

# **ASAL**

**Automotive Stampings and Assemblies Limited**

Regd. Office: G-71/2, MIDC Industrial Area, Bhosari, Pune 411 026, Maharashtra, India

**A TATA Enterprise**

**25<sup>th</sup> Annual Report 2014-15**

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# ASAL

Twenty Fifth Annual Report 2014-15

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## Automotive Stampings and Assemblies Limited

### CORPORATE INFORMATION

#### Board of Directors

(as on April 22, 2015)

Pradeep Mallick (Chairman)

Pradeep Bhargava

Rati Forbes

Ajay Tandon

Deepak Rastogi

Arvind Goel

#### Chief Executive Officer

Anil Khandekar

#### Secretary

Shailendra Dindore

#### Statutory Auditors

Price Waterhouse

#### Internal Auditors

B.K. Khare & Co.

#### Secretarial Auditors

SVD & ASSOCIATES

#### Bankers

HDFC Bank

State Bank of India

Kotak Mahindra Bank

#### Works

##### Bhosari Works:

G-71/2,

MIDC Industrial Area,

Bhosari, Pune 411 026,

Maharashtra, India

##### Chakan Works:

Gat No. 427, Medankarwadi,

Chakan, Taluka: Khed, Pune 410 501,

Maharashtra, India

##### Halol Works:

Survey No. 173,

Village- Khakharia,

Taluka: Savali, Near GIDC,

Halol 389 350, Gujarat, India

##### Pantnagar Works:

Plot No. 71, Sector 11,

IIE Pantnagar Industrial Estate,

Udham Singh Nagar 263 153,

Uttarakhand, India

#### Corporate Identity Number

L28932PN1990PLC016314

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### Address for Correspondence

#### Registered Office:

G-71/2, MIDC Industrial Area,

Bhosari, Pune 411 026

Maharashtra, India

Email: [cs@autostampings.com](mailto:cs@autostampings.com)

website: [www.autostampings.com](http://www.autostampings.com)

#### Registrar & Share Transfer Agents:

Link Intime India Private Limited,

Block 202, 2<sup>nd</sup> Floor Akshay Complex,

Near Ganesh Temple, Off. Dhole Patil Road,

Pune 411 001, Maharashtra, India

Tel: (91) 020 26160084

Fax: (91) 020 26163503

Email: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Annual General Meeting on Thursday, the 23<sup>rd</sup> day of July, 2015 at 3.30 p.m. at Moolgaokar Auditorium,  
Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre,  
Senapati Bapat Road, Pune 411 016

# FINANCIAL HIGHLIGHTS

(Rs. in Crore)

Particulars	Financial Year										
	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	
Total Revenue	278.62	324.78	302.49	348.60	417.30	531.90	571.73	465.18	341.78	290.55	
Profit before Interest, Depreciation, Tax and Extra-ordinary Income	18.87	19.86	20.50	18.50	28.20	33.88	29.31	13.66	9.78	(6.44)	
Extra-Ordinary Income	-	10.18	-	-	-	-	-	-	-	-	
Profit / (Loss) After Tax	4.64	10.83	4.30	(2.40)	5.10	10.17	5.97	(4.43)	(8.29)	(23.17)	
Share Capital	22.20	19.20	19.20	19.20	19.20	19.20	15.86	15.86	15.86	15.86	
Reserves & Surplus	24.17	31.82	32.70	28.40	30.50	37.07	62.69	58.26	49.97	26.62	
Shareholders' Funds	46.37	51.02	51.90	47.60	49.70	56.27	78.55	74.12	65.83	42.48	
Loan Funds	36.51	29.55	62.36	70.70	52.50	60.48	31.93	52.79	61.06	64.18	
Total Capital Employed	82.89	80.57	114.26	118.30	102.20	116.75	110.48	126.91	126.89	106.66	
Gross Block	103.32	123.75	145.14	197.50	200.70	212.08	244.92	252.66	278.02	279.92	
Depreciation	54.45	65.03	75.80	87.90	100.30	112.83	126.97	142.11	156.66	166.44	
Net Block	48.87	58.72	69.34	109.60	100.40	99.25	117.95	110.55	121.36	113.48	
Preference Dividend	1.44	1.20	1.08	1.08	1.08	1.08	0.41	-	-	-	
Equity Dividend	1.22	1.53	1.53	0.51	1.53	2.04	2.38	-	-	-	
Rate of Dividend	12.00%	15.00%	15.00%	5.00%	15.00%	20.00%	15.00%	-	-	-	
No. of Shareholders	2,971	3,111	3,408	3,353	3,363	4,220	4,889	4,636	4,381	4,101	
Earnings / (Loss) Per Equity Share (Basic)	2.94	9.25	2.97	(3.62)	3.81	8.74	3.89	(2.79)	(5.23)	(14.61)	

# ASAL

Twenty Fifth Annual Report 2014-15

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## Automotive Stampings and Assemblies Limited

### NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of Automotive Stampings and Assemblies Limited will be held on Thursday, the 23<sup>rd</sup> day of July, 2015 at 3.30 p.m. at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2015 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arvind Goel (holding DIN: 02300813) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Price Waterhouse, Chartered Accountants (FRN: 301112E) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

#### SPECIAL BUSINESS:

4. Contribution to bona fide and charitable funds

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

"RESOLVED THAT pursuant to the provisions of section 181 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for contribution to various bona fide and charitable funds up to Rs. 2,00,000/- (Rupees Two Lacs) for financial year 2015-16 in aggregate to various governmental and non-government organizations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this Resolution."

**BY ORDER OF THE BOARD  
for Automotive Stampings and Assemblies Limited**

Shailendra Dindore  
Secretary

Pune, April 22, 2015

#### Registered Office:

G-71/2, MIDC Industrial Area,  
Bhosari, Pune 411 026

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
2. A Proxy Form for the AGM is enclosed herewith.
3. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the meeting.
5. Members are requested to bring their personal copy of the Annual Report to the meeting.
6. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting so that the answers may be made available at the meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, July 17, 2015 to Thursday, July 23, 2015 (both days inclusive).
8. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, NECS mandates, Power of Attorney, change of address/name, etc. to their Depository Participant only. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and its Registrar and Transfer Agent to provide efficient and better services.
9. The amount of the dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.

The dividend for the financial year ended March 31, 2007 which remained unpaid or unclaimed over a period of seven years was transferred by the Company to the Fund on October 16, 2014.

Any person/ Member who has not claimed the dividend in respect of the financial year ended March 31, 2008 or any year thereafter is requested to approach the Company/ Registrar and Transfer Agent of the Company for claiming the same.

It may be noted that the unpaid/ unclaimed dividend for the financial year ended March 31, 2008 in respect of the Company is due for transfer to the Fund on July 26, 2015.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment.

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended March 31, 2008 and subsequent years on the Website of Investor Education and Protection Fund: [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company: [www.autostampings.com](http://www.autostampings.com).
10. Shareholders / investors may contact the Company on the designated E-mail ID: [cs@autostampings.com](mailto:cs@autostampings.com) for faster action from the Company's end.

## Automotive Stampings and Assemblies Limited

11. The Company has paid the annual listing fee to the respective Stock Exchanges for the financial year 2015-16.
12. As per the Scheme of Arrangement (demerger) of 2001 between the Company and JBM Auto Limited (formerly known as JBM Auto Components Limited), the shareholders of the Company were required to surrender the original share certificates of the Company for exchange of new shares certificates of both the Companies. The Company had pending share certificates of those shareholders who had not submitted their share certificates in terms of the scheme of arrangement for exchange and also of those shareholders in whose case new share certificates remained undelivered. In compliance with the amendment to Clause 5A of the Listing Agreement issued by SEBI, after following the prescribed procedure, the shares which remained unclaimed, were dematerialised and transferred to a demat account in the name of "Automotive Stampings and Assemblies Limited - Unclaimed Securities Suspense Account".

The Members are requested to refer the section on Clause 5A of the Listing Agreement wrt Unclaimed Shares in Corporate Governance Report for further information in this behalf.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrar & Transfer Agents.
14. In terms of the "Green Initiative" undertaken to protect the environment and reduce the carbon foot print, the Company has commenced sending various communications to the shareholders through electronic mode. Based on the communication made in this behalf by the Company, the Annual Report for the financial year including the Notice for Annual General Meeting has been dispatched in an electronic form to those Members whose e-mail IDs have been registered with the Depositories / Registrar and Transfer Agent. The same has also been uploaded on the website of the Company i.e. [www.autostampings.com](http://www.autostampings.com). We would also like to clarify that the Members still shall be entitled to receive physical copies by making a specific request for the same at any point of time.

To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent or their Depository Participant, in respect of shares held in physical or electronic mode respectively.
15. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days except Saturdays, during business hours upto the date of the Meeting.
16. **Voting through electronic means**

The complete details of the instructions for e-voting are annexed to this Notice. These details form an integral part of the Notice.

**ANNEXURE TO THE NOTICE**

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice dated April 22, 2015.

**ITEM NO. 4**

Pursuant to the provisions of Section 181 of the Companies Act, 2013, approval of the Members is necessary for any contribution to bona fide and charitable funds if such contribution in a financial year exceeds the limits prescribed in the section. The Board of Directors of the Company considers that keeping in view the Company's obligations to the society at large and other social welfare and charitable funds, the approval of the Members be sought for a contribution up to Rs. 2,00,000/- (Rupees Two Lacs) during FY 2015-16.

The Board recommends the Resolution for approval of the Members.

None of the Directors, key managerial personnel or their respective relatives is interested or concerned in the Resolution.

**BY ORDER OF THE BOARD**  
**for Automotive Stampings and Assemblies Limited**

Shailendra Dindore  
Secretary

Pune, April 22, 2015

**Registered Office:**  
G-71/2, MIDC Industrial Area,  
Bhosari, Pune 411 026



## Automotive Stampings and Assemblies Limited

### INSTRUCTIONS FOR E-VOTING

1. In compliance with provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 25<sup>th</sup> Annual General Meeting to be held on July 23, 2015, through Central Depository Services (India) Limited {CDSL}.
2. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).
3. The e-voting facility will be available during the following voting period:

Start Date & Time	End Date & Time
July 20, 2015 10:01 Hrs	July 22, 2015 17:00 Hrs

The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

4. The Members who do not have access to e-voting facility may send duly completed Ballot Form (sent along with the Annual Report in physical form to those Members whose e-mail addresses are not registered with the Company / Depository Participant(s)) so as to reach the Scrutinizer in the enclosed postage pre-paid self-addressed envelope, not later than Wednesday, July 22, 2015 (5.00 p.m. IST). Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [pune@linkintime.co.in](mailto:pune@linkintime.co.in) by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than Wednesday, July 22, 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid. Detailed instructions on voting through post are given on the reverse of the Ballot Form.

5. For the benefit of shareholders who will be present at the meeting and who have not cast their votes through e-voting or through Ballot Form, the facility for voting through Poll paper will be made available at the meeting.

The Members who have cast their votes by e-voting or through Ballot Form may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

6. The voting rights of shareholders (for voting through e-voting or through Ballot Form or by Poll paper at the meeting) shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of July 16, 2015. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date of July 16, 2015 only shall be entitled to avail the facility of e-voting / voting through Ballot Form as well as voting at the AGM. .
7. The Board of Directors of the Company has appointed Mr. S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
8. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Annual Report (including AGM Notice) and holds shares as on the cut-off date of July 16, 2015 may follow the instructions for e-voting mentioned below. In case such shareholder has not updated his or her PAN with the Company or the Depository Participant, may obtain the sequence no. by sending a request at [pune@linkintime.co.in](mailto:pune@linkintime.co.in).
9. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through e-voting and also count the votes received by post through Ballot Form in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

10. The results declared along with the Scrutinizer's Report will be placed on the Company's website: [www.autostampings.com](http://www.autostampings.com) and on the website of CDSL: [www.cdslindia.com](http://www.cdslindia.com) immediately after their declaration and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited.

11. The instructions to Members for e-voting are as under:-

**I. In case of Members receiving the Annual Report (including AGM Notice) through e-mail from LINK INTIME INDIA PVT. LTD.**

{For Members whose e-mail addresses are registered with the Company / Depository Participant(s)}

- (i) Open the e-mail. The e-mail will *inter alia* include the sequence number of the shareholder in case the shareholder has not updated his or her PAN with the Company or the Depository Participant.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" tab.
- (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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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 8 digits of the sequence number in the PAN field. The sequence number is printed on the Ballot Form where the Annual Report is sent in physical form and the same is communicated in the e-mail where the Annual Report is sent in an electronic form.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.</li> </ul>
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"> <li>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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(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.