

ANNUAL REPORT

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**Building
Bonds.**

Lumax Auto Technologies Limited



Chairman's Message

Dear Shareholder Friends,

India's growth has slowed markedly in the last financial year, reflecting global developments and domestic supply constraints, while inflation remains stubbornly high. Led by falling infrastructure and corporate investment, the slowdown has generalized to other sectors of the economy. However, positive policy steps taken by the Government along with improving external conditions have improved market sentiment. The current account deficit, after reaching a record high in FY 2012-13, is narrowing fast, and capital inflows have picked up. The Indian Economic Growth is projected at 5.4% in FY 2014-15 by the International Monetary Fund.

Friends, the new Government at the Centre with clear mandate has revived hope for resolution of policy bottlenecks, accelerating pending reforms, improvement in private sector sentiment by sending a strong signal and for laying the foundation for India's entry into a phase of healthier growth.

The Indian Automobile Industry's performance has been dampened due to continued economic slowdown, weak consumer sentiments, rising fuel prices and high interest rates. The overall domestic sales during FY 2013-14 grew marginally by 3.53% because of growth of 7.31% in Scooters and motorcycles sales, while commercial vehicle are the most affected, which de-grew by (-) 20.23%, passenger vehicle and three wheelers also de-grew by (-) 6.05% and (-) 10.90% respectively. Thus, it is only the two wheeler that managed to buck the trend of declining sales.

Friends, the Indian Automobile Industry is going through one of the most challenging phases ever. Uncertainty, complexity and ambiguity have shaken the roots of the Industry. Society of Indian Automobile Manufacturers (SIAM) has expressed its hope of slight recovery in the current fiscal year in line with the expectation of an overall economic recovery.

In this backdrop, on consolidated basis, your Company has been able to achieve flat growth in the Sales Turnover of Rs. 7627.57 Million as against Rs. 7663.04 Million in the corresponding previous year. The bottom line came under tremendous pressure due to depreciation and interest cost of Bangalore facility. The Profit after Tax stood at Rs. 302.13 Million as compared to Rs. 410.66 Million during the previous year.

I am glad to inform that the manufacturing facility at Narsapur, Hobli, Karnataka for supply of plastic moulded parts to Honda Motorcycle & Scooters India (HMSI) has commenced operations from July, 2013.

Notwithstanding the challenges, I firmly believe that the industry's long-term prospects remain bright. Going forward, growth will be driven mainly by healthy economic growth, changing consumer preferences and rising aspirations, increased spending on infrastructure development, thrust on rural economy and new product launches, among others.

Your Company's consistent efforts and pursuit of excellence, have given us success and reasons to celebrate. I would like to inform you that the Company has signed two successful Joint Ventures, one with Mannoh Industrial Co. Ltd., Japan for Gear Shifter business and another with Gill-Austem LLC, USA for Seating Mechanisms, Seating Frame Structure and Seat Assemblies business. These Jvs will help in expanding capacities and build capabilities to meet the growing demand for products due to OEMs' increasing focus on local sourcing.

In the end, I would like to express my sincere appreciation to all the employees of Lumax for their contributions and support. I also greatly appreciate the continued confidence of the shareholders in the Company. We will continue to work with as much sincerity and honesty as before in order to face these challenging times, for the growth of the Company and creating value for our customers and shareholders.

D. K. Jain
Group Chairman

Lumax Auto Technologies Limited

BOARD OF DIRECTORS

Mr. D. K. Jain
Mr. Anmol Jain
Mr. Deepak Jain
Mr. Sandeep Dinodia
Mr. Milap Jain
Mr. Dhiraj Dhar Gupta
Mr. Roop Salotra

(Executive Chairman)
(Managing Director)
(Non-Executive Director)
(Independent Director)
(Independent Director)
(Independent Director)
(Independent Director)

FINANCE HEAD

Mr. Ashish Dubey

COMPANY SECRETARY

Mr. Pratik Dhuri

REGISTRAR & SHARE TRANSFER AGENT

Big Share Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (East), Mumbai- 400 072
E-mail : info@bigshareonline.com

AUDITORS

D. R. Barve & Co.
Chartered Accountants,
461/1, Sadashiv Peth,
Tilak Road, Pune- 411 030

REGISTERED OFFICE

Plot No.70, Sector 10, PCNTDA
Bhosari, Pune,
Maharashtra – 411026
E-mail: shares@lumaxautotech.com
Website: www.lumaxautotech.com

BANKERS

Corporation Bank
HDFC Bank
ICICI Bank
State Bank of India
Syndicate Bank
Axis Bank
HSBC Bank

WORKS

- 1) Plot No. 70, Sector-10, PCNTDA, Bhosari, Pune, Maharashtra
- 2) W-230-E, 'S' Block, M.I.D.C. Bhosari, Pune, Maharashtra
- 3) Gat No. 156/1, Mahalunge, Chakan, Pune, Maharashtra
- 4) Plot No. 54/8, D-II, Block-2, M.I.D.C. Chinchwad, Pune, Maharashtra
- 5) G-1, Ranjangaon Industrial Area, Tal. Shirur, Pune, Maharashtra
- 6) A-8, M.I.D.C., Waluj, Industrial Area Aurangabad, Maharashtra
- 7) K- 76, M.I.D.C., Waluj, Industrial Area Aurangabad, Maharashtra
- 8) Khasra No 817/73, Mauza - Moginand, Nahan, Sirmour, Himachal Pradesh
- 9) B-85, Mayapuri Industrial Area, Phase-I, New Delhi (Marketing Division)
- 10) Plot no. 165, Sector-5, IMT Manesar, Gurgaon, Haryana
- 11) Sy. No. 334, 366 & 367, Bellur Village, Narsapura Hobli, Kolar, Bangalore, Karnataka

33rd

Annual Report

2013-2014

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ANNUAL GENERAL MEETING ON WEDNESDAY, JULY 23, 2014

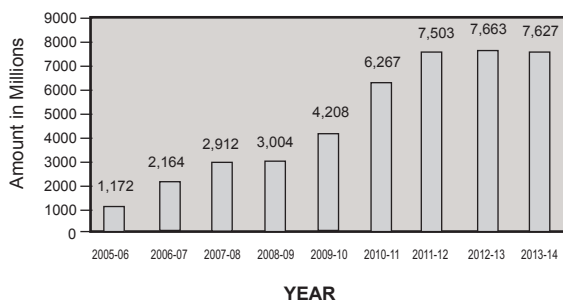
Lumax Auto Technologies Limited

FINANCIAL DATA (CONSOLIDATED) AT A GLANCE

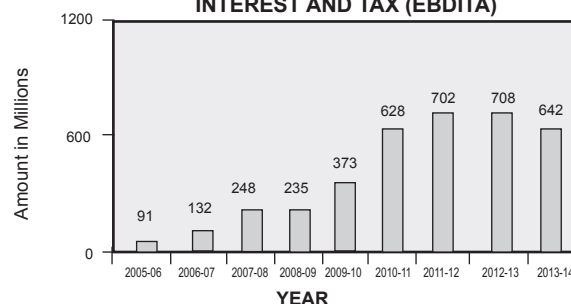
(Rs. in Million)

PARTICULARS	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
Net Sales	7,627	7,663	7,503	6,267	4,208	3,004	2,912	2,164	1,172
Growth (%)	(0.4)	2	20	49	40	3	35	85	37
Other Income	38	37	48	31	9	7	10	3	2
Total Income	7,665	7,700	7,551	6,298	4,217	3,011	2,922	2,167	1,174
EBDITA	642	708	702	628	373	235	248	132	91
% to Net Sales	8.41	9.23	9.35	10.01	8.87	7.81	8.51	6.09	7.76
Earning Before Tax (EBT)	429	594	618	548	291	164	181	95	62
Earning After Tax (EAT)	302	411	507	455	232	114	119	61	38
Equity Share Capital	136	136	136	136	116	116	116	116	71
Earning Per Share (EPS) Rs.	22.16	30.13	37.21	35.23	19.92	9.80	10.24	6.90	7.57
Dividend (%)	60	60	60	60	40	15	15	15	30
Net Worth	2,260	2,113	1,828	1,415	819	638	544	448	133
Return on Capital Employed (ROCE)	17.82	25.24	34.33	39.19	36.08	22.64	26.58	16.21	22.06

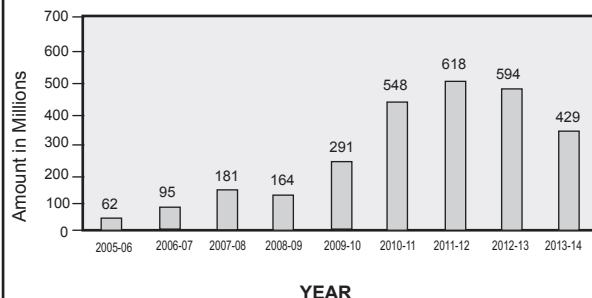
TURNOVER



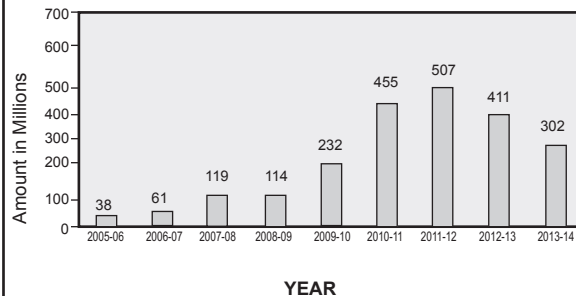
EARNING BEFORE DEPRECIATION, INTEREST AND TAX (EBDITA)



EARNING BEFORE TAX



EARNING AFTER TAX



DIRECTORS' REPORT

To The Members,

It is a great privilege for your Directors to present the 33rd Annual Report on the business and operations together with Audited Balance Sheet and Statement of Profit & Loss of your Company for the year ended March 31, 2014.

FINANCIAL RESULTS

Your Company's performance during the year as compared with the previous year is summarized below:

(Rs. in Million)

PARTICULARS	2013-14	2012-13
Sales (Excluding Excise Duty)	4766.10	4328.52
EBDITA	339.16	368.06
Finance Expenses	32.67	1.55
Depreciation	81.49	39.38
Profit Before Taxation (PBT)	225.00	327.13
Provision for Taxation, Deferred Tax	74.81	104.15
Profit After Tax (PAT)	150.19	222.98
Balance of Profit brought forward	305.20	200.21
Balances Available for Appropriation	455.39	423.19
Appropriation :		
Proposed Equity Dividend	81.79	81.79
Corporate Dividend Tax	13.90	13.90
Transfer to General Reserve	15.02	22.30
Balance carried forward to Balance Sheet	344.68	305.20
	455.39	423.19
Dividend (%)	60	60
Basic and Diluted earning per Share (EPS) Rs.	11.02	16.36

DIVIDEND

Keeping in view of the philosophy of the Company to reward its shareholders, the Board of Directors are pleased to recommend a Dividend of 60% (Rs. 6/- per equity share) for the Financial Year 2013-14 (Rs. 6/- previous year). The total amount of Dividend proposed to be distributed and tax thereon aggregates to Rs. 95.69 Million. The Dividend payout ratio comes to 64%.

An amount of Rs.15.02 Million is proposed to be transferred to General Reserve of the Company. This reaffirms the inherent financial strength of your company.

BUSINESS PERFORMANCE

The financial year ended on March 31, 2014, displayed sluggish economy that affected Indian automotive industry pretty badly. Although overall automobile sales went marginally up by 3.53%, commercial vehicle sales took a dip and costed about 1,50,000 jobs across the entire value chain.

The impact of macroeconomic slowdown on the industry has been so severe that the growth rate in Passenger vehicle segment has dropped to decadal lows of (-)6.05% in 2013-14. However, the domestic two-wheeler industry recorded sales growth of 7.31% over the previous year.

The industry's growth in 2013-14 was led by continued robust demand for scooters. Within the Two Wheelers segment, Scooters and Motorcycles grew at 23.24% and 3.91% respectively, while mopeds declined by (-) 8.35%.¹

In this backdrop, your Company registered a growth of 10.11% during the year under review, by achieving a Sales Turnover of Rs. 4766.10 Million (on Standalone Basis) as against Rs.4328.52 Million (On Standalone Basis) in the corresponding previous year.

The Profit before Tax stood at Rs.225.00 Million (On Standalone Basis) as compared to Rs.327.13 Million (On Standalone Basis) during the previous year.

On Consolidated Basis, your Company has achieved a Sales Turnover of Rs. 7627.57 Million as against Rs. 7663.04 Million during the previous year.

¹ ICRA Report on Indian Automobile Industry

Lumax Auto Technologies Limited

On Consolidated Basis, your Company recorded a Profit before Tax of Rs. 429.09 Million during the year under review as compared to Rs. 594.02 Million during the previous year.

During the year under review, the Company's PCNTDA and Chakan unit have received Bronze Award for Quality and Chakan unit has also received TPM Award from Bajaj Auto Limited.

QUALITY INITIATIVES

Total Productive Maintenance (TPM) aims to create a culture and environment, which constantly tries to maximize the effectiveness of the entire production system by using a hands-on approach to build a "Zero accident, Zero defect & Zero breakdown" system. It is designed to pre-empt losses of all types throughout the life cycle of the production system which includes development, sales, production as well as administration. It involves at every level of the organization, from top management to front-line employees. TPM is the only way to keep customers, employees and stakeholders happy and contented at the same time. The PCNTDA and Chakan Plants have successfully launched TPM Kick-off ceremony.

NEW PLANT AND FACILITIES

The Plant in Narsapura, Hobli, Karnataka has commenced manufacturing operations and supplies of plastic moulded parts to Honda Motorcycle and Scooters India (HMSI) started from July, 2013.

A detailed discussion on the business performance and future outlook is provided in the Chapter on Management Discussion & Analysis Report (MDA).

SUBSIDIARY COMPANIES

100% SUBSIDIARY- LUMAX DK AUTO INDUSTRIES LIMITED (LDK)

During the year under review, LDK has achieved net sales revenue of Rs. 2490.90 Million as against Rs. 3238.65 Million in the previous year. The Profit after Tax declined to Rs. 128.18 Million from Rs. 184.65 Million during the previous year, mainly due to De-merger of Gear Shifter Division including R & D facilities with effect from October 01, 2013 and Merger of Lumax DK Electric Engineering India Private Limited with the LDK with effect from April 01, 2013.

During the year, LDK received "Award of Appreciation for Cost Saving" from Honda Cars India Ltd., "Certificate of Appreciation for Technology Innovation" from VE Commercial Vehicles Ltd. and "Manufacturing Excellence Award" from Maruti Suzuki India Limited.

In addition to this, LDK has also received "2nd and 3rd Bava Kaizen Awards", "BAL TPM Excellence Award" and "Quality Silver Award" from Bajaj Auto Limited.

During the year under review, pursuant to the Scheme of Amalgamation between LDK and its 100% subsidiary, Lumax DK Electric Engineering India Private Limited (LDKEEIPL) (Formerly known as Stanley Electric Engineering India Private Limited), LDKEEIPL has been merged with the LDK vide Order dated 20-01-2014 of the Hon'ble High Court of Delhi at New Delhi with effect from the appointed date i.e. April 01, 2013. The Authorized Capital of the LDK has been increased by Rs. 161,000,000 pursuant to the merger.

During the year under review, pursuant to the Scheme of Arrangement between LDK and Lumax Mannoh Allied Technologies Limited (LMAT) (Formerly known as Lumax Mannoh Allied Technologies Private Limited), the Gear Shifter division (including research and development facilities) {demerged business undertaking} of LDK has been demerged from the LDK and transferred to LMAT vide Order dated February 10, 2014 of the Hon'ble High Court of Delhi at New Delhi. The Assets and Liabilities pertaining to De-merged undertaking have also been transferred to LMAT with effect from the appointed Date i.e. October 01, 2013.

Accordingly, 3,470,517 numbers of Equity Shares of Rs.10/- each of LMAT were allotted to Lumax Auto Technologies Limited pursuant to the demerger.

NEW SUBSIDIARY COMPANY - LUMAX MANNOH ALLIED TECHNOLOGIES LIMITED (LMAT)

Lumax Auto Technologies Ltd. through its wholly owned subsidiary, LDK, is the market leader in Design, Testing and Manufacturing of Parking Brakes & Gear Shift levers in India from last 10 years with an overall domestic market share of more than 60% with a strong presence in both passenger cars & commercial vehicle segments.

However, in order to fully exploit the opportunity in exports market and to provide necessary focus, flexibility and speed to the Gear Shift lever business, Lumax Mannoh Allied Technologies Limited (LMAT) was incorporated on July 22, 2013, as a 100% subsidiary of LATL. Further, the Gear Shifter division (including research and development facilities) {demerged business undertaking} of LDK has been demerged from the LDK and transferred to LMAT w.e.f. October 01, 2013.

Lumax Auto Technologies Limited, Mannoh Industrial Co. Ltd., Japan, LDK and LMAT have entered into Joint Venture and Share Purchase and Shareholders' Agreement on March 4, 2014. The Mannoh Industrial Co., Ltd., is the technology leader in Automatic, AMT, CVT and MT type Gear shift lever assemblies in Japan with Production locations in Japan, Indonesia & Thailand since more than 50 years. The JV will completely localize with designing & testing capability in India through its R&D centre located at Manesar.

In terms of the JV agreement, Mannoh Industrial Co., Ltd., Japan has remitted Rs. 237.15 Million towards acquisition of 45% equity holding i.e. 1,566,233 No. of equity shares of LMAT.

JOINT VENTURE COMPANIES

LUMAX CORNAGLIA AUTO TECHNOLOGIES PRIVATE LIMITED (LCAT)

During the year under review, LCAT has reported growth of 13% by recording net sales of Rs. 253.36 Million as against Rs. 225.08 Million in the previous year. The Profit after Tax has also increased by 60% to Rs.13.48 Million from Rs. 8.42 Million during the previous year.

Presently, LCAT is supplying Air Intake System (AIS) to leading automobile manufactures in India viz. TATA, FIAT, VOLKSWAGEN, SKODA & General Motors and during the year it has received LOI for Development of AIS for 3 new programs of Tata Motors. Tooling up samples are already approved & SOP will start in Q2 of FY 2014-15. LCAT has also received new enquiries from Global Customers like Daimler, MAN & Volvo. LCAT is carrying out the feasibility study for the same.

The manufacturing facility at Chakan Industrial Area, Pune is ready to supply Exhaust Systems to Tata Motors for its Nano models. However, due to delay in customer program SOP (namely Tata Motors Nano 2 Cyl. AMT & 3 Cyl. Gasoline), commercial production will start in end of Q2, FY 2014-15.

LCAT is truly on course to achieve its VISION – 2015 i.e. to become a full service provider for Automotive Air Intake & Exhaust Systems with the application of innovative and cost effective solutions that will add value to the customers as well as to the organization. Further to complement its Vision, LCAT has initiated development of local engineering capability.

NEW JV COMPANY – LUMAX GILL-AUSTEM AUTO TECHNOLOGIES PRIVATE LIMITED (LGAT)

In order to strengthen its foothold in the seat frame business, your Company has entered into a Joint Venture Agreement with Gill-Austem LLC as new JV Company - Lumax Gill-Austem Auto Technologies Private Limited (LGAT) was incorporated during the year. The JV will manufacture, assemble and sell various type of Seating Mechanisms, Seating Frame Structure and Seat Assemblies to Automobile Manufacturers. Gill-Austem LLC is also a Joint Venture between two industry leaders, Gill Group, USA and Austem, Korea, in the manufacture and sale of components such as Seating Mechanisms, Seating Assemblies and Head Restraints for the automotive industry. The Gill-Austem Group has a very strong presence in North America, Europe and Asia in Seating Assembly Business.

The existing Seat Frame Business being carried on by LATL shall be transferred to the JV Company. The JV Company is in the process of setting up the new project and its commercial operations are expected to commence during the FY 2014-15.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Anmol Jain, Director is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the year under review, following changes were made in the management structure of the company with a view to provide the organizational structure and leadership needed to execute strategic plan and fulfill the enormous promise of the company. These changes are aimed at driving innovation, accelerating profitable growth and increasing both accountability and shareholder value. Above all else, they will help the company better serve its customers and end users:

- i) Mr. D.K. Jain, Chairman has been appointed as Executive Chairman of the Company.
- ii) Mr. Anmol Jain, Director has been appointed as Managing Director of the Company.
- iii) Mr. Deepak Jain has been appointed as Additional Director of the Company.

Mr. Deepak Jain, aged 39 years, is a B.B.A. from Illinois Institute of Technology, USA with specialization in Operations Management and International Business and one of the promoters of the Company. He has undergone extensive training at I I Stanley Co., Inc., USA and Stanley Electric Co. Ltd., Japan after completing his B.B.A. He has 18 years of work experience in manufacturing Automotive Components. He is holding various positions in different associations like Automotive Component Manufacturers Association (ACMA), Young Presidents' Organization (YPO) etc.

Mr. Roop Salotra and Mr. Milap Jain have been appointed as additional directors, designated as Independent Directors, on the Board of the Company w.e.f. October 29, 2013 and February 12, 2014 respectively.

Mr. Roop Salotra, aged 63 years, is a Mechanical Engineer and has done various Management Programs including Executive program in strategy & organization at Stanford Business School. He has retired from SRF Group, after spending 24 years as CEO and president. He is actively involved with Confederation of Industry (CII), particularly National Council on Environment and National Council on Climate Change. He is former chairman of Indian Chemical Council (ICC) (Northern region).

Mr. Milap Jain, aged 62 years, is a Graduate in Political Science (H) from Ravenshaw College, Cuttack. He is a retired Indian Revenue Service officer and served the Government of India for over 38 years. In his last role as Chief Commissioner of Income Tax, Delhi, he was responsible for administration & Tax Collection of the entire Delhi region. Prior to that, he represented the country in various International forums and oversaw Transfer Pricing Issues and taxation & assessment of non-residents & foreign companies as Director General of International taxation. He has received the Prime Minister's Award for Excellence in Public Administration.

In accordance with the Articles of Association of the Company and the Companies Act, 2013, Mr. Deepak Jain, Mr. Roop Salotra and Mr. Milap Jain hold office till the ensuing Annual General meeting. The Company has received Notices in respect of Mr. Deepak Jain, Mr. Roop Salotra and Mr. Milap Jain from a member under Section 160 of the Companies Act, 2013 proposing their appointment as Directors of the

Company. Mr. Deepak Jain, not being an Independent Director, proposed to be appointed as Director, whose period of office shall be liable to determination by retirement of directors by rotation.

Mrs. Usha Jain resigned from the position of Managing Director as well as Directorship of the Company. The Board places on record its sincere appreciation and gratitude for the valuable guidance received from Mrs. Usha Jain during her tenure as Managing Director of the Company.

Mr. Manmohan Sachdev and Mr. A.V. Alexander, Independent Directors have also resigned from the Board of the Company. The Board places on record its sincere appreciation and gratitude for the valuable guidance received from them during their tenure as Independent Directors of the Company.

Consequent to notification of Section 149 and other and applicable provisions of the Companies Act, 2013, your Directors are seeking appointment of all Independent Directors for five consecutive years from the ensuing AGM and they shall not be liable to retire by rotation.

Your Directors recommend the appointment/ re-appointment of the above Directors at the ensuing Annual General Meeting.

DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act 1956, the Directors state:

- (i) That in the preparation of the Annual Accounts for the Financial Year ended March 31, 2014, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the Annual Accounts on a "going concern" basis.

FIXED DEPOSITS

During the year under review the Company has not accepted any Deposit under Section 58A and 58AA of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

AUDITORS

M/s D. R. Barve & Co., Chartered Accountants, auditors of the Company, who retire at the conclusion of the ensuing Annual General Meeting, have expressed their unwillingness to continue as the Statutory Auditors of the Company. Your Directors therefore propose to appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants, who are one of the leading accounting and auditing firms of the country, as the Statutory Auditors of the Company for a period of 5 consecutive years, from the conclusion of the ensuing Annual General Meeting till the conclusion of the sixth consecutive Annual General Meeting. M/s S.R. Batliboi & Co. LLP, Chartered Accountants, have given their consent to act as Auditors of the Company and have further confirmed that their appointment, if made, would be in conformity with the provisions of Section 141 of the Companies Act, 2013. The Audit Committee in its meeting held on May 29, 2014 has also recommended the appointment of M/s S.R. Batliboi & Co. LLP, as Statutory Auditors of the Company. Your directors also recommend their appointment.

During the year, all the recommendations of the Audit Committee were accepted by the Board. Hence there is no need for disclosure of the same in this Report.

COST AUDITORS

The Board has re-appointed M/s Jitender, Navneet & Co. as the Cost Auditors of the Company in accordance with Section 233B of the Companies Act, 1956 and in conformity with the directives of the Central Government, for the audit of the cost accounts of the Company for the Financial Year 2013-14. The Cost Audit Report for the Financial year 2012-13 has been filed with the Central Government within the stipulated time on September 28, 2013.

CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statements of the Company are prepared in accordance with the Accounting Standards, Companies Act, 1956 and all other laws for the time being in force (if applicable) and the same forms part of this Annual Report.

Further, in accordance with the Circular issued by Ministry of Corporate Affairs (MCA), granting the general exemption from the provisions of Section 212 of the Companies Act, 1956, your Company is not attaching the Annual Accounts for the year ended March 31, 2014 and other related documents of its subsidiary companies with this Annual Report. Any shareholder interested in obtaining a copy of the Annual Accounts of subsidiaries may write to the Company Secretary at the registered office of the Company and the company undertakes to supply the same along with all related detailed information. In addition, the Company shall also keep the same Annual Accounts for inspection by any shareholder at the registered office of the Company and subsidiaries.

MATERIAL CHANGES AND COMMITMENTS

Apart from Rs. 237.15 Million remitted by Mannoh Industrial Co. Ltd., Japan, towards share purchase of Lumax Mannoh Allied Technologies Limited as mentioned earlier in this report, no other material changes and commitments affecting the Financial position of the Company have occurred between April 1, 2014 and the date on which this Report has been signed.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to the provisions of Clause 49 of the Listing Agreement, Management Discussion & Analysis Report is annexed as part of this report separately as Annexure - A.

OTHER INFORMATION

Disclosure of information regarding Conservation of Energy, Research & Development, Technology Absorption and Foreign Exchange Earnings and Outgo etc. under Section 217(1)(e) of the Companies Act, 1956, is annexed separately as Annexure - B.

CORPORATE GOVERNANCE

The report on Corporate Governance together with the Auditor's Certificate regarding the Compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is annexed and forms part of this Annual Report as Annexure C.

PARTICULARS OF EMPLOYEES

Information on Particulars of Employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975 forms an integral part of this report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report is being sent to the shareholders of the Company excluding the Statement of Particulars of employees under Section 217(2A) of the Companies Act, 1956. Any shareholder interested in obtaining a copy of such statement may write to the Company Secretary at the registered office of the Company.

ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks to all its highly valued customers, its Technical Collaborators, Joint Venture Partners, all other business partners, all the Shareholders, Financial Institutions, Banks, Vendors and various Government agencies for the assistance, co-operation and encouragement they extended to the Company.

The Board would also like to acknowledge the co-operation and commitment rendered by all the associates and employees of the Company for their unstinted support shown during these challenging times.

For and on behalf of the Board of Directors

Place : New Delhi
Dated : May 29, 2014

D. K. JAIN
CHAIRMAN