



Excellence in Lighting



Autopal Industries Limited

“WE Are”

• EXCELLENT

• INNOVATIVE

• CREATIVE



27TH
2012-13
ANNUAL REPORT



COMPANY HONOR



An ISO 9001:2008, ISO 14001:2004 EMS, ISO 18001:2007 OHSAS Certified Company



Autopal Industries Limited

Board of Directors

Mr. D.P.Gupta

Chairman

Mr. Anup Gupta

Managing Director

Mrs. Anubha Gupta

Whole Time Director

Mr. R.L.Rawat

Non Executive Independent Director

Mr. M.D.Sharma

Non Executive Independent Director

Mr. Shailander Kumar

Non Executive Independent Director

Company Secretary

Mr. J.C.KEDAWAT

Investor's Service Cell

Mr. Chandan Singh Charn (Asst. Company Secretary)

Miss. Deepali Gupta (Asst. Secretarial Officer)

(M) 09314839976, (Ph) 0141-4232900

Email.secretarial@autopal.net.in

Auditors

M/s Rajvanshi & Associates

Chartered Accountants

H-15, Chitranjan Marg, C-Scheme, Jaipur-01

E-mail : vikasrajvanshi.jaipur@gmail.com

Corporate Advisors

Mahendra Khandelwal & Company

Company Secretaries

202, Prism Tower, Opp. Old Lal Kothi

Sabji Mandi Main Gate, Tonk Road, Jaipur

(O) 0141-3296027, (M) 09828046652

E-mail : mahendra927@gmail.com

Registrar & Share Transfer Agent

Beetal Financial & Computer Services (P) Ltd.

Beetal House, 3rd Floor, 99 Madangir,

Behind Local Shopping Centre, New Delhi – 62

Ph : 011-29961281, 83 ; Fax : 011-29961284

E-mail : beetal@beetalfinancial.com

Website : www.beetalfinancial.com

Registered Office & Works

E-195(A), RIICO Industrial Area, (Sanganer)

Mansarovar, Jaipur-302020 (Rajasthan)

E-mail: info@autopal.com

Website : www.autopal.com, www.autopal.net.in

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Autopal Industries Limited



“CHAIRMAN’S MESSAGE”

We believe our people play a vital role in helping the organization create value and grow with confidence. We have undergone a great transformation in improvement-oriented work culture of our people. We believe in recruiting the best of talent, providing them with quality training, support and international opportunities to flourish professionally and personally. On behalf of the Board, I am thankful to all of them for all their hard work and efforts. We continue to offer exciting growth opportunities to all our employees. We remain committed to providing a safe and supportive work environment for all.

“CHAIRMAN PROFILE”

Shri Dharam Pal Gupta, aged 77 years, is the main promoter of the project with 57 years of rich and vast experience. During his studies only, he started showing keen interest in his ancestral business of Oil Mills, Mechanized Farming, and Foundry etc. At the age of 19, he started own industry of sheet metals. In 1964 he developed for the first time in India, Automobile Head Lamps and Sealed Beams and a year after Tractor Lighting Kit for M/s Massy Ferguson. In 1968 he started M/s Rajasthan Implements and development Tractor Driven Implements for Ferguson Tractor. In 1989 Developed Halogen Bulbs first time in India. His achievement to develop lamps with Free Form Technology first time in India by owns R&D awarded him the prestigious ACMA Technology Award. He has earned 25 awards in total out of which 8 awards are under individual capacity. Under his able guidance and vision, company established its Marketing Network all over India under Trade Mark “AUTOPAL”. He developed many programmes for QCDD (He learn from UK), ‘0’ PPM at shop floor level to reduce cost etc. He predicted 20 year ago that “CHINA WOULD BE THE BIGGEST THREAT FOR INDIA” and to overcome China, designed the “FIVE FINGER STRATEGY” which still exists as a strong guideline for the company and it is being appreciated by International Scholars. For service to society, Mr. Gupta has also shown very keen interest in establishing YOGA for disease-free nation. After lot of research work along with three doctors, he has introduced a document “Eat Water & Drink Food, You never get ill”. By following the same, anybody can live for a long life.



“MANAGING DIRECTOR PROFILE”

Mr. Anup Gupta, aged 34 years has B.SC. in Computer Application, PG Diploma in Business Management(MBA) from reputed institute and is one of the promoter of the Company. Mr. Gupta has rich and vast experience of over 12 years especially in the areas of product development, R&D, Marketing, Finance & Administration of general lighting sector. He has also participated in a number of Trade fairs and visited all major markets world over. He has

developed LED products for high energy saving, high tech product Compact Fluorescent Lamps & also provide a vast range of domestic & Commercial lighting products like T5, T8 fittings, Electronic Chokes, CFL Luminaries etc.

“WHOLE -TIME DIRECTOR PROFILE”



Smt. Anubha Gupta, aged 32 years had done M.Com, M.B.A., & M.E.P from a well known institute IIM, Ahmedabad and is the Whole-Time Director of the Company. Smt. Anubha Gupta has rich & varied experience of over 2 years in Sales & Promotion of Surface Coating Machinery and 4 years of experience in Product Development, Human Resource, Marketing & Financial Management in General lighting sector. She has also participated in a number of National & International Trade Fairs. She always had a dynamic vision for the Company's growth and expansion & desired to stand the company as a leading company in the field of General Lighting.

“ABOUT APIL”

Autopal is a 27 years old great company with a wealth of talent and powerful assets e.g., outstanding innovation capabilities, a strong brand, leading position in lamps & general lighting business. APIL, excellence and pioneer-ship in many engineering and lighting products. Embedded with many international acclaimed quality & product certification the company has established world-wide marketing network with agents, distributors and customers across the globe. Autopal was the first company to manufacture the CFL technology in India. It has continued to shape the group by breaking new grounds & pioneering critical developments in automotive & lighting industry. The group extends its State-of-Art technology, Avant-garde design in consumer durable goods like CFL, MHL, domestic use Fan Series. Autopal forays wide products range of Energy saving lamps CFL, MHL, Down lighters, LED Series & Tube light. We have tremendous potential in terms of margin improvement, growth and higher returns. APIL through this transformation and an encouraged by the start we have made to what will be a multi-year journey for bright future.

“MERITO- PROFESSIONALS LED LIGHTING”

AUTOPAL- MERITO “Professional in LED”- A Professional extension, to the solemn pronounced by the founder of Autopal group towards next generation lighting & energy saving. A small contribution into the revolution of the enigmatic light energy, leading to the evolution of the next generation LED lighting technology.

Autopal Industries Limited

GOALS

Value Creation

- ❖ To increase profitability from current operations.
- ❖ To create niche in the market place.
- ❖ To achieve synergies across all business units.
- ❖ To achieve strategic growth through continuous improvement and capacity expansion.
- ❖ To enhance Research, Development and Innovation.
- ❖ To achieve excellence in the area of LED.
- ❖ To be responsible for new products development.
- ❖ To have proactive role in global LED market.

Safety

- ❖ To focus on safe handling of hazards at work place.
- ❖ To increase occupational safety.
- ❖ To focus on overall health of employees.

Environment

- ❖ To strive for continuous process improvements to save environment.
- ❖ To have technology breakthroughs in eco-care.
- ❖ To ensure employee engagement at all levels.

Employer of Choice

- ❖ To embed a performance driven culture.
- ❖ To build leadership capabilities.
- ❖ To nurture talent.
- ❖ To build and enhance technical capability.



STATUTORY SECTION

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Autopal Industries Limited will be held at the Registered Office of the Company at E-195(A), RIICO Industrial Area, Mansarovar (Sanganer), Jaipur-302020(Rajasthan) on Monday, September 30, 2013 at 3:30 p.m.

ORDINARY BUSINESS

1. To receive, consider approve and adopt the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss Account for the financial year ended on the date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shailander Kumar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. M. D. Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Rajvanshi & Associates, Chartered Accountants, the retiring Auditors, as the Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
5. To appoint a Director in place of Mr. R. L. Rawat, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

6. **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 provision of Section 293(1)(a) and other provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company mortgage or charge all or any part of immovable or movable properties of the Company, wheresoever situated, both present and future and whole or part of the undertakings of the Company of any nature and kind whatsoever and / or creating a floating charge in all or any immovable properties of the Company together with the powers to takeover the management of the business and concern of the Company, in certain events, to or in favour of banks, financial institutions any other lenders to secure the amount borrowed / to be borrowed by the Company from time to time for the due payment of the principal moneys together with the interest payable by the Company in respect of such borrowings.”

“RESOLVED FURTHER THAT the board of Directors of the Company be and is hereby authorized to negotiate and settle the terms and conditions with the concerned Banks/ Financial Institutions etc., finalize the agreement/ contracts and documents for creating the aforesaid mortgages and / or charges and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

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7. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of sections 198,268,269,309,310,and 317 and other applicable provisions, if any, of the Companies Act,1956 and subject to the approval of the members, Central Government and subject to such other approvals as may be required being read with Articles of the Articles of Association of the Company, the consent of the Company be and is hereby granted to the re-appointment of Mr. Anup Gupta as Managing Director of the Company for a period of 5 years with effect from October 1, 2013 to September 31,2018, the remuneration of Shri Anup Gupta, Managing Director of the Company be and is hereby approved as under as considered and approved by the Board members of the Company which is mentioned below:-

1. Basic Salary: Rs.12,00,000/- per annum.
2. Personal Accident Insurance: Premium not to exceed Rs.4000/- per month.
3. Performance bonus: Annual performance bonus, as determined by the board, based on the overall performance and profitability of the Company, but not exceeding Rs.3,00,000 per annum.
4. Company's contribution to provident fund at the Rate of 12% of the basic salary.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to make such improvements in the terms of remuneration to Mr. Anup Gupta as may become permissible under and by any amendments to schedule xiii of

the Companies Act, 1956 or by way of any Government Guidelines or instructions, the intention being that no further approval of the company will be required so long as remuneration of the managing director is not in excess of the maximum permissible under relevant law, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.”

8. 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 198, 269, 309, 310, and 311 and all other applicable provisions, if any of the Companies Act, 1956 read with schedule XIII of the said Act, and as per the recommendation of Board members, the consent of the shareholders of the Company be and is hereby accorded to the appointment of Smt. Anubha Gupta who was appointed by the Board of Directors as the Director of the Company from 7th may,2013 to till AGM, Mrs. Gupta re-appointed as an Whole Time Director of the company and also the remuneration payable to Smt. Anubha Gupta as recommended by Board of Directors of the Company at their respective meeting held on 30th August, 2013 as an Whole-Time Director with effect from 1st Oct, 2013 as per details mentioned below :

1. Basic Salary :- Rs.5,40,000/- per annum.
2. Company's contribution to provident fund at the Rate of 12% of the basic salary.

“RESOLVED FURTHER THAT where in any financial year during the currency of term of Whole-time Director the company has no profits or its profits are inadequate, the company shall



pay to the Whole-Time Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of the Companies Act, 1956 and such approvals as may be required.”

“**RESOLVED FURTHER THAT** Shri. Anup Gupta, Managing Director and Shri. Chandan Singh Charn, Asst. Company Secretary of the Company be and are hereby severally authorized to comply with all necessary formalities in this regard.”

By Order of the Board

Sd/-

Date : 30th August, 2013

Anup Gupta

Place : Jaipur

(Managing Director)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT TO BE MEMBER OF THE COMPANY.
2. The duly stamped, filled and signed instrument appointing the proxy should, however, must be deposited at the corporate office of the Company not less than forty-eight(48) hours before the commencement of the meeting.
3. Members and proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
4. Corporate members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives

to attend and vote at the Annual General Meeting.

5. The Register of Members and Share Transfer Books of the Company shall remain closed from 20th September, 2013 to 30th September, 2013 (both days inclusive).
6. Members requiring information on the accounts are requested to write to the Company at least seven days before the date of the meeting to enable the Company to furnish the information.
7. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
8. Members are required to bring their copies of Annual report at the meeting.
9. Members are requested to lodge the instrument of transfer/ transmission of shares at the registered office of the company or at the office of Registrar and Share Transfer Agent viz.

M/s BEETAL FINANCIAL & COMPUTER SERVICES(P)Ltd.

Beetal house, 3rd floor, 99 Madangir,
Behind local shopping centre,
New Delhi, 110062

Ph: 011-29961281, 83; Fax: 011-29961284

E-mail-beetal@beetalfinancial.com

Website: www.beetalfinancial.com

and to inform the company /registrar and Transfer Agent, any change in this address immediately so as to enable the Company to dispatch any future communication at their correct address.

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10. Information pursuant to clause 49 of the Listing Agreement with the Stock Exchange in respect of the director who are proposed to be re-appointed at the ensuing Annual General Meeting under item no. 2, 3 & 5 of the Notice is as under:

Particulars			
Name of Director	Mr. M.D.Sharma	Mr. R.L.Rawat	Mr. Shailandra Kumar
Date of Birth	19/11/1954	28/05/1954	16/10/1977
Date of Appointment	30/01/2010	03/12/2001	10/06/2011
Designation	Director(Independent)	Director(Independent)	Director(Independent)
Qualification	B.Com Graduate	Senior Secondary	B.Com Graduate
Experience	Mr. M.D.Sharma is well qualified and has wide & varied experience of more than 36 years in General Lighting & Finance Sector.	Mr. R.L.Rawat has Rich and varied experience of over 24 years at senior level in the areas of Finance and of administration.	Mr. Shailandra Kumar is well qualified and has wide & varied experience more than 12 years in Finance & Business Management.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

Looking to the requirements of the funds for growth of business activities carried by the company, it may require additional funds. Hence, the Board of Directors of the Company should be authorized to borrow moneys from Banks, Financial Institutions and any other sources. The Company also requires to give securities for due repayment of loan amount and interest thereon to the Banks and Institutions as per their stipulated terms and conditions with right to take possession of the assets in the event of default, if any. In terms of provisions of Section 293(1)(a) of the Companies Act, 1956 it is required to provide necessary powers to the Board to sell, lease, mortgage and / or otherwise dispose off the whole or any substantially the

whole of the undertakings.

Hence, this resolution is proposed as an ordinary resolution for approval of the members.

None of the directors is concerned or interested in the resolution.

ITEM NO. 7

Mr. Anup Gupta aged about 34 years is a B.Sc in Computer Application & PGDBM from a reputed institute and carry rich experience of over 13 years in marketing and financial management in automotive and general lighting sector. The last term of his office as Managing Director of the Company was upto 30th September 2013. During his tenure as Managing Director, he has been instrumental in the overall growth of the Company. Under his aggressive and able Leadership the company is on rapid growth path which is also evident from the outstanding growth of the company over the last couple of years.