite majority.

For AuSom Enterprise Limited

Ravi-R.P

**(Ravikumar Pasi)
Company Secretary**



Place: Ahmedabad
Date: 29/09/2015

Correspondence Address : 606 "SWAGAT", Near Lal Bungalow, C.G.Road, Ahmedabad-380 006. Phone : +91 79 2642 1422-1499 Fax : +91 79 2656 9898 E-mail : ausom.ael@gmail.com www. ausom.in

Registered Office : 11-B, New Ahmedabad Industrial Estate, Sarkhej-Bavla Road, Village - Moraiya - 382 213. Dist. Ahmedabad, Gujarat, INDIA
CIN : L67190GJ1984PLC006746



AuSom Enterprise Limited

DETAILS OF VOTING RESULTS OF THE POSTAL BALLOT OF THE COMPANY PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT

Sr. No.	Description	Particulars
A.	Date of Declaration of Postal Ballot Results	29th September, 2015 (Postal Ballot was conducted from 30/08/2015 to 28/09/2015)
B.	Total Number of shareholders on record date	6109
C.	No. of shareholders Voted:	34 (All through E-Voting only)
	a) Promoters and Promoters Group:	10
	b) Public:	24
D.	No. of Shareholders attended the meeting through Video Conferencing	Nil (Not Arranged)
	a) Promoters and Promoters Group	N.A.
	b) Public:	N.A.

Agenda wise Voting Results

The mode of voting for all resolutions was E-voting and Postal Ballot which was conducted from 30th August, 2015 to 28th September, 2015

Agenda - 1	
Details of the Agenda:	Alteration/Inserting new Clause of the Main Objects of the Memorandum of Association.
Resolution Required:	Special Resolution

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	10040000	10040000	100%	10040000	0	100%	0
Public - Institutional holders	0	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Others	3583552	815805	22.765%	815795	10	99.999%	0.001%
Total	13623552	10855805	79.684%	10855795	10	99.999%	0.001%



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AuSom Enterprise Limited

Agenda - 2	
Details of the Agenda:	To make investments, give loans, guarantees and provide securities beyond the prescribed limits.
Resolution Required:	Special Resolution

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	10040000	10040000	100%	10040000	0	100%	0
Public - Institutional holders	0	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Others	3583552	815805	22.765%	815295	510	99.937%	0.063%
Total	13623552	10855805	79.684%	10855295	510	99.995%	0.005%

FOR AUSOM ENTERPRISE LIMITED

Z. V. Mandalia

(ZAVERILAL V. MANDALIA)

CHAIRMAN

DIN: 00133262



Date: 29/09/2015

Place: Ahmedabad

Correspondence Address : 606 "SWAGAT", Near Lal Bungalow,
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SCRUTINIZER REPORT

To,

The Chairman
M/S. AUSOM ENTERPRISE LIMITED
11-B, New Ahmedabad Industrial Estate,
Sarkhej Bavla Road
Village Moraiya - 382213
Gujarat.

Report on Result of Postal Ballot / E-Voting

Dear Sir,

In terms of the provision of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I have been appointed as Scrutinizer by M/s. AUSOM ENTERPRISE LIMITED ('the Company') in the Board meeting held August 10, 2015 to conduct the Postal Ballot / e-voting Process in a fair and transparent manner in respect of the following resolutions:

Resolution Number	Type of Resolution	For
1.	Special Resolution	Alteration / Inserting new Clause of the Main Objects of the Memorandum of Association.
2.	Special Resolution	To make investments, give loans, guarantees and provide securities beyond the prescribed limits.

I submit my report as under:

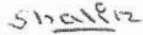
1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Friday, August 28, 2015 to its Members whose name(s) appeared in the Register of Members as on Friday, August 21, 2015.

CS NIRAJ TRIVEDI

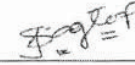
B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

Practicing Company Secretary

2. The Company has made an advertisement regarding dispatch of postal ballot forms in Business Standard (English) and Jai Hind (Gujarati) Ahmedabad Edition on Saturday, August 29, 2015.
3. The shareholders of the Company had option to vote either through the postal ballot or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website <https://www.evotingindia.com> via CDSL E-voting platform.
4. I have monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on the designated website.
5. The votes were finalized by me on Tuesday, September 29, 2015 after 09:12 a.m. in the presence of two witnesses, Mr. Shalin Patel, S/o Mr. Mukesh Patel and Ms. Snehal Jagtap, D/o Mr. Prakash Jagtap who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(SHALIN PATEL)



(SNEHAL JAGTAP)

6. The particulars of electronic voting report generated from CDSL (the Authorised Agency for e-voting) have been entered in a separate Register maintained for the purpose.
7. The electronic ballots were maintained by the CDSL in electronic registry.
8. No Postal Ballot Forms were received by the Company till the Closure of 05:00 p.m. on Monday September 28, 2015.
9. All votes casted through electronically up to 05:00 p.m. on Monday September 28, 2015, the last date and time fixed by the Company were considered for the purpose of this report.
10. The ballots were matched with the Register of Members of the Company as on Friday, August 21, 2015. There were NIL cases of such mismatch. Further if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
11. There were nil envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered.
12. I did not find any defaced or mutilated ballot paper(s).

218 - 219 - 220, Saffron Complex, Fatehgunj, Vadodara - 390 002, (Gujarat), India. 2/5

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Piece of Mail: csneerajtrivedi@gmail.com

13. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.
14. The total paid up Equity Share Capital of the Company as on August 21, 2015 was Rs. 13,62,35,520/- (Rupees Thirteen Crores Sixty Two Lacs Thirty Five Thousand Five Hundred Twenty) divided into 1,36,23,552 (One Crore Thirty Six Lacs Twenty Three Thousand Five Hundred Fifty Two) Equity shares of Rs. 10/- (Rupees Ten Only) each.
15. A Summary of the ballot (i.e. through e-voting) is given hereinafter below.

Resolution No. 1: Alteration / Inserting new Clause of the Main Objects of the Memorandum of Association.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	34	1,08,55,805	10,85,58,050	79.68
b) Less: Invalid/abstained votes	--	--	--	--
c) Net valid votes	34	1,08,55,805	10,85,58,050	79.68
d) Votes with assent	33	1,08,55,795	10,85,57,950	79.68
e) Votes with dissent	1	10	100	0.00

Resolution No. 2: To make investments, give loans, guarantees and provide securities beyond the prescribed limits.

Particulars	No. of Share Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital (Approx.)
a) Total votes received	34	1,08,55,805	10,85,58,050	79.68
b) Less: Invalid/abstained votes	--	--	--	--
c) Net valid votes	34	1,08,55,805	10,85,58,050	79.68
d) Votes with assent	32	1,08,55,295	10,85,52,950	79.68
e) Votes with dissent	2	510	5,100	0.00

16. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found as under:

Resolution Number	Total Valid Votes (A)	Votes with Assent (B)	Percentage (Approx.) (B/A*100)
1	1,08,55,805	1,08,55,795	99.99%
2	1,08,55,805	1,08,55,295	99.99%

Accordingly, all the above-mentioned resolutions may declared as passed by requisite majority.

17. Total issued Share Capital of the Company includes Nil Shares which are lying in the Unclaimed Suspense A/c. of which voting rights are frozen till the rightful owners claim these shares pursuant to clause 5A(II)(d) of the listing.

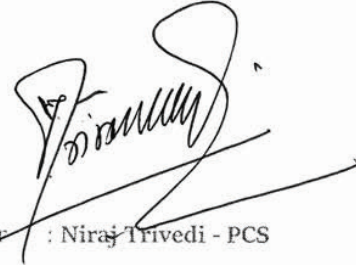
CS NIRAJ TRIVEDI
B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL
Practicing Company Secretary

18. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman.
19. You may accordingly declare the result of the voting by Postal Ballot.
20. No Shareholders has voted partially.

Place: Vadodara

Date: 29th September, 2015

Signature



Name of Scrutinizer : Niraj Trivedi - PCS

C. P. No. : 3123