



# **17TH ANNUAL REPORT 2013**



**CHAKAN 'II', Pune, India**  
**6,28,384 Sq. Ft.**  
**Production and Tool Manufacture**



**Plot No. 5, Uttarakhand, India**  
**87,865 Sq. Ft.**  
**Manufacturing**



**Plot No. 6, Uttarakhand, India**  
**87,801 Sq. Ft.**  
**Manufacturing**



**Plot No. 8, Uttarakhand, India**  
**84,832 Sq. Ft.**  
**Manufacturing**



**Autoline Industries, Inc, Butler, Indiana, USA**  
**7,58,113 Sq. Ft.**  
**Manufacturing**



**Plot No. 180-D, Dharwad, Karnataka, India,**  
**5,000 Sq. Ft.**  
**Manufacturing**



**Bhosari, Pune, India**  
**22,381 Sq. Ft.**  
**Manufacturing**

Mr. Vilas Lande  
Chairman Emeritus

## BOARD OF DIRECTORS

Mr. Prakash B. Nimbalkar  
Non-Executive Chairman (Independent)

Mr. Shivaji T. Akhade  
Managing Director

Mr. M. Radhakrishnan  
Managing Director & CEO

Mr. Sudhir V. Mungase  
Whole Time Director

CA Vijay K. Thanawala  
Independent & Non - Executive Director

Mr. Amit K. Goela  
Non - Executive Director

Prof. Abraham Koshy  
Independent & Non - Executive Director  
(Resigned with effect from 18th May, 2013.)

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CA. Ravi E. Ketkar  
Chief Financial Officer

Mr. Ashutosh B. Kulkarni  
Company Secretary

### Auditors

K V M D S & Associates,  
Chartered Accountants, Pune.

### Internal Auditors

CMRS & Associates,  
Chartered Accountants, Pune

### Cost Auditors

Mr. S. G. Jog.  
Cost Accountants, Pune.

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### REGISTERED OFFICE.

S. Nos. 313, 314, 320 to 323 Nanekarwadi,  
Chakan, Taluka- Khed, District- Pune 410501

### BANKERS.

1. Bank of Baroda.
2. The Catholic Syrian Bank Ltd.
3. Axis Bank Ltd.
4. NKGSB Co-op Bank Ltd.
5. Vidya Sahakari Bank Ltd.
6. Tata Capital Financial Services Limited.

**FACTORY / UNITS**

- 1) S.No. 825, Kudalwadi, Post-Chikhali, Taluka -Haveli, Pune- 412 114
- 2) T-135, MIDC, Bhosari, Pune - 411 026.
- 3) S. Nos. 291 to 295, Nanekarwadi, Chakan, Taluka -Khed, Dist-Pune- 410 501
- 4) S. Nos. 313, 314, 320 to 323, Nanekarwadi, Chakan, Taluka -Khed, Dist - Pune - 410 501.
- 5) S. No. 613, Mahalunge, Chakan, Taluka- Khed, Dist - Pune- 410 501
- 6) F-II, 24/25 MIDC, Pimpri, Pune- 411 018.
- 7) E-12-17 (7) & (8) , MIDC, Bhosari, Pune - 411 026
- 8) Plot Nos. 5, 6, and 8 Sector 11, IIE, TML Vendor Park, SIDCUL, Rudrapur, Uttarakhand - 263153
- 9) Plot No 180-D, 186A, Belur Industrial Area Growth Centre, Industrial Area Garag, Opp. High Court, Dharwad, 580011, Karnataka.
- 10) 2/86, 7th Avenue, Ashok Nagar, Chennai - 600 083.

**FOREIGN UNITS**

- 1) Autoline Industries USA, Inc: 100, Commerce Street, Butler, IN. 46721 USA
- 2) Autoline Stampings Limited - 431 - 809 779, Gwanyang-dong, Dong-an-gu Anyang-si, Gysonggi-do, South Korea
- 3) DEP Autoline, INC.USA : 560 Kirts Blvd., Suite 103, Troy, Michigan - 48084, USA
- 4) Koderat Investments Limited - Griva Digeni 115, Trident Centre, 3101, Limassol, Cyprus
- 5) SZ Design, Srl & Zagato, Srl - Via Arese, 30 - 20017, Terrazzano di Rho (MI) - Italy.

**Registrar and Share Transfer Agents:****Link Intime India Pvt. Ltd.**

Block 202, 2nd Floor, Akshay Complex,  
Off Dhole Patil Road, Near Ganesh Mandir,  
Pune-411001,  
Phone: (020) - 26161629, 26160084  
Fax: 020 26163503  
Email address: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)  
Web: [www.linkintime.co.in](http://www.linkintime.co.in)

**17<sup>TH</sup> ANNUAL GENERAL MEETING**

**Date: Thursday, 26th September, 2013.**

**Time: 2.30 p.m.**

**Venue: S. Nos. 291 to 295, Nanekarwadi, Chakan, Taluka -Khed, Dist-Pune- 410 501**

### KEY MANAGEMENT TEAM

Mr. Digambar C. Pargaonkar	Chief Operating Officer (Operations)
Mr. Rajendra Dhas	Plant Head- Chakan I
Mr. Yogesh Ghodekar	Plant Head- Chakan II
Mr. Ganesh Avhad	Plant Head- Chakan III
Mr. Manoj Bhaiswar	Plant Head- Bhosari I
Mr. Faiyaz Kashi	DGM- Development, Marketing and Plant Head- Bhosari II
Mr. Santosh Kasture	Plant Head- Pimpri
Mr. Dattatraya Kute	GM- New Product Development and Plant Head - Uttarakhand
Mr. Yusuf Khan Airani	Dy. Plant Head -Dharwad, Karnataka
Mr. Satyanarayan Avindala	GM- Maintenance
Mr. Rajendra Melkania	DGM- HR and Admin, Uttarakhand
Mr. Vijendra Bagade	DGM- Q.A.
Mr. G. V. Rangaraju	DGM- Tool Room
Mr. Satish Satpute	AGM - Material Pricing
Mr. Sanjeev Devadkar	AGM- Raw Material
Mr. Sanjay Chalke	AGM- Excise
Mr. Rahul Chorghe	AGM - HR and Admin (Corporate)

### AUTOLINE DESIGN SOFTWARE LTD, PUNE

Mr. Lakshmanan Nagarajan	Chief Executive Officer
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### AUTOLINE INDUSTRIES USA, INC

Mr. Srinath Bramadesam	President
Ms. Rachel Shupe	Chief Financial Officer

# FINANCIAL HIGHLIGHTS OF LAST FIVE YEARS (CONSOLIDATED)

(₹ In Millions except share data)

PARTICULARS	2012-13	2011-12	2010-11	2009-10	2008-09
<b>OPERATING RESULTS</b>					
Sales and Other Income	8051.81	7506.74	6660.73	4509.07	3549.08
Profit Before Depreciation, } Interest & Tax }	624.64	788.31	726.12	545.01	290.56
Less: Depreciation	230.75	210.52	186.64	168.28	121.38
Finance cost	374.84	311.61	185.47	110.08	80.25
Profit before Tax (PBT)	87.56	470.04	354.01	266.66	88.93
Profit after Tax (PAT)	106.71	394.89	282.06	216.97	66.24
Retained Earnings	1041.98	947.26	754.63	544.93	381.02
<b>APPLICATION OF FUNDS</b>					
Net Fixed Assets	3098.83	3014.70	3587.33	3129.90	2845.24
Investments	664.23	655.39	247.33	243.86	225.21
Net Working Capital	1811.07	1829.70	1407.42	1142.76	926.27
Total	5574.13	5499.79	5242.08	4516.52	3996.72
<b>SOURCES OF FUNDS</b>					
Share Capital	122.49	122.05	147.05	122.05	149.05
Reserves	2524.44	2481.87	2338.08	2146.18	1984.31
Minority Interest	374.88	377.28	431.41	387.33	380.40
Capital Reserve on Consolidation	140.26	67.36	-	-	-
Total Shareholder's Fund	3162.07	3048.56	2916.54	2655.56	2513.76
Borrowings	2460.98	2454.54	2275.69	1812.17	1472.05
Deferred Tax Adjustments	125.36	115.82	88.44	76.07	59.44
Total	5748.41	5618.92	5280.67	4543.80	4045.25
<b>OTHERS</b>					
Face Value of Share	10	10	10	10	10
Number of Issued Shares	12249465	12204969	12204969	12204969	12204969
Earnings Per Share (EPS)	9.81	33.41	22.40	16.88	3.84
Dividend (%)	10%	40%	30%	30%	10%

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## NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of Members of Autoline Industries Limited will be held on **Thursday, 26th September, 2013 at 2.30 p.m.** at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Tal- Khed, Dist. Pune 410501 to transact the following business :

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the financial year ended on that date together with the reports of the Directors and Auditors thereon;
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2013;
3. To appoint a Director in place of Mr. Amit Goela who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint Auditors and fix their remuneration.

**By Order of the Board of Directors**

**Place : Pune**  
**Date : 18th May, 2013.**

**(Ashutosh Kulkarni)**  
**Company Secretary**

### NOTES:

1. A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.
2. Proxies submitted on behalf of limited companies, societies, bodies corporate etc. must be supported by appropriate resolution or authority as applicable.
3. Annual Report of the Company is also available on the Company's website at [www.autolineind.com](http://www.autolineind.com).
4. The Ministry of Corporate Affairs (MCA), Government of India through its circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively, has allowed the companies to send official documents to their Shareholders electronically as a part of green initiatives in Corporate Governance. A recent amendment to the Listing Agreement with the Stock Exchange permits companies to send soft copies of the Annual Report to all those Shareholders who have registered their e-mail address for the said purpose. Members are requested to support this Green Initiative by registering/updating their e-mail addresses for receiving electronic communications.
5. In terms of Article 97 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956 Mr. Amit Goela Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.
6. Brief resume of Director, proposed to be appointed/re-appointed, nature of his expertise in specific functional area, names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholdings and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.
7. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 21st September, 2013 to Thursday, 26th September, 2013 (both days inclusive).
8. Members holding shares in Dematerialised form are requested to intimate any change in their address, bank details, ECS Mandates, nominations, power of attorney, names etc. to their respective Depositories Participants and those holding shares in physical form are requested to intimate the above said changes to the Company's Registrar and Transfer Agents (R&T Agents) LINK INTIME INDIA PVT. LTD., Block No. 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune 411001.
9. As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased Shareholder or transmission /transposition of shares. Members holding shares in dematerialised mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar and Transfer Agents.
10. Members are requested to quote client ID and DP ID numbers in respect of shares held in dematerialised form and ledger folio number in respect of shares held in physical form in all correspondence.
11. Members/ Proxies are requested to bring Annual Report and attendance slip duly filled in.
12. Members holding shares in multiple folios in the identical order of names are requested to consolidate their



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holdings into one folio and intimate the same to our R&T Agents.

13. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary at least ten days in advance of the meeting so that the information required can be made readily available at the meeting to the extent possible.
14. The dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid on or after Thursday, 26th September, 2013 to those persons or their mandate :
  - a) Whose names appear as Beneficial Owners as at the end of the business hours on Friday, 20th September, 2013 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - b) Whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company's Registrar and Transfer Agents on or before Friday, 20th September, 2013.
15. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Transfer Agents.
16. Documents referred to in any of the items of the notice are available for inspection at the Registered Office of the Company up to Wednesday, 25th September, 2013 on all working days, except Sundays, during business hours of the Company.
17. Unclaimed Dividends :

The dividends which remain unclaimed/ un-cashed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund, constituted by the Central Government under Section 205(A) and 205(C) of the Companies Act, 1956.

The details of dividend paid by the Company and their respective due dates of the proposed transfer to such Fund of the Central Government if they remain un-cashed are as under:

Date of declaration of dividend	Date of dividend warrant	Dividend for the year	Dividend Per share	Due date of the proposed transfer to the Central Government
27.09.2006	18.10.2006	2005-06	0.80	26/09/2013
21.02.2007(Interim)	16.03.2007	2006-07	2.50	20/02/2014
01.09.2007	13.09.2007	2006-07	2.00	30/08/2014
27.09.2008	13.10.2008	2007-08	5.00	26/09/2015
25.09.2009	05.10.2009	2008-09	1.00	24/09/2016
24.09.2010	05.10.2010	2009-10	2.00	23/09/2017
30.12.2011	12.01.2012	2010-11	3.00	29/12/2018
27.09.2012	08.10.2012	2011-12	4.00	26/09/2019

It may please be noted that no claim will lie from a member once the transfer is made to the credit of Investor Education and Protection Fund of the Central Government, under the amended provisions of Section 205(C) of the Companies Act, 1956.

In view of the above regulation, the Shareholders are advised to send the un-cashed dividend warrants to the Registered Office of the Company for revalidation and en-cash them before the due date for transfer to the Central Government.

**By Order of the Board of Directors  
For AUTOLINE INDUSTRIES LIMITED**

**Place : Pune  
Date : 18th May, 2013.**

**ASHUTOSH KULKARNI  
COMPANY SECRETARY**

## DIRECTORS' REPORT

(Including Management Discussion and Analysis Report)

Dear Member(s),

Your Directors are pleased to present their 17th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2013.

### FINANCIAL RESULTS:

The financial highlights for the year under review compared to the previous financial year are given below:

(` in Millions except EPS data)

PARTICULARS	Standalone		Consolidated	
	31.3.2013	31.03.2012	31.3.2013	31.03.2012
Revenue from operations (Net)	<b>5733.27</b>	5837.09	<b>8006.85</b>	7480.03
Earnings before Interest, Financial Charges, Depreciation, Tax & Amortisation- EBITDA	<b>419.58</b>	652.20	<b>624.64</b>	788.31
Less: Finance Cost	<b>344.66</b>	286.25	<b>374.84</b>	311.61
Less: Depreciation & amortization expenses	<b>198.50</b>	194.58	<b>230.75</b>	210.52
Add: Exceptional items	<b>68.51</b>	203.86	<b>68.51</b>	203.86
Profit Before Tax	<b>(55.07)</b>	375.23	<b>87.56</b>	470.04
Tax Expense	<b>(64.71)</b>	40.50	<b>(19.15)</b>	75.15
Profit After Tax but before deducting minority interest (PAT)	<b>9.64</b>	334.73	<b>106.71</b>	394.89
Less : Minority Interest	----	-----	<b>(2.39)</b>	(1.86)
Profit Attributable to group	----	-----	<b>109.10</b>	396.75
Earnings per Share (Basic) (in `)	<b>1.67</b>	28.33	<b>9.81</b>	33.41
Earnings per Share (Diluted) (in `)	<b>0.78</b>	27.21	<b>8.87</b>	32.25

### DIVIDEND:

The Board of Directors have recommended a dividend of ` 1/- per equity share (i.e.10 %) amounting to ` 14.34 Millions including Dividend Distribution tax, (Previous Year ` 4.00 per equity share (i.e.40%) amounting to ` 56.74 Millions including Dividend Distribution tax.)

### PERFORMANCE REVIEW (CONSOLIDATED BASIS):

- Revenue from operations (Net) increased by 7.04 % from ` 7480.03 Millions to ` 8006.85 Millions.
- Operating EBITDA (Earnings before Interest, Financial Charges, Depreciation, Tax & Amortisation) decreased by 20.76 % from ` 788.31 Millions to ` 624.64 Millions.
- Profit before Tax (PBT) decreased by 81.37 % from ` 470.04 Millions to ` 87.56 Millions.
- Profit after Tax ( PAT) decreased by 72.97 % from ` 394.89 Millions to ` 106.71 Millions.

### OVERVIEW OF PROGRESS AT VARIOUS PLANTS:

#### A) Manufacturing facility at Chakan Unit II – Nanekarwadi, Chakan, India:

This particular plant has large press capacity varying from 500 Ton to 2000 Ton, inclusive of two nos. 1,000 Ton Double Action Press Machines. During the financial year under review, your Company has purchase done 900 Ton press as a standby for unexpected breakdown of certain Critical Presses and the same is under installation. The total number of presses installed in this plant are 17.

This particular plant is engaged in manufacturing of various sheet metal components along with major assembly lines for Structure Assembly, Door Assemblies, Roof panel, Vehicle Floors and other aesthetic items for various models of Tata Motors Limited (TML), Mahindra Navistar Automotive Ltd. and other OEMs.

During the year under review, your Company has set up dedicated assembly line for various assemblies for Mahindra Navistar Automotive Ltd. and has started supplying for its Heavy Commercial Vehicles as per awarded business.

On the future business development front, your Company is exploring the business possibilities with global automotive players like Foton, a Chinese Truck Maker, Jaguar Land Rover (JLR) Bharat Benz (Daimler trucks) etc. Initial visits from Foton, JLR and Daimler, Chennai have taken place and your Company is in further business discussions with them.