

# **ASAL**

**Automotive Stampings and Assemblies Limited**

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

**A TATA Enterprise**

**20<sup>th</sup> Annual Report 2009-10**

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# ASAL

Twentieth Annual Report 2009-10

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## Automotive Stampings and Assemblies Limited

### CORPORATE INFORMATION

#### Board of Directors

(as on April 28, 2010)

Francisco José Riberas Mera  
R. A. Savoor  
Pradeep Mallick  
L Lakshman  
R.S. Thakur  
Alberto Moreno  
Amitabha Mukhopadhyay

#### Chief Executive Officer

Vijay Bijlani

#### Secretary

Shailendra Dindore

#### Statutory Auditors

M/s Price Waterhouse  
Chartered Accountants

#### Bankers

HDFC Bank  
State Bank of India  
Bank of India

#### Internal Auditors

M/s B. K. Khare & Co.,  
Chartered Accountants

#### Cost Auditors (Internal)

M/s Dhananjay V. Joshi & Associates,  
Cost Accountants

#### Secretarial Auditors

M/s S. V. Deulkar & Co.,  
Company Secretaries

#### 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

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### Address for Correspondence

#### Registered Office:

G-71/2, MIDC Industrial Area,  
Bhosari, Pune 411 026  
Maharashtra, India  
Tel: 91 020 66314300  
Fax: 91 020 66314343  
Email: cs@autostampings.com  
website: www.autostampings.com

#### Registrar & Share Transfer Agent:

Link Intime India Private Limited,  
202, 2<sup>nd</sup> Floor Akshay Complex,  
Near Ganesh Mandir, Off. Dhole Patil Road,  
Pune 411 001, Maharashtra, India  
Tel: (91) 020 26050084, 26051629  
Fax: (91) 020 26053503  
Email: vikrant.deshmukh@linkintime.co.in  
Website: www.linkintime.co.in

Annual General Meeting on Friday, the 16<sup>th</sup> day of July, 2010 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 Million)

Particulars	Financial Year									
	2002-03	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10		
Sales & Other Income	1,482	1,805	2,505	2,786	3,248	3,025	3,486	4,173		
Profit before Interest, Depreciation, Tax and Extra-ordinary Income	111	191	170	189	199	205	185	282		
Extra- Ordinary Income	183	35	-	-	102	-	-	-		
Profit / (Loss) After Tax	122	73	40	46	108	43	(24)	51		
Share Capital	222	222	222	222	192	192	192	192		
Reserves & Surplus	195	216	226	242	318	327	284	305		
Shareholders' Funds	417	438	448	464	510	519	476	497		
Loan Funds	263	165	374	365	296	624	707	525		
Total Capital Employed	680	603	822	829	806	1,143	1,183	1,022		
Gross Block	825	850	996	1,033	1,238	1,451	1,975	2,008		
Depreciation	284	358	449	544	650	758	879	1,003		
Net Block	541	492	548	489	587	693	1,096	1,005		
Net Current Assets	85	99	219	239	193	90	104	49		
Preference Dividend	-	22	14	14	12	11	11	11		
Equity Dividend	-	-	12	12	15	15	5	15		
Rate of Dividend	-	-	12%	12%	15%	15%	5%	15%		
No. of Shareholders	1,857	2,651	3,654	2,971	3,111	3,408	3,353	3,363		
Earnings Per Share	11.11	5.59	2.33	2.94	9.25	2.97	(3.62)	3.81		

## Automotive Stampings and Assemblies Limited

### NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of Automotive Stampings and Assemblies Limited will be held on Friday, the 16<sup>th</sup> day of July, 2010 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 Audited Balance Sheet as at March 31, 2010 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To declare dividend on 12% Cumulative Redeemable Preference Shares.
3. To declare dividend on Equity Shares.
4. To appoint a Director in place of Mr. Ramesh A. Savoor who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Francisco José Riberas Mera who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration.

#### SPECIAL BUSINESS:

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** Mr. L Lakshman, be and is hereby appointed as Director of the Company and shall be liable to retire by rotation.”
8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** Mr. Amitabha Mukhopadhyay, be and is hereby appointed as Director of the Company and shall be liable to retire by rotation.”

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

Shailendra Dindore  
Secretary

Pune, April 28, 2010

#### Registered Office:

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

## NOTES

1. Explanatory Statements under section 173(2) of the Companies Act, 1956 relating to Special Business to be transacted at the meeting are annexed hereto and form part of the notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL ONLY TO 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.
3. Members are requested to bring their personal copy of the Annual Report to the meeting.
4. 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.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from July 10, 2010 to July 16, 2010 (both days inclusive) for the purpose of payment of dividend to those Members, whose names stand on the Register of Members as on July 16, 2010. The dividend in respect of Equity Shares held in electronic form will be payable to the beneficial owners of the Equity Shares as at the end of business hours on July 9, 2010 as per the details furnished by the depositories for this purpose.
6. The dividend on Equity Shares as recommended by the Directors for the year ended March 31, 2010 will be payable on or after July 16, 2010 in accordance with the resolution to be passed by the Members of the Company.
7. To avoid loss of dividend warrants / demand drafts in transit and undue delay in respect of receipt of dividend warrants / demand drafts, the Company has provided a facility to the Members for remittance of dividend through 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 Agent.
8. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, power of attorney, change of address/name, etc. to their depository participant only and not to the Company's Registrar and Transfer Agent. Changes intimated to the depository participant will help the Company and its Registrar and Transfer Agent to provide efficient and better services to the Members.
9. The shareholders who have not yet encashed the dividend for financial years 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 are requested to make their claim to the Registrar and Transfer Agent of the Company - M/s Link Intime India Private Limited.
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.
11. The Company has paid the annual listing fee to the respective stock exchanges for the financial year 2010-11.
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. Those who have not yet surrendered the share certificates of the Company for exchange are requested to handover / send the same to the Company's Registrar & Share Transfer Agent.

## Automotive Stampings and Assemblies Limited

### Explanatory Statements

The following Explanatory Statements pursuant to Section 173 of the Companies Act, 1956, set out all material facts relating to the business mentioned at item Nos. 7 to 8 in the accompanying Notice dated April 28, 2010.

#### **ITEM NO. 7**

The Board of Directors appointed Mr. L Lakshman as an Additional Director of the Company with effect from April 28, 2010. His term of office expires at the forthcoming Annual General Meeting.

Notice has been received from a shareholder of the Company under Section 257 of the Companies Act, 1956 along with the requisite deposit, proposing the candidature of Mr. L Lakshman for the office of Director.

A brief profile of Mr. L Lakshman is as under: -

Date of Birth and Age	July 17, 1946 – 63 Years
Qualifications	B.E., Executive MBA from London Business School
Expertise in specific functional areas	Mr. L Lakshman is the Executive Chairman of Rane Holdings Limited. He has been spearheading the business of different companies in Rane Group and has more than 39 years of industrial experience.
Chairman / Director of other Indian companies, as on March 31, 2010	<ol style="list-style-type: none"> <li>1. Rane Holdings Limited – Executive Chairman</li> <li>2. Rane Brake Lining Limited</li> <li>3. Rane (Madras) Limited</li> <li>4. Rane Engine Valve Limited</li> <li>5. Rane TRW Steering Systems Limited</li> <li>6. Rane NSK Steering Systems Limited</li> <li>7. JMA Rane Marketing Limited</li> <li>8. Kar Mobiles Limited</li> <li>9. Force Motors Limited</li> <li>10. DCM Engineering Limited</li> </ol>
Chairman / Member of Committees of the Boards of other Indian companies of which he is a Director, as on March 31, 2010	<p><u>Audit Committee:</u></p> <ol style="list-style-type: none"> <li>1. Kar Mobiles Limited – Chairman</li> <li>2. Rane Engine Valve Limited - Member</li> <li>3. Rane (Madras) Limited - Member</li> <li>4. Rane TRW Steering Systems Limited - Chairman</li> <li>5. Rane NSK Steering Systems Limited - Chairman</li> </ol> <p><u>Investors' Service Committee:</u></p> <ol style="list-style-type: none"> <li>1. Rane Engine Valve Limited – Chairman</li> <li>2. Rane (Madras) Limited - Chairman</li> <li>3. Rane Holdings Limited – Member</li> <li>4. Kar Mobiles Limited – Member</li> </ol>
Shareholding in the Company	NIL

The Company would be immensely benefited from his extensive experience.

The Directors recommend the resolution for approval of the Members.

None of the Directors except Mr. L Lakshman is concerned or interested in the above resolution.

#### **ITEM NO. 8**

The Board of Directors appointed Mr. Amitabha Mukhopadhyay as an Additional Director of the Company with effect from April 28, 2010. His term of office expires at the forthcoming Annual General Meeting.

Notice has been received from a shareholder of the Company under Section 257 of the Companies Act, 1956 along with the requisite deposit, proposing the candidature of Mr. Amitabha Mukhopadhyay for the office of Director.

A brief profile of Mr. Mukhopadhyay is as under: -

Date of Birth and Age	August 17, 1964 – 45 Years
Qualifications	B.Sc., A.C.A.
Expertise in specific functional areas	Mr. Mukhopadhyay is the President and Chief Financial Officer of Tata AutoComp Systems Limited. He has over 20 years of experience and has worked in all facets of financial management, supply chain management and general management.
Chairman / Director of other Indian companies, as on March 31, 2010	1. Tata Yazaki AutoComp Limited 2. Knorr Bremse Systems for Commercial Vehicles India Private Limited
Chairman / Member of Committees of the Boards of other Indian companies of which he is a Director, as on March 31, 2010	<u>Audit Committee:</u> 1. Tata Yazaki AutoComp Limited- Chairman 2. Knorr Bremse Systems for Commercial Vehicles India Private Limited - Member
Shareholding in the Company	NIL

The Company would be immensely benefited from his extensive experience.

The Directors recommend the resolution for approval of the Members.

None of the Directors except Mr. Amitabha Mukhopadhyay is concerned or interested in the above resolution.

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

Shailendra Dindore  
Secretary

Pune, April 28, 2010

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



## Automotive Stampings and Assemblies Limited

### DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Twentieth Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended March 31, 2010.

#### 1. MANAGEMENT DISCUSSION AND ANALYSIS

To avoid duplication and overlap, this Report includes the Management Discussion and Analysis.

##### 1.1 FINANCIAL AND OPERATIONAL PERFORMANCE

The summarised financial results of the Company for the period under review are:

(Rs. in million)

	Financial Year	
	2009-10	2008-09
Sales	4,143.70	3,456.22
Other Income	29.01	29.34
Profit before Depreciation, Financial Charges and Tax	282.05	184.52
Less: Depreciation	135.02	135.33
Financial Charges	69.35	82.53
Profit / (Loss) before Tax	77.68	(33.34)
<u>Less: Provision for Taxation</u>		
a. Current Tax (net of Minimum Alternate Tax credit entitlement)	-	0.03
b. Deferred Tax Expense / (Credit)	26.00	(9.60)
c. Fringe Benefit Tax	-	1.45
d. Short / (Excess) provision for taxation in respect of earlier years	0.23	(0.98)
Profit / (Loss) After Tax	51.45	(24.24)
Balance from last year	34.91	77.75
Profit available for appropriation	86.36	53.51
<b><u>Appropriations:</u></b>		
- Transfer to General Reserve	5.00	-
- Proposed Dividend on Preference Shares	10.80	10.80
- Proposed Dividend on Equity Shares	15.30	5.10
- Tax on Dividend	4.34	2.70
Balance Carried Forward	50.92	34.91

#### Income

##### Net Sales

The net sales increased by 19.89% during the year under review on the back of an increase in volumes of customer programmes being handled by the Company.

## *Other Income*

The other income mainly consists of income from investments in mutual fund schemes, cash discount received, miscellaneous receipts and write back of provisions no longer required. Other income marginally decreased by 1.12%.

## **Expenditure**

### *Raw Material Consumed (including Change in Stock)*

Raw material consumed (including change in stock) as a percentage to sales reduced by 1.23% mainly because of lower tooling sales where the material content is high.

### *Payments to and provisions for employees*

Employee cost increased by 6.50% due to full year impact of wage revisions effected in the previous year as well as year-on-year salary hikes.

### *Manufacturing, Selling & Other Expenses*

Manufacturing, Selling & Other Expenses have increased by 25.14% as a result of increase in sales and also administrative expenses.

## **Profit before Interest, Depreciation and Tax**

The Profit before Interest, Depreciation and Taxation increased from Rs. 184.52 million to Rs. 282.05 million.

## **Interest and Finance Charges**

Interest and finance charges have decreased by 15.96% mainly on account of repayment of loans.

## **Depreciation and Amortization**

The Depreciation is in line with the previous year inspite of additions to fixed assets which have been neutralized by some of the assets being fully depreciated in the current year.

## **Net Profit / (Loss)**

The Profit after tax of Rs. 51.45 million as against a Loss after tax of Rs. 24.24 million in previous year is as a result of higher sales, write back of provisions no longer required and reduction in interest and finance charges.

## **1.2 INDUSTRY STRUCTURE AND DEVELOPMENTS**

The automotive industry globally is one of the largest industries and is a key driver of the economy. A sound transportation system plays a pivotal role in the country's robust economic and industrial development. The automotive industry comprising the automobile and the auto component sectors has made rapid strides since the de-licensing and deregulation of the sector to Foreign Direct Investment in 1991. The fortunes of the auto components industry are closely linked to that of the automobile industry.

The Indian auto components industry is linked with other engineering and manufacturing divisions in the country through both forward and backward integration. The industry has grown from being a relatively small domestic industry to one that supplies high value and critical components to global automotive giants.

Today, India has the potential to manufacture a range of automotive components (about 20,000 in numbers) - from fasteners to engine parts.

The Industry is highly fragmented with around 500 organized players. The unorganized players are mainly replacement market players or tier three and four component manufacturers.

## Automotive Stampings and Assemblies Limited

### 1.3 OPPORTUNITIES AND THREATS

India is emerging as a global manufacturing hub for auto component manufacture. India is among the most competitive manufacturers globally of auto components especially, (a) Metal Intensive components: Forgings, Stampings and Castings; (b) Skilled Labour-intensive components: Machining, wiring-harness and other electrical components; and (c) Hi-tech components: Electronic Fuel Injectors.

Apart from the growing demand from the global markets, the domestic automobile market boosted by the surge in domestic demand, is also contributing to the growth of the auto components industry. The Indian automobile is making inroads into the rural middle class after spreading itself amongst the urban and rural rich markets. It offers differentiated products to suit requirements of different class segments of customers.

Rising steel prices and withdrawal of incentives by the Government which were provided during the economic slowdown could impact the growth of the industry.

### 1.4 SEGMENT-WISE PERFORMANCE

The Company's sales are primarily to Domestic Automobile Component Segment. However, the Company also has a share in the export segment. During the year under review, the Company achieved domestic sales of Rs. 4,117.77 million as against Rs. 3,424.88 million in the previous year and export sales of Rs. 25.93 million as against Rs. 31.34 million in the previous year.

### 1.5 FUTURE OUTLOOK

With investments around US\$ 15 billion slated for the sector over the next few years, the prospects for India's auto market are bright. The auto component domestic market reflects corresponding promise.

With increased outsourcing in an integrated supply chain model followed by the automotive industry, the medium term outlook for the auto component industry is positive. The indigenous demand for auto components is estimated to reach US\$ 20 billion in next ten years.

The Indian Passenger Car market offers ample opportunity for volume growth since the per capita Car penetration is only 7 per 1000 as compared to 500 in Germany. Analysts estimate domestic Car production to touch 3 million p.a. in the next three years. With liberalized policies of the Indian Government, the automobile production in the sub-continent is poised for steady growth.

Steel will remain the dominant material for auto component due to its versatility. It is providing a wide range of properties through the choice of appropriate combination of composition and processing. Further, high recycling ability will always favour steel as a choice for use in auto component manufacturing.

### 1.6 RISKS AND CONCERNS

The industry is facing cost disadvantage in the form of increasing raw material costs, power costs, higher taxation, infrastructure costs, etc. With increasing input costs and frequent automobile design changes, components manufacturers are required to constantly invest to upgrade themselves and to add value. This has been a drag, especially on small and medium manufacturers.

### 1.7 INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's SAP system captures all the key transaction data. This, along with a system of internal controls ensures that all transactions are properly recorded and authorised. The internal control system is supplemented by documented policies and procedures. The same is further supplemented by a programme of audits by the Internal Auditors who periodically present their observations to the Audit Committee.

## 1.8 HUMAN RESOURCES

The Company had 1646 employees (including Trainees under Employment Promotion Program, etc.) on March 31, 2010.

Harmonious industrial relations prevailed at all the units of the Company. The Company has signed a long-term productivity linked wage agreement with the trade union at Chakan.

## 2. DIVIDEND

The Board has recommended payment of dividend of Rs. 10.80 million (exclusive of dividend tax) on 12% Cumulative Redeemable Preference Shares for the year 2009-10 as per the terms of issue.

The Directors are pleased to recommend an equity dividend of 15% (Rs. 1.50 per share) for the year 2009-10. It would lead to an outflow of about Rs. 15.30 million, exclusive of dividend tax.

## 3. EXPANSION

The Company has planned an expansion at the Pantnagar Plant with an estimated outlay of Rs. 192.88 million in 2010-11 to cater to the new vehicles on the "ACE" platform to be launched by Tata Motors.

To finance the capital expenditure, a rights issue of securities with the issue size not exceeding Rs. 300 million is planned.

## 4. QUALITY INITIATIVES

All the plants of the Company are certified under TS 16949. Further, plants at Bhosari and Chakan are also ISO 14001 certified. The Company has been implementing the Tata Business Excellence Model to build excellence in the business operations.

## 5. DIRECTORS

### 5.1 Resignations

Mr. S. Ramakrishnan resigned as a Director of the Company with effect from January 27, 2010.

The Board of Directors places on record its appreciation for his valuable contribution during the tenure as a Director.

### 5.2 Appointments

Mr. L Lakshman and Mr. Amitabha Mukhopadhyay have been appointed as Additional Directors with effect from April 28, 2010.

They hold office upto the date of the ensuing Annual General Meeting of the Company. Notices have been received from a member of the Company proposing their candidature for the office of Director. The Directors recommend their appointments.

### 5.3 Retirement by Rotation

Mr. R. A. Savor and Mr. Francisco José Riberas Mera will retire by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, have offered themselves for re-appointment.

## 6. CORPORATE GOVERNANCE

The necessary measures have been taken to comply with the requirements of the Listing Agreements with the stock exchanges. The Report on Corporate Governance, along with the Certificate of Compliance from the Auditors, forms a part of this Report.

## Automotive Stampings and Assemblies Limited

### 7. THE DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956 and based on the representations received from the operating management, the Directors confirm that -

1. In the preparation of the Annual Accounts for the year 2009-10, the applicable Accounting Standards have been followed and that there are no material departures;
2. They have in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgements 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 viz. March 31, 2010 and of the profit of the Company for the year ended on that date;
3. They have taken proper and sufficient care, to the best of their knowledge and ability, 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; and
4. They have prepared the annual accounts on a going concern basis.

### 8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo required in terms of Section 217(1) (e) of the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is set out in **Annexure I** to this Report.

### 9. PARTICULARS OF EMPLOYEES

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 forms part of this Report. As per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the annual report is being sent to the members of the Company, excluding the statement of particulars of employees under Section 217(2A) of the Companies Act, 1956. Any member interested in obtaining a copy of the statement may write to the Company Secretary at the Registered Office of the Company.

### 10. AUDITORS

M/s. Price Waterhouse, Chartered Accountants, who retire at the conclusion of the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

### 11. SECRETARIAL AUDIT REPORT

The Company has voluntarily appointed a Practising Company Secretary for conducting Secretarial Audit of the Company for the financial year ended March 31, 2010. The Secretarial Audit Report is attached to this annual report. The Report confirms compliance by the Company with provisions of the Companies Act, 1956, Listing Agreement with the Stock Exchanges and the applicable Regulations under Securities and Exchange Board of India Act, 1992.

### 12. FORWARD LOOKING STATEMENTS

Certain Statements describing the Future Outlook, Industry Structure and Developments may be "forward – looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply, price conditions in domestic and overseas market in which the Company operates, changes in Government regulations, tax laws and other statutes.

## 13. **ACKNOWLEDGEMENTS**

The Directors wish to place on records their sincere thanks and appreciation for the guidance, support, continued co-operation extended by Bankers, Central and State Governments, Customers, Suppliers and Shareholders.

The Directors also take this opportunity to acknowledge the dedicated efforts of the employees.

**For and on behalf of the  
Board of Directors**

R. S. Thakur    R. A. Savor  
**Directors**

Pune, April 28, 2010

## Automotive Stampings and Assemblies Limited

### ANNEXURE I

Information in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988:

#### A. CONSERVATION OF ENERGY

The Company has always been giving due consideration for the conservation of energy.

The Company has continued to sustain a high power factor, resulting in optimizing the energy consumption. Energy saving fittings have been installed in many places to reduce energy consumption. The Company has an Energy Conservation (ENCON) forum consisting of employees from all the four plants. They make time bound action plans for energy conservation opportunities and track them to ensure speedy implementation. Ideas are shared across plants and discussed through teleconference once in a quarter.

These measures are aimed at effective management and utilization of energy resources and resultant cost saving for the Company.

#### B. RESEARCH AND DEVELOPMENT & TECHNOLOGY ABSORPTION

The Company adopts new technologies from Estampaciones Metalicas Vizcaya SA, Spain, a Gestamp group company in terms of the 'Technology Transfer and Technical Assistance Agreement'. The Gestamp group does organize R & D work to a large extent in the area of metal forming technology for the automobile industry. Based on the technology needs of the Customers, the appropriate support for the technology is provided by the technology partner.

As there is no separate R & D Department, the amount incurred on R & D is difficult to estimate.

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

	(Rs. in million)
Earnings in foreign exchange	21.45
Expenditure in foreign currency	54.28

## REPORT ON CORPORATE GOVERNANCE (Pursuant to Clause 49 of the Listing Agreement)

### 1. Company's Philosophy on Code of Governance

The Company's philosophy of Corporate Governance is founded upon the adoption of the Tata Business Excellence Model, the Tata Code of Conduct and the requirements of Corporate Governance under Clause 49 of the Listing Agreement with the Stock Exchanges. The governance of the Company is guided by a strong emphasis on transparency, accountability and integrity.

The Company's business objective is to manufacture its products in such a way as to create value that can be sustained over the long term for its customers, shareholders and employees. The Company is conscious of the fact that its success is a reflection of the professionalism, conduct and ethical values of its management and its employees.

### 2. Board of Directors

#### **Composition of the Board:**

The strength of Directors on the Board as on March 31, 2010 is five. It comprises five Non-Executive Directors, of whom two are independent.

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all Companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors. None of the Directors is related to another.

#### **Code of Conduct for Directors and Senior Management:**

The Company has adopted the "Tata Code of Conduct" for all the employees of the Company. The Board has also approved a "Code of Conduct for Non-Executive Directors". The Code of Conduct for the employees as well as Non-Executive Directors is posted on the website of the Company: [www.autostampings.com](http://www.autostampings.com).

Further, all the Board members and senior management personnel (as per Clause 49 of the Listing Agreement) have affirmed the compliance with the respective Code of Conduct. A declaration to this effect signed by the Chief Executive Officer of the Company forms part of this report.

#### **Number of Board Meetings:**

During the year 2009-10, five Board Meetings were held and the gap between two meetings did not exceed four months. The meetings were held on April 29, 2009, July 15, 2009, October 23, 2009, January 22, 2010 and March 12, 2010.

#### **Information placed before the Board:**

Agenda papers along with detailed notes are being circulated in advance of each meeting of the Board. Information pursuant to Corporate Governance practices, as required under Annexure I to Clause 49 have been made available to the Board from time to time.

The Company periodically places Compliance Reports with respect to all applicable laws before the Board of Directors for its review.

#### **Directors with material pecuniary or business relationship with the Company:**

The Company did not have any pecuniary relationship or transactions with its Non-Executive and/or Independent Directors during the year 2009-10.



## Automotive Stampings and Assemblies Limited

### **Attendance at the Board Meetings & the last Annual General Meeting (AGM), Directorship in other Companies and other Board Committee Memberships:**

Above information as on March 31, 2010 or for the year 2009-10, as applicable, is tabulated hereunder:

Name of Director	Category of Directorship	No. of Board Meetings Attended*	Attendance at the last AGM held on 15-07-2009	Directorship in other Companies**	No. of other Committee Memberships®	
					Chairman	Member
Mr. R.A. Savor	Non-Executive, Independent	5	Present	7	1	2
Mr. Francisco José Riberas Mera	Non-Executive, Non-Independent	-	Not Present	5	-	-
Mr. Pradeep Mallick	Non-Executive, Independent	3	Not Present	10	2	5
Mr. S. Ramakrishnan (Upto 26.01.2010)	Non-Executive, Independent	2	Present	-	-	-
Mr. R.S. Thakur	Non-Executive, Non-Independent	3	Present	10	-	4
Mr. Alberto Moreno (w.e.f. 29.04.2009)	Non-Executive, Non-Independent	3	Present	4	-	1

\* No. of Board Meetings held during 2009-10: Five

\*\* This includes Directorships held in private limited companies and excludes Directorships in foreign companies.

@ This covers Membership / Chairmanship of Audit Committee and Shareholders / Investors Grievance Committee.

### 3. **Audit Committee**

The Company has an Audit Committee comprising three members, two of whom including the Chairman are Independent Directors. Mr. R.A. Savor is the Chairman of the Committee and Mr. R. S. Thakur and Mr. Pradeep Mallick are members. The Committee was reconstituted on March 26, 2010 to include Mr. R. S. Thakur as a member of the Committee in place of Mr. Ramakrishnan.

All the members have relevant finance and audit exposure.

The Audit Committee meetings are attended by the Chief Executive Officer and the Chief Financial Officer. The representatives of Statutory Auditors and Internal Auditors are the permanent invitees to the Audit Committee meetings.

The Secretary of the Company acts as the Secretary of the Audit Committee.

The Chairman of the Audit Committee was present at the Annual General Meeting held on July 15, 2009.

#### ● **Terms of Reference:**

The Company has framed an Audit Committee Charter which covers all the Audit Committee related requirements of the revised Corporate Governance Code as well as the requirements of Section 292A of the Companies Act, 1956. The role of the Committee includes:

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;
- reviewing annual and quarterly financial statements with management before submission to the Board;

- reviewing the adequacy of internal control systems with management, external and internal auditors; and
- reviewing the significant related party transactions and reviewing the Company's financial risk and management policies.
- **Meetings and attendance during the year:**

Four Audit Committee Meetings were held during 2009-10. The meetings were held on April 29, 2009, July 15, 2009, October 23, 2009 and January 22, 2010.

The attendance of each member of the Audit Committee is given below:

Name of Director	Designation	Category	No. of meetings attended*
Mr. R.A. Savor	Chairman	Non-Executive, Independent	4
Mr. Pradeep Mallick	Member	Non-Executive, Independent	2
Mr. S. Ramakrishnan (upto 26.01.2010)	Member	Non-Executive, Independent	3
Mr. R.S. Thakur (w.e.f. 26.03.2010)	Member	Non-Executive, Non-Independent	Not Applicable

\* Number of meetings held during 2009-10: Four

#### 4. Remuneration Policy and Remuneration Committee

- **Sitting Fees to Directors:**

The Company pays Sitting Fees @ Rs. 10,000/- per meeting of the Board attended by a Director and @ Rs. 5,000/- per meeting of Committee of Board of Directors attended by the member-Director.

The details of Sitting Fees to Non-Executive Directors for the year 2009-10 are as under:-

Sl. No.	Name of the Director	Sitting Fees (Rs.)
1.	Mr. R.A. Savor	85,000
2.	Mr. Pradeep Mallick	45,000
3.	Mr. S. Ramakrishnan	45,000
4.	Mr. R.S. Thakur	35,000
5.	Mr. Alberto Moreno	35,000
	<b>Total:</b>	<b>2,45,000</b>

None of the Directors of the Company is in receipt of any kind of remuneration other than the Sitting Fees. None of the Directors holds any equity shares or convertible instruments of the Company.

- **Managerial Remuneration:**

The Company has constituted a Remuneration Committee in order to comply with the amended provisions of Schedule XIII to the Companies Act, 1956. The remuneration of the Chief Executive Officer, designated as 'Manager' under Section 269 of the Companies Act, 1956 is approved by the Remuneration Committee.

The Remuneration Committee comprises four members, of whom two are Independent Directors. Mr. R. A. Savor and Mr. Pradeep Mallick are Independent Directors. Mr. Alberto Moreno and Mr. R. S. Thakur are the other members of the Committee. Mr. S. Ramakrishnan,

## Automotive Stampings and Assemblies Limited

an Independent Director was also a member of this Committee upto January 26, 2010 when he resigned as a Director.

The Committee has been reconstituted on April 28, 2010 to include Mr. L Lakshman as a member of the Committee in place of Mr. S. Ramkrishnan.

The Terms of Reference of this Committee include determination of compensation payable to the Managerial Person including revision thereof, appraisal of his performance and the determination of his incentive remuneration.

Two meetings of the Remuneration Committee were held during the year 2009-10 on October 23, 2009 and January 22, 2010.

The attendance of each member of the Remuneration Committee is given below:

Name of Director	Designation	Category	No. of meetings attended*
Mr. R.A. Savor	Member	Non-Executive, Independent	2
Mr. Pradeep Mallick	Member	Non-Executive Independent	1
Mr. R.S. Thakur	Member	Non-Executive Non-Independent	-
Mr. Alberto Moreno	Member	Non-Executive Non-Independent	1
Mr. S. Ramakrishnan (upto 26.01.2010)	Member	Non-Executive Independent	1

\* Number of meetings held during 2009-10: Two

Details of managerial remuneration for the year 2009-10 are given below:

(Rs. in million)

Name	Salary	Provision for Incentive Remuneration	Perquisites and Allowances	Contributions to Funds	Total
Mr. Vijay Bijlani	1.17	1.82	1.55	0.31	4.85

### 5. Shareholders Grievance and Compliance Committee:

The Shareholders Grievance and Compliance Committee comprises two Non-Executive Directors. Mr. R. A. Savor is the Chairman of the Committee and Mr. R. S. Thakur is a member. Mr. S. Ramakrishnan vacated the office of Director with effect from January 27, 2010 when he ceased to be a member of the Committee.

#### ● **Brief Terms of Reference**

The functioning and terms of reference of the Committee are as prescribed and in due compliance with the Listing Agreement with the Stock Exchanges and include:

- To look into redressing of shareholder complaints like delay in Transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend, etc.
- To review the existing "Investor Redressal Systems" and suggest measures for improvement.

- To suggest improvements in investor relations.
- To set forth the policies relating to and overseeing the implementation of the “Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices”.
- **Meetings and the attendance during the year**

One meeting of the Shareholders Grievance and Compliance Committee was held during the year 2009-10 on July 15, 2009 and was attended by all the members of the Committee.

Mr. Shailendra Dindore, Company Secretary is the Compliance Officer with respect to shareholders / investors related matters. The Company has not received any complaint from the shareholders during the year.

The Company's shares are compulsorily traded in dematerialised form. To expedite transfers in physical form, a Committee of Executives of the Company has been authorised to look into various matters like approving share transfers/transmissions, issue of new certificates in split/consolidation, etc. The Committee comprises the following executives:

Chief Executive Officer;  
Chief Financial Officer; and  
Secretary

The Share transfers approved by the Committee are placed at the Board meetings from time to time. The Company attends to the investor correspondence promptly. There are no pending share transfers as on March 31, 2010.

## **6. Finance Committee**

The Finance Committee comprises three Non-Executive Directors. Mr. R.A. Savor is an independent Director on the Committee and Mr. Alberto Moreno and Mr. R. S. Thakur are the other members.

The Terms of Reference of this Committee include:

1. To authorize opening of bank accounts, specifying signatories to operate bank accounts and closing of bank accounts;
2. To authorize borrowings upto a sum fixed by the Board of Directors;
3. To authorize short term investments upto a sum fixed by the Board of Directors;
4. To lay down the risk management policy for the Company and to set limits of liquidity and interest rate risks;
5. To monitor the implementation of Business and Operational Procedures; and
6. Any other matter that the Board may consider from time to time.

Two meetings of Finance Committee were held through teleconference during the year 2009-10 on August 17, 2009 and October 12, 2009. The meeting held on August 17, 2009 was attended by Mr. Savor and Mr. Thakur and the meeting of October 12, 2009 was attended by all the members.

## **7. Rights Issue Committee**

The Rights Issue Committee comprises three Non-Executive Directors. Mr. R. A. Savor is an Independent Director on the Committee. Mr. Alberto Moreno and Mr. R. S. Thakur are the other members.

The Committee was constituted on January 22, 2010 by the Company to carry out all acts and deeds in connection with the Rights Issue related activities.

No Meeting of the Committee was held during the year 2009-10.

## Automotive Stampings and Assemblies Limited

### 8. General Body Meetings

**Venue of the last three Annual General Meetings (AGM) and the details of the resolutions passed or to be passed by Postal Ballot are as under:-**

AGM for the financial year	Date & Time of AGM	Venue	No. of Special Resolutions
2008-09	July 15, 2009 At 5.00 p.m.	"Nehru Memorial Hall", Atur Foundation House, 4, Dr. Ambedkar Road, Pune 411 001.	1
2007-08	June 27, 2008 At 2.30 p.m.	"Nehru Memorial Hall", Atur Foundation House, 4, Dr. Ambedkar Road, Pune 411 001.	–
2006-07	August 28, 2007 At 2.30 p.m.	"Nehru Memorial Hall", Atur Foundation House, 4, Dr. Ambedkar Road, Pune 411 001.	2

The Shareholders passed all the resolutions set out in the respective Notices. No postal ballots were used for voting at these meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

### 9. Disclosures

- **Risk Management Framework**

The Risk Assessment Procedure adopted by the Board of Directors provides an approach to the top Management to identify potential events that may affect the Company adversely, to manage the risk within its risk appetite and to provide reasonable assurance regarding the achievement of objectives of the Company. The Senior Management prioritises the risks and finalises the action plan for mitigation of the key risks. The action plan is presented to the Audit Committee and the Board of Directors periodically.

- **Related Party Transactions**

During the year 2009-10, the Company had transactions with related parties as is envisaged under the Corporate Governance Code which have been mentioned in Note 6 under Schedule 16 of the Accounts. The basis of related party transactions is placed before the Audit Committee.

- **Management Disclosures**

Based on the disclosures received from the Senior Management Personnel; none of the Senior Management Personnel has entered into any transactions during the year in which he/she has material financial and commercial interests or in which he/she may have potential conflict of interests with the interest of the Company at large.

- **Statutory Compliance, Penalties and Strictures**

The Company has complied with the requirements of the Stock Exchanges / SEBI / Statutory Authority on all matters related to capital markets during last three years. No penalties or strictures have been imposed on the Company by these authorities.

### 10. Means of Communication

**Quarterly & Half - yearly Results, Newspaper in which published, Website, etc.**

- The Quarterly, Half-Yearly and Annual Results are published in Financial Express, Economic Times and Maharashtra Times as required under the Listing Agreement with the Stock Exchanges.
- The financial results are also put on the Company's website: [www.autostampings.com](http://www.autostampings.com).

- Management Discussion and Analysis has been covered in the Directors' Report.

## 11. General Shareholder Information

- AGM : Date, Time and Venue : July 16, 2010 at 3.30 p.m. at Moolgaokar Auditorium, Ground Floor, A wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016.
- Profile of Directors being appointed and re-appointed:  
The additional information required under Clause 49 of the listing agreement in respect of Directors eligible for re-appointment is as under:

Profile of Directors being re-appointed:

Particulars	Mr. Ramesh A. Savor	Mr. Francisco José Riberas Mera
Date of Birth and Age	April 24, 1944 - 66 years	June 1, 1964 - 45 years
Date of Appointment	May 30, 2006	October 1, 2007
Qualifications	B.Sc. (Chemistry) & B.Sc. (Tech).	Degree in Law & Business Administration.
Expertise in specific functional areas	Mr. Savor is the former Managing Director of Castrol India Limited. He has over 34 years of rich experience in the field of Sales, Marketing, R & D, Production, Projects, Supply Chain and Human Resource.	In 1989, Mr. Riberas started his professional career in the Gonvarri Group, within the management control area. Later on, he assumed the functions of Corporate Development Manager and Managing Director. In 1997, he promoted Gestamp Automoción, assuming the position of Managing Director thereof. In 1998, he joined the Board of Directors of Aceralia Corporación Siderúrgica and continued holding the directorship till the integration of this company in the Arcelor Group. He has experience of over 20 years in different functions in the industry. At present, he holds the position of Managing Director in the holding company Corporación Gestamp. He is a member of the Board of Directors of the Companies in which Corporación Gestamp has participating interests.
Chairman / Director of other Indian Companies as on March 31, 2010	<ol style="list-style-type: none"> <li>1. Foseco India Limited</li> <li>2. E.I.D. Parry Limited</li> <li>3. Divgi Warner Private Limited</li> <li>4. Fidelity Fund Management Private Limited</li> <li>5. Parry Infrastructure Company Private Limited</li> <li>6. Coromandel International Limited</li> <li>7. Thomas Cook India Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Gestamp Automotive India Private Limited</li> <li>2. Sungwoo Gestamp Hitech (Chennai) Limited</li> <li>3. Global Stamping and Welding Automotive Private Limited</li> <li>4. Sungwoo Gestamp Hitech (Pune) Private Limited</li> <li>5. Gestamp Tooling Overseas Design (India) Limited</li> </ol>
Chairman / Member of Committees of the Boards of Indian companies of which he is a Director as on March 31, 2010	<u>Audit Committee:</u> <ol style="list-style-type: none"> <li>1. Foseco India Limited (Member)</li> <li>2. E.I.D. Parry Limited (Chairman)</li> </ol> <u>Shareholders Grievance Committee:</u> Foseco India Limited (Member)	NIL
Shareholding in the Company	NIL	NIL

As required under Clause 49 of the listing agreement, the particulars of Additional Directors seeking appointment are given in the Explanatory Statement to the Notice of the Annual General Meeting to be held on July 16, 2010.

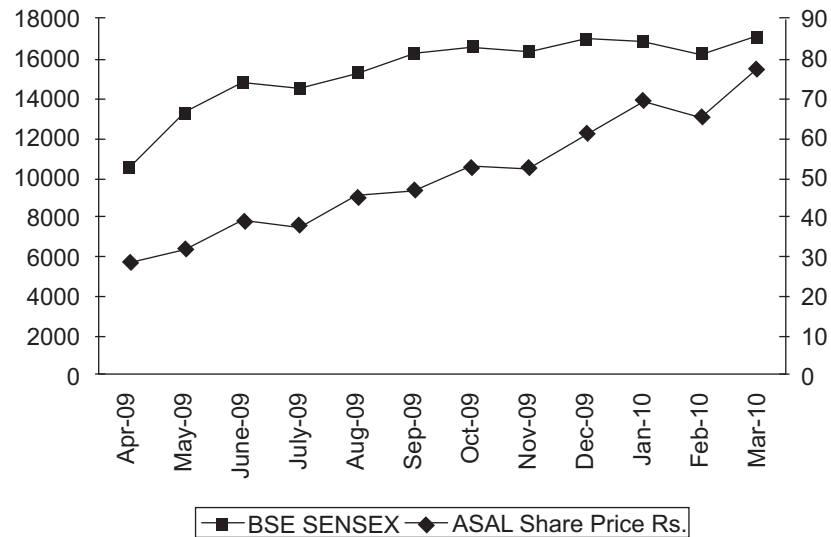
## Automotive Stampings and Assemblies Limited

- Financial Calendar For the financial year 2010-11:
  - (i) First Quarter Results – Fourth week of July, 2010
  - (ii) Half yearly Results – Fourth week of October, 2010
  - (iii) Third Quarter Results – Fourth week of January, 2011
  - (iv) Results for the year ending March 31, 2011 – Fourth week of April, 2011
- Date of Book Closure July 10, 2010 to July 16, 2010 (Both days inclusive)
- Dividend payment date On or after July 16, 2010
- Listing on Stock Exchanges Bombay Stock Exchange Limited  
National Stock Exchange of India Limited  
The Company has paid listing fees for the period April 1, 2010 to March 31, 2011.
- Stock Code “520119” on The Bombay Stock Exchange Limited  
“ASAL” on The National Stock Exchange of India Limited
- Demat ISIN Number for NSDL & CDSL INE900C01027
- High/Low of market price of the Company’s shares traded on The Bombay Stock Exchange Limited during the year 2009–10 is furnished below:

Period	ASAL share prices on BSE		BSE Sensex	
	High (Rupees)	Low (Rupees)	High	Low
April, 2009	34.00	22.80	11,492.10	9,546.29
May, 2009	36.20	27.70	14,930.54	11,621.30
June, 2009	44.90	33.85	15,600.30	14,016.95
July, 2009	42.00	33.75	15,732.81	13,219.99
August, 2009	50.00	40.00	16,002.46	14,684.45
September, 2009	53.90	40.40	17,142.52	15,356.72
October, 2009	59.60	46.00	17,493.17	15,805.20
November, 2009	60.80	44.50	17,290.48	15,330.56
December, 2009	72.50	50.00	17,530.94	16,577.78
January, 2010	77.50	62.00	17,790.33	15,982.08
February, 2010	75.00	56.00	16,669.25	15,651.99
March, 2010	88.30	67.00	17,793.01	16,438.45

- Stock Performance of the Company in comparison to BSE Sensex

## Share Price Movement



- Registrar and Transfer Agents: The Company has appointed M/s. Link Intime India Private Limited as Registrar and Transfer Agents having their office at: 202, 2<sup>nd</sup> Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune 411 001  
Tel.No. (020) 26050084, 26051629  
Fax No. (020) 26053503  
Email: [vikrant.deshmukh@linkintime.co.in](mailto:vikrant.deshmukh@linkintime.co.in)
- Share Transfer System: All the transfers received are processed by the Registrar and Transfer Agent and are approved by the Committee of Executives of the Company constituted in this behalf. The Committee attends to share transfer formalities once in a fortnight. Share transfers are registered and returned within maximum of 25–30 days from the date of lodgement, if documents are complete in all respects.



## Automotive Stampings and Assemblies Limited

- Distribution of Shareholding and Shareholding pattern as on 31.03.2010:

The distribution of Shareholding as on 31.03.2010 is as follows:

Number of Shareholders	% to Total	Share Holding of Nominal Value of Rs.	No. of Shares	Amount in Rs.	% to Total
2,930	87.12	Upto 5,000	401,191	4,011,910	3.94
224	6.66	5,001 to 10,000	184,916	1,849,160	1.81
94	2.81	10,001 to 20,000	144,499	1,444,990	1.42
33	0.98	20,001 to 30,000	83,593	835,930	0.82
19	0.57	30,001 to 40,000	68,510	685,100	0.67
20	0.59	40,001 to 50,000	92,777	927,770	0.91
23	0.68	50,001 to 1,00,000	177,848	1,778,480	1.74
20	0.59	1,00,001 & above	9,045,207	90,452,070	88.69
<b>3,363</b>	<b>100.00</b>	<b>Total:</b>	<b>10,198,541</b>	<b>101,985,410</b>	<b>100.00</b>

Shareholding pattern as on 31.03.2010:

Category	No. of Shares	Percentage of shareholding
Promoters	7,648,906	75.000
Mutual Funds	300	0.003
Banks, Financial Institutions, Insurance Companies, Central/State Govt. Institutions, etc.	300	0.003
Foreign Institutional Investors / Foreign Mutual Funds	1,074,359	10.534
Private Corporate Bodies	288,638	2.830
Non Resident Indians	14,339	0.140
Others	1,171,699	11.490
<b>Total:</b>	<b>10,198,541</b>	<b>100.000</b>

- Dematerialisation of shares and liquidity
  - Plant Locations
- 99.20% equity shares of the Company were held in dematerialised form as on March 31, 2010.
- Bhosari Works: G-71/2, MIDC Industrial Area, Bhosari, Pune- 411026, Maharashtra.
  - Chakan Works: Gat No. 427, Medankarwadi, Chakan, Taluka Khed, District Pune- 410501, Maharashtra.
  - Halol Works: Survey No. 173, Village-Khakharia, Taluka Savali, District Vadodara, Halol- 389350, Gujarat.
  - Pantnagar Works: Plot No. 71, Sector 11, IIE Pantnagar Industrial Estate, Udham Singh Nagar - 263153, Uttarakhand.

- Address for correspondence: Shareholders correspondence should be addressed to our Registrars and Share Transfer Agents at the address mentioned above.  
  
Shareholders may also contact the Secretary of the Company at the Registered Office of the Company for any assistance.  
  
Tel. - (020) 66314300  
Fax – (020) 66314343  
  
The Secretary has designated following Email ID for investors' correspondence and redressal of their grievances and complaints.  
Email: [cs@autostampings.com](mailto:cs@autostampings.com)  
  
Shareholders holding shares in electronic mode should address all their correspondence relating to change of address, change in bank mandate for ECS etc. to their respective Depository Participant.

## 12. CEO / CFO Certification:

A Certificate by Mr. Vijay Bijlani, the Chief Executive Officer and Mr. Rajendra Singhvi, the Chief Financial Officer, in terms of Clause 49 (V) of the Listing Agreement with the Stock Exchanges was placed before the Board at its meeting held on April 28, 2010.

## 13. Non-mandatory Requirements

- Half-yearly results for the half-year ended September 30, 2009 were mailed to the shareholders in November, 2009.
- The Company has put in place a Whistle Blower Policy as adopted by the Board of Directors. The Policy encourages whistle blowing against unethical or improper activity by providing early and confidential access with further protection and without risk of reprisal. The Audit Committee periodically reviews the functioning of the Policy.

## 14. Auditors' Certificate on Corporate Governance

As required under Clause 49 of the Listing Agreement, the Auditors' Certificate on compliance of the Corporate Governance norms is attached.

## 15. Insider Trading Regulations

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company has adopted the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices for its Directors, Officers and Specified Employees.

Mr. Rajendra Singhvi, the Chief Financial Officer is the Compliance Officer under the said Code. The Shareholders Grievance and Compliance Committee is responsible to set forth the policies relating to and overseeing the implementation of the Code. The terms of reference, constitution, meetings and attendance of this Committee have been mentioned in point number 5.

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## DECLARATION

I, Vijay Bijlani, Chief Executive Officer of Automotive Stampings and Assemblies Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct applicable to them, for the year ended March 31, 2010.

Pune: April 28, 2010

(Vijay Bijlani)  
Chief Executive Officer

## **Automotive Stampings and Assemblies Limited**

### **AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

#### **To the Members of Automotive Stampings and Assemblies Limited**

We have examined the compliance of conditions of Corporate Governance by Automotive Stampings and Assemblies Limited, for the year ended March 31, 2010, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Price Waterhouse**

Firm Registration Number: 301112E

Chartered Accountants

**Jeetendra Mirchandani**

Partner

Membership Number F – 48125

Place: Pune

Date: April 28, 2010

## SECRETARIAL AUDIT REPORT

To,

The Board of Directors,  
Automotive Stampings and Assemblies Limited,  
Pune

We have examined the registers, records, books and papers of Automotive Stampings and Assemblies Limited as required to be maintained under the Companies Act, 1956 and the Rules made thereunder, Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, Listing Agreement entered into by the Company with Bombay Stock Exchange and National Stock Exchange and also the provisions contained in the Memorandum and Articles of Association of the Company, for the financial year ended on 31<sup>st</sup> March, 2010. The compliance of conditions of aforesaid Acts and Regulations is the responsibility of the Company's management.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that the Company has:

- i) maintained all the statutory books required to be maintained under the Companies Act, 1956.
- ii) complied with the provisions of the Companies Act, 1956 and the Rules and Regulations thereunder.
- iii) complied with the Regulations under the Securities and Exchange Board of India Act, 1992.
- iv) complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997.
- v) complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
- vii) complied with the provisions under the Listing Agreement of the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited, including clause 40A which was complied with effect from 15<sup>th</sup> February, 2010.

For S.V. Deulkar & Co.  
Company Secretaries

S.V.Deulkar  
Proprietor  
F.C.S. 1321 C.P.No. 965  
Date: 19<sup>th</sup> April, 2010

## Automotive Stampings and Assemblies Limited

### AUDITORS' REPORT

#### To the Members of Automotive Stampings and Assemblies Limited

1. We have audited the attached Balance Sheet of Automotive Stampings and Assemblies Limited (the "Company") as at March 31, 2010 and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
  - (e) On the basis of written representations received from the directors, as on March 31, 2010 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
  - (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act, and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - (i) in the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2010;
    - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
    - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**For Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**Jeetendra Mirchandani**

Partner

Membership Number F – 48125

Place: Pune

Date: April 28, 2010

## ANNEXURE TO AUDITORS' REPORT

[Referred to in paragraph 3 of the Auditors' Report of even date to the members of Automotive Stampings and Assemblies Limited on the financial statements for the year ended March 31, 2010]

1.
  - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
  - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.
  - (c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
2.
  - (a) The inventory (excluding stocks with third parties) has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
3.
  - (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
  - (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5.
  - (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
  - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year are of special nature for which comparative market prices are not available.
6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of Section 209 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

## Automotive Stampings and Assemblies Limited

We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, wealth-tax, service-tax, and customs duty which have not been deposited on account of any dispute. Particulars of dues of sales tax, excise duty and cess as at March 31, 2010 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Financial year to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Duty and Penalty	40,906,718	1998-2006	Customs, Excise and Service Tax Appellate Tribunal
Central Excise Act, 1944	Duty and Penalty	293,716	2005-2008	Commissioner (Appeals)
Bombay Sales Tax Act, 1959	Sales tax	291,885	2002-2003	Joint Commissioner (Appeals)
Gujarat Sales Tax Act, 1969 and Central Sales Tax Act, 1956	Sales tax	116,638	2004-2006	Deputy Commissioner (Appeals)

10. The Company has no accumulated losses as at March 31, 2010 and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/ societies are not applicable to the Company.
14. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. In our opinion, and according to the information and explanations given to us, on an overall basis, the term loans have been applied for the purposes for which they were obtained.
17. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.

19. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, except as indicated in Note 15 on Schedule 16 regarding a fraud against the Company that involved theft of scrap, aggregating Rs 4,911 ('000), by a scrap dealer in collusion with the Company's outsourced security guard during the current year and for which the Company has taken appropriate steps (including termination of services of the security agency, recovery of part dues from the concerned dealer and further strengthening of internal controls in this area) upon detection of the incidence during the year, we have not come across any instance of fraud on or by the Company, noticed or reported during the year.
20. The other clauses, (xix) and (xx) of paragraph 4 of the Companies (Auditor's Report) Order 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, are not applicable in the case of the Company for the year, since in our opinion there is no matter which arises to be reported in the aforesaid Order.

Place: Pune  
Date: April 28, 2010

**For Price Waterhouse**  
Firm Registration Number: 301112E  
Chartered Accountants

**Jeetendra Mirchandani**  
Partner  
Membership Number F – 48125



## Automotive Stampings and Assemblies Limited

### BALANCE SHEET AS AT MARCH 31, 2010

	Schedule	As at	(Rs. in '000)
	No.	March 31, 2010	As at March 31, 2009
<b>SOURCES OF FUNDS</b>			
<b>Shareholders' funds</b>			
Share Capital	1		
Equity Share Capital		101,985	101,985
Preference Share Capital		90,000	90,000
Reserves and Surplus	2	305,200	284,183
		<b>497,185</b>	476,168
<b>Loan Funds</b>			
Secured Loans	3	513,580	692,500
Unsecured Loans	4	11,386	14,985
		<b>524,966</b>	707,485
<b>Deferred Tax Liability (Net)</b> (Refer Schedule 16, Note 10)		51,283	25,283
<b>Total</b>		<b>1,073,434</b>	1,208,936
<b>APPLICATION OF FUNDS</b>			
<b>Fixed Assets</b>			
Gross Block	5	2,007,923	1,975,629
Less: Depreciation		1,002,684	879,436
<b>Net Block</b>		<b>1,005,239</b>	1,096,193
Capital work-in-progress		19,156	8,654
		<b>1,024,395</b>	1,104,847
<b>Current Assets, Loans and Advances</b>			
Inventories	6	235,265	269,006
Sundry Debtors	7	213,627	255,381
Cash and Bank Balances	8	122,369	73,766
Loans and Advances	9	89,496	147,952
		<b>660,757</b>	746,105
<b>Less: Current Liabilities and Provisions</b>	10		
Current Liabilities		556,936	600,165
Provisions		54,782	41,851
		<b>611,718</b>	642,016
<b>Net Current Assets</b>		<b>49,039</b>	104,089
<b>Total</b>		<b>1,073,434</b>	1,208,936
<b>Significant Accounting Policies</b>	15		
<b>Notes to Accounts</b>	16		

Schedules referred to above form an integral part of the Balance Sheet.  
This is the Balance Sheet referred to in our report of even date.

#### For Price Waterhouse

Firm Registration Number: 301112E  
Chartered Accountants

#### Jeetendra Mirchandani

Partner  
Membership No: F 48125  
Place : Pune  
Date : April 28, 2010

Vijay Bijlani  
**Chief Executive Officer**

Rajendra Singhvi  
**Chief Financial Officer**

Shailendra Dindore  
**Secretary**

#### For and on behalf of the Board

R.A. Savor  
Pradeep Mallick  
R.S. Thakur  
**Directors**

Place : Pune  
Date : April 28, 2010

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010

		(Rs. in '000)	
	Schedule No.	For the year ended March 31, 2010	For the year ended March 31, 2009
<b>INCOME</b>			
Sales (Gross)	11	4,525,331	3,941,346
Less : Excise Duty		381,634	485,122
Sales (Net)		4,143,697	3,456,224
Other Income	12	29,008	29,336
		<b>4,172,705</b>	<b>3,485,560</b>
<b>EXPENDITURE</b>			
Manufacturing and Other Expenses	13	3,890,652	3,301,038
<b>Profit before Interest, Depreciation and Taxation</b>		<b>282,053</b>	<b>184,522</b>
<b>Less :</b>			
Interest and Finance Charges	14	69,357	82,532
Depreciation	5	135,021	135,326
		<b>204,378</b>	<b>217,858</b>
<b>Profit / (Loss) Before Taxation</b>		<b>77,675</b>	<b>(33,336)</b>
Provision for Taxation			
Current Tax (including wealth tax)		11,200	25
Deferred Tax Expense / (Credit)		26,000	(9,600)
Minimum Alternate Tax credit Entitlement		(11,200)	-
Fringe Benefit Tax		-	1,450
		<b>26,000</b>	<b>(8,125)</b>
Short / (Excess) Provision for Taxation in respect of earlier year		225	(975)
<b>Profit / (Loss) After Taxation</b>		<b>51,450</b>	<b>(24,236)</b>
Balance brought forward from previous year		34,909	77,746
<b>Balance available for appropriation</b>		<b>86,359</b>	<b>53,510</b>
<b>APPROPRIATIONS</b>			
General Reserve		5,000	-
Proposed Dividend :			
On Preference Shares		10,800	10,800
On Equity Shares		15,298	5,099
Tax on Dividend		4,335	2,702
Balance carried forward to the Balance Sheet		50,926	34,909
		<b>86,359</b>	<b>53,510</b>
<b>Basic / Diluted Earnings / (Loss) per share</b>		<b>3.81</b>	<b>(3.62)</b>
(Refer Schedule 16, Note 9)			
<b>Significant Accounting Policies</b>	15		
<b>Notes to Accounts</b>	16		

Schedules referred to above form an integral part of the Profit and Loss Account.  
This is the Profit and Loss Account referred to in our report of even date.

**For and on behalf of the Board**

**For Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**Jeetendra Mirchandani**

Partner  
Membership No: F 48125  
Place : Pune  
Date : April 28, 2010

Vijay Bijlani  
**Chief Executive Officer**

Rajendra Singhvi  
**Chief Financial Officer**

Shailendra Dindore  
**Secretary**

R.A. Savor  
Pradeep Mallick  
R.S. Thakur  
**Directors**

Place : Pune  
Date : April 28, 2010

## Automotive Stampings and Assemblies Limited

### CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2010

(Rs. in '000)

	For the year ended March 31, 2010		For the year ended March 31, 2009	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Net profit / (loss) before taxation		77,675		(33,336)
<b>Adjusted for :</b>				
Depreciation	135,021		135,326	
Interest and financial charges	69,357		82,532	
Interest income	(955)		(367)	
Profit on sale of investments (Short term, non-trade)	-		(8)	
Dividend on Short Term Non-trade Investments	(1,421)		(1,214)	
(Profit) / Loss on sale / write off of assets (net)	3,258	205,260	(1,290)	214,979
<b>Operating Profit before Working Capital Changes</b>		<b>282,935</b>		<b>181,643</b>
<b>Adjustment for:</b>				
Trade and other receivables	110,818		(45,005)	
Inventories	33,741		44,145	
Trade payables and other liabilities	(38,652)	105,907	54,259	53,399
<b>Cash Generated From Operations</b>		<b>388,842</b>		<b>235,042</b>
Direct taxes paid		(10,833)		(3,640)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>		<b>378,009</b>		<b>231,402</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>				
Purchase of fixed assets	(60,958)		(154,748)	
Proceeds from sale of fixed assets	3,131		3,558	
Dividend on Short Term Non-trade Investments	1,421		1,214	
Profit on sale of Investments (short term, non-trade)	-		8	
Interest received	955		367	
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>		<b>(55,451)</b>		<b>(149,601)</b>

**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED MARCH 31, 2010... CONTD.**

(Rs. in '000)

	For the year ended March 31, 2010		For the year ended March 31, 2009	
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Interest paid	(72,835)		(81,620)	
Long Term loans Availed / (Paid) (Net)	(148,920)		87,490	
Sales tax Deferral Availed / (Paid) (Net)	(3,599)		(3,609)	
Other borrowings	(30,000)		-	
Equity and Preference Dividend paid (including tax thereon)	(18,601)		(30,533)	
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>		<b>(273,955)</b>		<b>(28,272)</b>
<b>Net increase / (decrease) in Cash and Cash equivalents (A) + (B) + (C)</b>		<b>48,603</b>		<b>53,529</b>
Cash and cash equivalents (Opening Balance)		<b>73,766</b>		<b>20,237</b>
Cash and cash equivalents (Closing Balance)		<b>122,369</b>		<b>73,766</b>

**Notes :**

- 1 The above Cash Flow Statement has been prepared under the " Indirect Method "set out in Accounting Standard (AS) - 3 on Cash Flow Statement notified u/s 211(3C) of the Companies Act, 1956.
- 2 Cash and cash equivalents consist of cash in hand and balance with banks.
- 3 Trade and other receivables include loans and advances.
- 4 Previous year comparatives have been reclassified to conform with current period's presentation, where applicable.

This is the Cash Flow Statement referred to in our report of even date.

**For Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**Jeetendra Mirchandani**

Partner  
Membership No: F 48125  
Place : Pune  
Date : April 28, 2010

Vijay Bijlani  
**Chief Executive Officer**

Rajendra Singhvi  
**Chief Financial Officer**

Shailendra Dindore  
**Secretary**

**For and on behalf of the Board**

R.A. Savor  
Pradeep Mallick  
R.S. Thakur  
**Directors**

Place : Pune  
Date : April 28, 2010

## Automotive Stampings and Assemblies Limited

### SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010

		(Rs. in '000)	
		As at March 31, 2010	As at March 31, 2009
<b>1</b>	<b>SHARE CAPITAL</b>		
	Authorised :		
	20,000,000 Equity Shares of Rs.10 each	200,000	200,000
	16,000,000 Preference Shares of Rs. 10 each	160,000	160,000
		360,000	360,000
	Issued, Subscribed and Paid-up :		
	10,198,541 Equity Shares of Rs. 10 each fully paid-up	101,985	101,985
	9,000,000 12% Cumulative Redeemable Preference Shares of Rs. 10 each fully paid up. (Redeemable at par on June 30, 2010 with an option to redeem before maturity).	90,000	90,000
		191,985	191,985
<b>2</b>	<b>RESERVES AND SURPLUS</b>		
	<b>Capital Redemption Reserve</b>		
	As per last Balance Sheet	30,000	30,000
	<b>Share Premium</b>		
	As per last Balance Sheet	194,859	194,859
	<b>General Reserve</b>		
	As per last Balance Sheet	24,415	24,415
	Add: Additions during the year	5,000	-
		29,415	24,415
	<b>Profit and Loss Account</b>	50,926	34,909
		305,200	284,183

## SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010... CONTD.

		(Rs. in '000)	
		As at March 31, 2010	As at March 31, 2009
<b>3</b>	<b>SECURED LOANS</b>		
	Term Loans from Banks (Refer Note 1 below) (Payable within one year Rs. 179,600 thousand, <i>[Previous year Rs. 180,000 thousand]</i> )	513,580	662,500
	Working Capital Loan from Banks (Refer Note 2 below)	-	30,000
		<b>513,580</b>	<b>692,500</b>
	<b>Notes :</b>		
	1. Term Loans of Rs. 283,580 thousand and of Rs. 230,000 thousand from Banks are secured by way of first charge on the existing and future fixed assets of the Company's Chakan and Pantnagar plants respectively.		
	2. Working capital Loans are secured by hypothecation of current assets and second charge on the fixed assets of Chakan Plant of the Company.		
<b>4</b>	<b>UNSECURED LOANS</b>		
	Interest Free Sales Tax Loan (Payable within one year Rs. 4,924 thousand, <i>[Previous year Rs. 3,608 thousand]</i> )	11,386	14,985
		<b>11,386</b>	<b>14,985</b>

## Automotive Stampings and Assemblies Limited

<b>SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ...CONTD.</b>											
<b>5. FIXED ASSETS</b> (Refer Schedule 15, Note 2 and 7 and Schedule 16, Note 2)											<b>(Rs. in '000)</b>
<b>PARTICULARS</b>	<b>Gross Block (at cost)</b>				<b>Depreciation</b>				<b>Net Block</b>		
	As at April 01, 2009	Additions during the year	Deletions during the year	As at March 31, 2010	As at April 01, 2009	Depreciation for the year	On deletions during the year	As at March 31, 2010	As at March 31, 2009	As at March 31, 2010	As at March 31, 2009
<b>Tangible Assets</b>											
Land - Freehold	3,046	-	-	3,046	-	-	-	3,046	-	3,046	3,046
Land - Leasehold	23,141	235	-	23,376	1,545	306	-	21,525	1,851	21,596	21,596
Factory Building	328,084	8,893	-	336,977	68,283	10,926	-	257,768	79,209	259,801	259,801
Office Building	7,850	-	-	7,850	842	128	-	6,880	970	7,008	7,008
Plant & Machinery	1,501,946	37,519	10,010	1,529,455	735,045	110,703	5,330	689,037	840,418	766,901	766,901
Tools, Jigs & Fixtures	34,194	440	352	34,282	19,897	4,331	352	10,406	23,876	14,297	14,297
Furniture & Fixtures and Office Equipment	46,648	3,369	2,847	47,170	30,512	5,707	2,542	13,493	33,677	16,136	16,136
Vehicles	10,053	-	4,953	5,100	5,841	1,401	3,549	1,407	3,693	4,212	4,212
<b>Intangible Assets</b>											
Computer Software	20,667	-	-	20,667	17,471	1,519	-	1,677	18,990	3,196	3,196
	1,975,629	50,456	18,162	2,007,923	879,436	135,021	11,773	1,005,239	1,002,684	1,096,193	1,096,193
<b>Capital Work in Progress</b> (Refer Note below)											
<b>Total</b>											
	1,451,375	540,436	16,182	1,975,629	758,024	135,326	13,914	1,024,395	879,436	1,104,847	1,104,847
<b>Previous Year</b>											

Notes:  
Capital Work in Progress includes Advances on Capital Account Rs. 9,000 thousand (Previous year Rs. 2,059 thousand).

**SCHEDULES FORMING PART OF THE ACCOUNTS  
FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.**

(Rs. in '000)

	As at March 31, 2010	As at March 31, 2009
<b>6 INVENTORIES</b>		
(Refer Schedule 15, Note 4)		
Stores and Spares	10,355	11,733
Raw Material and Components	165,565	188,128
Work-in-Process	29,180	27,698
Finished Goods (including goods-in-transit at cost Rs. 4,040 thousand [Previous year Rs. 1,456 thousand])	27,505	29,048
Scrap	2,660	12,399
	<b>235,265</b>	<b>269,006</b>
<b>7 SUNDRY DEBTORS</b>		
Over six months :		
Considered good	11	1,544
Considered doubtful	108	12,943
Others :		
Considered good	213,616	253,837
Considered doubtful	89	638
Sundry Debtors (Unsecured)	213,824	268,962
Less : Provision for doubtful debts	197	13,581
	<b>213,627</b>	<b>255,381</b>
<b>8 CASH AND BANK BALANCES</b>		
Cash on Hand	189	30
Balances with Scheduled Banks :		
On Current Accounts	121,744	70,689
On Dividend Accounts	198	181
On Deposit Accounts (Under Bank's lien)	238	2,866
	<b>122,369</b>	<b>73,766</b>



## Automotive Stampings and Assemblies Limited

### SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

(Rs. in '000)

	As at March 31, 2010	As at March 31, 2009
<b>9 LOANS AND ADVANCES</b>		
(Unsecured)		
Advances recoverable in cash or in kind or for value to be received		
Considered good	36,009	104,559
Considered doubtful	4,417	1,617
	<u>40,426</u>	<u>106,176</u>
Less: Provision for doubtful advances	4,417	1,617
	<u>36,009</u>	<u>104,559</u>
Balance with Excise Authorities	35,642	36,156
Advance Tax including Tax deducted at source (Net of provision for tax Rs. 43,959 thousand, [Previous year Rs. 94,346 thousand])	6,645	7,237
Minimum Alternate Tax credit Entitlement	11,200	-
	<u>89,496</u>	<u>147,952</u>
<b>10 CURRENT LIABILITIES AND PROVISIONS</b>		
<b>CURRENT LIABILITIES</b>		
Sundry Creditors		
Due to Micro and Small Enterprises (Refer Schedule 16, Note 3)	27,749	14,302
Due to creditors other than Micro and Small Enterprises	299,752	326,954
Advances from Customers	41,704	46,336
Unpaid Dividend*	198	181
Other Liabilities	186,290	207,671
Interest accrued but not due	1,243	4,721
	<u>556,936</u>	<u>600,165</u>
* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.		
<b>PROVISIONS</b>		
Provision for Gratuity	6,672	7,250
Provision for Compensated Absences	12,079	13,105
Provision for Warranty	5,464	2,761
Proposed Dividend on Preference Shares	10,800	10,800
Proposed Dividend on Equity Shares	15,298	5,099
Provision for Tax on Dividend	4,335	2,702
Provision for Fringe Benefit Tax (Net of advance tax Rs. 2,636 thousand, [Previous year Rs. 2,620 thousand])	134	134
	<u>54,782</u>	<u>41,851</u>
	<u>611,718</u>	<u>642,016</u>

## SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

		(Rs. in '000)	
		For the year ended March 31, 2010	For the year ended March 31, 2009
<b>11 SALES</b>			
	Turnover of goods and job work (Refer Schedule 15, Note 5)	3,909,613	3,179,590
	Sale of scrap	615,718	761,756
		<b>4,525,331</b>	<b>3,941,346</b>
<b>12 OTHER INCOME</b>			
	Interest received on Bank Deposits and Other Deposits (Tax Deducted at source Rs. 19 thousand, <i>[Previous year Rs. 18 thousand]</i> )	955	367
	Profit on Sale of Investments (short term, non-trade)	-	8
	Dividend on Short Term Non-trade Investments	1,421	1,214
	Cash Discount	6,749	6,970
	Profit on Sale of Fixed Assets (net)	-	1,290
	Gain on Exchange Fluctuations (net)	3,147	885
	Miscellaneous Receipts	1,245	4,277
	Provision no longer required written back	15,491	14,325
		<b>29,008</b>	<b>29,336</b>
<b>13 MANUFACTURING AND OTHER EXPENSES</b>			
	(i) Raw Material Consumed	3,193,801	2,725,982
	(ii) Decrease / (Increase) in Stocks		
	Opening Stock		
	Work in process	27,698	24,787
	Finished goods	29,048	19,452
	Scrap	12,399	13,572
		<b>69,145</b>	<b>57,811</b>
	Less : Closing Stock		
	Work in process	29,180	27,698
	Finished goods	27,505	29,048
	Scrap	2,660	12,399
		<b>59,345</b>	<b>69,145</b>
	Decrease / (Increase) in Stock	<b>9,800</b>	<b>(11,334)</b>
	(iii) Consumables and Stores	71,755	49,284
	(iv) Processing Charges	89,360	76,741
	(v) Power and Fuel	61,675	53,998
	Carried Forward	<b>3,426,391</b>	<b>2,894,671</b>

## Automotive Stampings and Assemblies Limited

### SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

	(Rs. in '000)	
	For the year ended March 31, 2010	For the year ended March 31, 2009
<b>13 MANUFACTURING AND OTHER EXPENSES (Contd.)</b>		
Brought forward	3,426,391	2,894,671
(vi) Repairs and Maintenance		
- Plant and Machinery	51,382	39,624
- Building	4,536	3,217
- Others	7,441	7,564
	<b>63,359</b>	50,405
(vii) Payments to and Provisions for Employees		
Salaries and Wages	235,455	215,221
Contribution to Provident and other funds	14,968	16,673
Staff Welfare	16,725	18,958
(viii) Expenses for Administration and Selling		
Travelling and Conveyance	6,677	8,930
Communication Expenses	2,933	4,445
Rent, Rates and Taxes	6,627	5,714
Insurance	5,399	5,045
Auditors' Remuneration (Refer Schedule 16, Note 14)	1,338	3,422
Administrative Service Charges	23,450	-
Technical Assistance Fees	15,388	17,122
Loss on sale / write off of Fixed Assets (net)	3,258	-
Advertisement and Publicity	125	159
Packing Material	8,078	5,774
Warranty Expenses	3,073	3,371
Freight Outward	33,192	21,985
Miscellaneous Expenses	24,216	29,143
	<b>3,890,652</b>	3,301,038
<b>14 INTEREST AND FINANCE CHARGES</b>		
Interest		
- On Term Loans	64,057	73,582
- Others	4,320	6,579
Bank Charges	980	2,371
	<b>69,357</b>	82,532

**SCHEDULES FORMING PART OF THE ACCOUNTS  
FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.**

**15 SIGNIFICANT ACCOUNTING POLICIES**

**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Financial Statements are prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards notified u/s 211(3C) of the Companies Act, 1956 and the relevant provisions of the Companies Act, 1956.

**2. FIXED ASSETS AND DEPRECIATION**

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation. All costs relating to the acquisition and installation of fixed assets are capitalized and include borrowing costs directly attributable to construction or acquisition of fixed assets, upto the date the asset is put to use.

Depreciation on fixed assets has been provided as under:

- a) Depreciation on fixed assets is provided on straight line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956, of India except in case of the following assets for which depreciation has been provided at higher rates based on the useful life as determined by the Management:

Furniture & Fixtures and Office Equipment (including white goods)	20%
Computers	25%
Tools, Jigs & Fixtures	20%
Vehicles	20%
Pallets	12.5%

- b) Leasehold land is amortized over the period of lease.
- c) Except for items for which 100% depreciation rates are applicable, depreciation on assets added / disposed off during the year has been provided on pro rata basis with reference to the date of addition / disposal.
- d) Intangible assets are stated at cost less accumulated amortization. Intangible assets are amortized on a straight line basis over their estimated useful life ranging between 3 to 5 years.
- e) The Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. If an asset is impaired, the Company recognizes an impairment loss as the excess of the carrying amount of the asset over the recoverable amount.

**3. INVESTMENTS**

Current Investments are stated at Cost or Market value whichever is lower.

**4. INVENTORIES**

- a) Raw materials, components, stores and spares are valued at cost or net realizable value, whichever is lower. Cost is determined using the weighted average basis.
- b) Finished goods and work-in-process are valued at cost or net realizable value, whichever is lower. Finished goods and work-in-process includes cost of conversion incurred in bringing the inventories to its present location and condition.
- c) Scrap is valued at net realizable value.

## Automotive Stampings and Assemblies Limited

### SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

#### 15 SIGNIFICANT ACCOUNTING POLICIES

##### 5. REVENUE RECOGNITION

- a) Sales are recognized on supply of goods to customers and are recorded gross of excise duty and net of sales tax and discounts.
- b) Price increase or decrease due to change in major raw material cost, pending acknowledgement from major customers, is accrued on estimated basis.

##### 6. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Foreign currency Monetary Assets and Liabilities are stated at the exchange rates prevailing at the date of the Balance Sheet. The exchange differences are dealt with, in the Profit and Loss Account. In the case of forward contracts, the difference between the forward rate and the exchange rate on the transaction date is recognised as income or expense over the period of the related contracts.

##### 7. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets upto the date the asset is put to use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Profit and Loss Account in the year in which they are incurred.

##### 8. EMPLOYEE BENEFITS

###### (i) Employee Benefits

###### a) Defined Contribution Plans

The Company has Defined Contribution Plans for post employment benefits in the form of Superannuation Fund which is recognised by the Income-tax authorities and administered through trustees and Life Insurance Corporation of India (LIC) and Provident Fund. Besides, the Company also makes contribution to the Employees' State Insurance Scheme. These plans constitute insured benefits as the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution Plans are charged to the Profit and Loss Account as incurred.

###### b) Defined Benefit Plans

The Company has Defined Benefit Plan for post employment benefit in the form of Gratuity. Gratuity Fund is recognised by the Income-tax authorities and administered through trustees and Life Insurance Corporation of India (LIC). Liability for Defined Benefit Plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit method.

###### c) Compensated Absences

Provision for Compensated Absences is based on an actuarial valuation carried out at Balance Sheet date.

(ii) Termination benefits are recognised as an expense as and when incurred.

(iii) Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Profit and Loss Account as income or expense.

## SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

### 15 SIGNIFICANT ACCOUNTING POLICIES

#### 9. TAXATION

- (i) Provision for current tax is made in accordance with and at the rates specified under the Income-tax Act, 1961, as amended.
- (ii) In accordance with Accounting Standard 22 – 'Accounting for taxes on Income', issued by the Institute of Chartered Accountants of India, the deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the Balance Sheet date.

Deferred tax assets arising from the timing differences are recognized to the extent there is reasonable certainty that the assets can be realized in future.

Deferred tax assets are recognized for tax loss and depreciation carried forward to the extent that the realization of the related tax benefit through the future taxable profits is virtually certain.

In respect of Section 80IC unit of the Company situated at Pantnagar which is enjoying income-tax benefits, deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between the taxable income and accounting income that originates in the tax holiday period and are capable of reversal after the tax holiday period.

#### 10. WARRANTY EXPENSES

Product warranty expenses are determined based on past experience and estimates and are accrued in the year of sale.

## Automotive Stampings and Assemblies Limited

### SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

#### 16. NOTES TO ACCOUNTS

1. Contingent liabilities:

(Rs. in '000)

Sl.No.	Particulars	As at March 31,2010	As at March 31, 2009
1.	Bills discounted not matured	1,011,229	770,527
2.	Claims against the Company not acknowledged as Debts	2,257	2,286

2. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. 52,401 thousand (*Previous year Rs. 12,591 thousand*).
3. Disclosure under Micro, Small & Medium Enterprises Development Act, 2006:

(Rs. in '000)

Sl. No.	Particulars	Year ended March 31, 2010	Year ended March 31, 2009
1.	Amount outstanding on account of - principal amount - interest due	27,749 408	14,302 329
2.	-Total interest paid on all delayed payments during the year under the provisions of the Act - Payments made to suppliers beyond the appointed day	NIL 16,052	NIL 39,779
3.	Interest due on principal amounts paid beyond the due date during the year but without the interest amounts under this Act	NIL	NIL
4.	Interest accrued but not paid	79	291

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

4. Manager's Remuneration:

(Rs. in '000)

	Year ended March 31, 2010	Year ended March 31, 2009
Salary	1,171	1,139
Perquisites and allowances	1,549	1,497
Contribution to provident and other funds	316	307
Payment of / Provision for incentive remuneration	1,815	1,594
Other retirement benefits	-	212
Total	4,851	4,749

**Note:**

This remuneration does not include gratuity and compensated absences provided on the basis of actuarial valuation in the accounts. There is no commission payable to the manager.

**SCHEDULES FORMING PART OF THE ACCOUNTS  
FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.**

**16. NOTES TO ACCOUNTS**

5. Details of Investments Purchased and Sold during the year :

Investment	Face Value	Year ended March 31, 2010			Year ended March 31, 2009		
		Units	Purchase Cost	Sales Value	Units	Purchase Cost	Sales Value
			(Rs. in '000)	(Rs. in '000)		(Rs. in '000)	(Rs. in '000)
DSP Blackrock Strategic Bond Fund - Institutional Plan (Daily Dividend)	1,000	49,959	50,066	50,066	-	-	-
DSP Blackrock Floating Rate Fund - Institutional Plan (Daily Dividend)	1,000	115,142	115,205	115,205	-	-	-
DSP Blackrock Liquidity Fund- Institutional Plan (Formerly known as DSP Merrill Lynch) (Daily Dividend)	1,000	-	-	-	150,194	150,259	150,259
UTI Treasury Advantage Fund - Institutional Plan - (Daily Dividend option) - Reinvestment	1,000	227,377	227,425	227,425	90,200	90,189	90,189
Tata Liquid Super High Investment Fund - Daily Dividend	1,000	296,686	330,662	330,662	146,251	163,000	163,000
Tata Floater Fund- Daily Dividend	10	3,244,664	32,562	32,562	-	-	-
SBI Magnum Insta Cash Fund - Dividend option	10	-	-	-	10,264,197	110,266	110,274



## Automotive Stampings and Assemblies Limited

### 16. SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

#### NOTES TO ACCOUNTS

##### 6. Related Party Disclosures :

The following transactions were carried out with the related parties in the ordinary course of business: (Rs. in '000)

Name of the related parties with whom the transactions have been made	Description of relationship with party	Nature of transaction	Transactions during the year		Amount outstanding as at	
			2009-10	2008-09	March 31, 2010	March 31, 2009
Tata AutoComp Systems Limited	Controlling Enterprise	Services received	25,928	5,465	21,665	-
		Reimbursement of expenses	2,438	4,467	-	108
		Purchase of goods	-	32,178	-	1,544
		Purchase of fixed assets	-	819	-	819
		Sale of goods	1,845	3,072	65	354
		Sale of fixed assets	151	615	-	-
		Recovery of expenses incurred	1,064	-	-	-
		Security deposit transfer	-	350	-	-
		Dividend paid on Preference Shares	10,800	10,800	-	-
		Dividend paid on Equity Shares	2,237	6,710	-	-
Gestamp Servicios, S.L.	Controlling Enterprise	Dividend paid on Equity Shares	1,912	5,737	-	-
Gestamp Automocion S.L.	Controlling Enterprise		-	-	-	-
Estampaciones Metalicas Vizcaya SA	Common Control	Technical Assistance Fees	15,387	17,122	37,422	24,348
Tata Toyo Radiator Limited	Common Control	Sale of goods	91,194	35,671	3,541	7,413
Tata Ficosa Automotive Systems Ltd.	Common Control	Sale of fixed assets	800	-	258	-
		Transfer of advance	40	-	40	-
Pirangut Springs Ltd. (Formerly known as TC Springs Ltd.)	Common Control (Up to December 23, 2009)	Purchase of goods	20,751	12,459	-	2,303
		Recovery of expenses incurred	522	-	-	-
Manager : Mr. Nagaraju Sirirama (Upto November 30, 2008) Mr. Vijay Bijlani (From December 11, 2008)	Key Management Personnel	Remuneration	-	3,399	-	231
			4,851	1,350	-	-

## SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

### 16. NOTES TO ACCOUNTS

#### 7. Employee Benefits:

The Company has classified various employee benefits as under:

##### A. Defined Contribution Plans:

The Company has recognised the following amounts in the Profit and Loss Account for the year:

(Rs. in '000)

Sl. No.	Particulars	Year ended March 31, 2010	Year ended March 31, 2009
1.	Contribution to Employees' Superannuation Fund	1,542	1,506
2.	Contribution to Provident Fund	9,979	9,628
3.	Contribution to Employees' State Insurance Scheme	1,818	998

##### B. Defined Benefit Plans:

Valuation in respect of Gratuity has been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

Sl. No.	Particulars	Year ended March 31, 2010	Year ended March 31, 2009
a.	Discount Rate (per annum)	8.00%	7.90%
b.	Rate of increase in Compensation Levels	8.00%	10.00%
c.	Rate of Return on Plan Assets	9.25%	9.25%
d.	Expected Average remaining working lives of employees in number of years	7.71	14.17

Gratuity:

(Rs. in '000)

Sl. No.	Particulars	Year ended March 31, 2010	Year ended March 31, 2009
(i)	Changes in the Present Value of Obligation		
a.	Present Value of Obligation as at the beginning of the year	18,725	15,147
b.	Interest Cost	1,463	1,209
c.	Past Service Cost	-	-
d.	Current Service Cost	2,745	3,380
e.	Curtailment Cost/(Credit)	-	-
f.	Settlement Cost/(Credit)	-	-
g.	Benefits Paid	(424)	(54)
h.	Actuarial (Gain)/Loss	(4,031)	(957)
i.	Present Value of Obligation as at the end of the year	18,478	18,725

## Automotive Stampings and Assemblies Limited

### SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010... CONTD.

#### 16. NOTES TO ACCOUNTS

##### 7. Employee Benefits (contd.)

(Rs. in '000)

Sl. No.	Particulars	Year ended March 31, 2010	Year ended March 31, 2009
(ii)	Changes in the Fair value of Plan Assets		
a.	Present Value of Plan Assets as at the beginning of the year	11,475	10,558
b.	Expected Return on Plan Assets	1,077	974
c.	Actuarial Gain/(Loss)	(1,074)	(3)
d.	Employers' Contributions	428	-
e.	Employees' Contributions	-	-
f.	Benefits Paid	(100)	(54)
g.	Fair Value of Plan Assets as at the end of the year	11,806	11,475
(iii)	Reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets		
a.	Present Value of Funded Obligation as at the end of the year	18,478	18,725
b.	Fair Value of Plan Assets as at the end of the year	11,806	11,475
c.	Present Value of Unfunded Obligation as at the end of the year	-	-
d.	Unfunded Net Liability recognised in the Balance Sheet	6,672	7,250
(iv)	Amount recognised in the Balance Sheet		
a.	Present Value of Obligation as at the end of the year	18,478	18,725
b.	Fair Value of Plan Assets as at the end of the year	11,806	11,475
c.	(Asset)/Liability recognised in the Balance Sheet	6,672	7,250

**SCHEDULES FORMING PART OF THE ACCOUNTS  
FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.**

**16. NOTES TO ACCOUNTS**

7. Employee Benefits (contd.)

(Rs. in '000)

Sl. No.	Particulars	Year ended March 31, 2010	Year ended March 31, 2009
(v)	Expenses recognised in the Profit and Loss Account		
a.	Current Service Cost	<b>2,745</b>	3,380
b.	Past Service Cost	-	-
c.	Interest Cost	<b>1,463</b>	1,209
d.	Expected Return on Plan Assets	<b>(1,077)</b>	(974)
e.	Curtailment Cost/(Credit)	-	-
f.	Settlement Cost/(Credit)	-	-
g.	Net actuarial (Gain)/Loss	<b>(2,957)</b>	(954)
h.	Employees' Contribution	-	-
i.	Total Expense / (Credit) recognised in the Profit and Loss Account	<b>174</b>	2,661
(vi)	Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at March 31, 2010		
a.	Administered by Life Insurance Corporation of India	<b>100%</b>	100%
b.	Others	-	-

8. The Company enters into Forward Exchange Contracts, which are not intended for trading or speculative purposes, but for hedge purposes, to establish the amount of reporting currency required or availed at the settlement.

The Company does not have any Forward Exchange Contract outstanding as at March 31, 2010.

## Automotive Stampings and Assemblies Limited

### SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

#### 16. NOTES TO ACCOUNTS

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	(Rs. in '000)	
	As at March 31, 2010	As at March 31, 2009
<b>Assets</b>		
In Euros	1	1
(Equivalent approximate in Rs. '000)	42	49
In US Dollars	30	33
(Equivalent approximate in Rs. '000)	1,339	1,512
<b>Liabilities</b>		
In Euros	606	361
(Equivalent approximate in Rs. '000)	37,281	24,753
In US Dollars	27	121
(Equivalent approximate in Rs. '000)	1,211	6,876

#### 9. Earnings Per Share (EPS)

Particulars	Year ended March 31, 2010	Year ended March 31, 2009
a) Profit / (Loss) after taxation as per Profit and Loss Account (Rs. in '000)	51,450	(24,236)
Less: Preference Dividend for the year including tax thereon (Rs. in '000)	12,594	12,635
Net Profit / (Loss) after tax available to Equity Shareholders (Rs. in '000)	38,856	(36,871)
b) Weighted average number of Equity Shares outstanding during the year	10,198,541	10,198,541
c) Nominal value of Equity Shares (Rs.)	10	10
d) Basic / Diluted Earnings / (Loss) per Share (Rs.) (a/b)	3.81	(3.62)

## SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

### 16. NOTES TO ACCOUNTS

10. The Company estimates the deferred tax charge/(credit) using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year. Details of Deferred Tax Assets/(Liabilities) are as follows:

(Rs. in '000)

Particulars	As at March 31, 2010	As at March 31, 2009
<b>Assets</b>		
Provision for Doubtful Debts and Advances	1,533	5,166
Employee Benefits	6,229	6,919
Unabsorbed Depreciation	18,450	45,641
Others	1,190	535
<b>Total</b>	<b>27,402</b>	58,261
<b>Liability</b>		
Depreciation	78,685	83,544
<b>Total</b>	<b>78,685</b>	83,544
<b>Net Deferred Tax Assets/(Liabilities)</b>	<b>(51,283)</b>	(25,283)
Deferred Tax charge / (credit) for the year is as follows:		
Opening Deferred Tax (Liability) / Asset	(25,283)	(34,883)
Less: Closing Deferred Tax (Liability) / Asset	(51,283)	(25,283)
<b>Deferred Tax Charge / (Credit)</b>	<b>26,000</b>	(9,600)

11. Estimated warranty costs are accrued at the time of sale of components to which the warranty provisions are applicable. The details of warranty provision are as follows:

(Rs. in '000)

Particulars	As at March 31, 2010	As at March 31, 2009
Beginning Balance	2,761	1,313
Provision made during the year	3,073	3,371
Payments made during the year	370	1,923
Amount reversed during the year	-	-
Ending Balance	<b>5,464</b>	2,761

It is expected that the majority of the warranty provision outstanding as at March 31, 2010 is likely to result in cash outflow within 3 years of the Balance Sheet date.

## Automotive Stampings and Assemblies Limited

### SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

#### 16. NOTES TO ACCOUNTS

12. The Company's Primary Business Segment is Automobile Component segment.  
Secondary Segment: Geographical Segment

(Rs. in '000)

Segment Revenues	Year ended March 31, 2010	Year ended March 31, 2009
Revenues within India	4,146,775	3,454,224
Revenues outside India	25,930	31,336
<b>Total</b>	<b>4,172,705</b>	<b>3,485,560</b>

Note : All the assets of the Company are located within India except for segment assets aggregating to Rs. 1,381 thousand (*Previous Year Rs. 1,561 thousand*).

13. Additional information pursuant to the provisions of para 3 and 4 of Part II of Schedule VI of the Companies Act, 1956 is as under:

#### A. INSTALLED CAPACITY AND PRODUCTION:\*

Product	Installed Capacity @	Production (Nos.)	Stock of goods produced			
			Opening Stock		Closing Stock	
			Qty.	Value (Rs. in '000)	Qty.	Value (Rs. in '000)
Components, Assemblies and Sub-assemblies	89,720 MT	15,896,660	90,950	19,333	124,955	27,505
Previous year	89,720 MT	13,720,291	110,824	19,452	90,950	19,333
Tools, Dies and Moulds	N.A.	41	2	9,715	-	-
Previous year	N.A.	37	-	-	2	9,715

\* As certified by the Management and accepted by the auditors, this being a technical matter.

@ Information on Licensed capacity has not been given since Licensing has been abolished.

#### B. SALES

Product	For the year ended March 31, 2010		For the year ended March 31, 2009	
	Qty.	Value (Rs. in '000)	Qty.	Value (Rs. in '000)
Components, Assemblies and Sub-assemblies	15,862,655	3,870,882	13,740,165	3,011,364
Job work		935		11,867
Tools, Dies and Moulds	43	37,796	35	156,361
Others		615,718		761,754
<b>Total</b>		<b>4,525,331</b>		<b>3,941,346</b>

**SCHEDULES FORMING PART OF THE ACCOUNTS  
FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.**

**16. NOTES TO ACCOUNTS**

**C. CONSUMPTION OF RAW MATERIALS**

Particulars	For the year ended March 31, 2010		For the year ended March 31, 2009	
	Qty.	Value (Rs. in '000)	Qty.	Value (Rs. in '000)
1 Component (Nos.)	51,563,559	1,095,793	47,468,968	696,674
2 MS Sheets (MT)	49,923	2,008,587	43,512	1,839,512
3 Others		89,421		189,796
<b>Total</b>		<b>3,193,801</b>		<b>2,725,982</b>

**D. CIF VALUE OF IMPORTS**

(Rs. in '000)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
Raw Material and Components	36,718	100,759
Capital Goods	808	12,609
Spares	-	128
<b>Total</b>	<b>37,526</b>	<b>113,496</b>

**E. VALUE OF IMPORTED AND INDIGENOUS RAW MATERIAL, COMPONENTS AND SPARES CONSUMED**

Particulars	For the year ended March 31, 2010		For the year ended March 31, 2009	
	Value (Rs. in '000)	%	Value (Rs. in '000)	%
a) Raw Material and Components				
i) Imported	66,979	2.10	85,314	3.13
ii) Indigenous	3,126,822	97.90	2,640,668	96.87
	<b>3,193,801</b>	<b>100.00</b>	<b>2,725,982</b>	<b>100.00</b>
b) Consumables and Stores				
i) Imported	-	-	-	-
ii) Indigenous	71,755	100.00	49,284	100.00
	<b>71,755</b>	<b>100.00</b>	<b>49,284</b>	<b>100.00</b>



## Automotive Stampings and Assemblies Limited

### SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

#### 16. NOTES TO ACCOUNTS

##### F. EXPENDITURE INCURRED IN FOREIGN CURRENCY

(Rs. in '000)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
Travelling	-	434
Technical Assistance Fees	15,387	17,122
Others	1,369	1,972

##### G. NET DIVIDEND REMITTED IN FOREIGN CURRENCY

(Rs. in '000)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
Period to which it relates	2008-09	2007-08
Number of non-resident shareholders	1	1
Number of shares held by them on which dividend was due	3,824,453	3,824,453
Amount remitted (€ 27,810, [Previous year € 90,770 ])	1,912	5,737

##### H. EARNINGS IN FOREIGN CURRENCY

(Rs. in '000)

Particulars	For the year ended March 31, 2010	For the year ended March 31, 2009
F.O.B. value of Export of Goods	21,451	25,998

14. Miscellaneous Expenses include Auditors' Remuneration:

(Rs. in '000)

Particulars	Year ended March 31, 2010	Year ended March 31, 2009
As Auditor	1,100	1,400
As Tax Auditor	150	150
Others	50	**1,750
Out of pocket expenses	38	122
	1,338	3,422

Additionally, fees of Rs. 1,400 thousand towards work done for proposed Rights issue in the current year are appearing under Loans and Advances as at March 31, 2010.

\*\* Includes Rs. 1,650 thousand towards work done for Rights issue which was deferred in the previous year.

## SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2010 ... CONTD.

15. An incidence of theft of scrap, effected by an outsourced security personnel in collusion with a scrap dealer, by manipulating weighment system while loading scrap in vehicle for sale, was detected by the Management in June, 2009. An FIR was filed with the local police station. After tracing the details through backend data, an invoice for an amount of Rs. 4,911 thousand was raised on the Scrap Dealer, being ultimate beneficiary and an amount of Rs. 3,500 thousand was subsequently recovered through an out of court settlement. The balance amount was charged to revenue. The Management has taken adequate steps to further strengthen the internal control procedures to prevent such instances in future and have terminated the security agency and blacklisted the scrap dealer.
16. Previous year's figures have been regrouped / rearranged, wherever necessary.

---

Signatures to Schedules 1 to 16 forming part of the Accounts.  
As per our Report of even date.

**For Price Waterhouse**

Firm Registration Number: 301112E  
Chartered Accountants

**Jeetendra Mirchandani**

Partner  
Membership No: F 48125  
Place : Pune  
Date : April 28, 2010

Vijay Bijlani  
**Chief Executive Officer**

Rajendra Singhvi  
**Chief Financial Officer**

Shailendra Dindore  
**Secretary**

**For and on behalf of the Board**

R.A. Savor  
Pradeep Mallick  
R.S. Thakur  
**Directors**

Place : Pune  
Date : April 28, 2010

## Automotive Stampings and Assemblies Limited

### BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(Annexure)

(Additional information pursuant to Part IV of the Schedule VI of the Companies Act, 1956)

#### I. Registration Details

Registration No. 

2	5	-	0	1	6	3	1	4
---	---	---	---	---	---	---	---	---

State Code 

1	1
---	---

Balance Sheet Date 

3	1	0	3	2	0	1	0
---	---	---	---	---	---	---	---

  
Date                      Month                      Year

#### II. Capital raised during the year (Amount in Rs. '000)

Public Issue  

		N	I	L
--	--	---	---	---

Right Issue  

		N	I	L
--	--	---	---	---

Bonus Issue  

		N	I	L
--	--	---	---	---

Private Placement  

		N	I	L
--	--	---	---	---

#### III. Position of Mobilisation and Deployment of Funds (Amount in Rs. '000)

Total Liabilities  
(Including Deferred Tax Liability)  

1	6	8	5	1	5	2
---	---	---	---	---	---	---

Total Assets  

1	6	8	5	1	5	2
---	---	---	---	---	---	---

##### Sources of Funds

Paid-up Capital  

1	9	1	9	8	5
---	---	---	---	---	---

Secured Loans  

5	1	3	5	8	0
---	---	---	---	---	---

Deferred Tax Liability  

	5	1	2	8	3
--	---	---	---	---	---

Reserves & Surplus  

3	0	5	2	0	0
---	---	---	---	---	---

Unsecured Loans  

	1	1	3	8	6
--	---	---	---	---	---

##### Application of Funds

Net Fixed Assets  

1	0	2	4	3	9	5
---	---	---	---	---	---	---

Net Current Assets  

	4	9	0	3	9
--	---	---	---	---	---

Accumulated Losses  

			N	I	L
--	--	--	---	---	---

Investments  

			N	I	L
--	--	--	---	---	---

Misc. Expenditure  

			N	I	L
--	--	--	---	---	---

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE.... CONTD.

### IV. Performance of the Company (Amount in Rs. '000)

Turnover

4	1	7	2	7	0	5
---	---	---	---	---	---	---

Total Expenditure

4	0	9	5	0	3	0
---	---	---	---	---	---	---

Profit / Loss Before Tax

+	-						
✓			7	7	6	7	5

Profit / Loss After Tax

+	-						
✓			5	1	4	5	0

Earning Per Share in Rs.

	3	.	8	1
--	---	---	---	---

Dividend Rate %

1	5
---	---

### V. Generic Names of three Principal Products/ Services of the Company (as per monetary terms)

Item Code No.  
(ITC Code No.)

8	7	0	8
---	---	---	---

Product  
Description

S	H	E	E	T		M	E	T	A	L		C	O	M	P	O	N	E	N	T	S
---	---	---	---	---	--	---	---	---	---	---	--	---	---	---	---	---	---	---	---	---	---

A	S	S	E	M	B	L	I	E	S		A	N	D								
---	---	---	---	---	---	---	---	---	---	--	---	---	---	--	--	--	--	--	--	--	--

S	U	B		A	S	S	E	M	B	L	I	E	S								
---	---	---	--	---	---	---	---	---	---	---	---	---	---	--	--	--	--	--	--	--	--

Item Code No.  
(ITC Code No.)

8	4	6	2
---	---	---	---

Product  
Description

T	O	O	L	S	,		D	I	E	S		A	N	D		M	O	U	L	D	S
---	---	---	---	---	---	--	---	---	---	---	--	---	---	---	--	---	---	---	---	---	---

F	O	R		A	U	T	O	M	O	B	I	L	E								
---	---	---	--	---	---	---	---	---	---	---	---	---	---	--	--	--	--	--	--	--	--

I	N	D	U	S	T	R	Y														
---	---	---	---	---	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--



## AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED

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

### PROXY FORM

DPID / CLID\* : \_\_\_\_\_ No. of Shares : \_\_\_\_\_  
 Regd. Folio : \_\_\_\_\_  
 I/We .....of

.....  
 (Write full address)

..... being member / members of

**AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED**, hereby appoint.....

.....of  
 (Write full address)

.....or failing him .....of

.....  
 (Write full address)

as my / our proxy to attend and vote for me / us on my / our behalf at the 20<sup>th</sup> Annual General Meeting of the Company to be held on Friday, the 16<sup>th</sup> day of July, 2010 at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016 at 3.30 P.M. and at any adjournment thereof.

Signed this ..... day of ....., 2010.

\*Applicable for Members holding shares in Dematerialised form.

Revenue Stamp of Re. 1/-
--------------------------------

\_\_\_\_\_  
 Signature

## AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED

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

### ATTENDANCE SLIP

NAME OF MEMBER/PROXY*	DPID/CLID**	FOLIO NO.	NO OF SHARES HELD
-----------------------	-------------	-----------	-------------------

I hereby record my presence at the 20<sup>th</sup> Annual General Meeting of the Company held on Friday, the 16<sup>th</sup> day of July, 2010, at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016 at 3.30 P.M.

Signature of the Member / Proxy\* .....

\*Strike out whichever is not applicable.

\*\*Applicable for Members holding shares in Dematerialised form.

*Notes :*

1. Members/Proxies are requested to bring the duly filled in Attendance Slip to the Annual General Meeting, to be handed over at the meeting.
2. If you intend to appoint a proxy, please deposit duly filled Proxy Form at Company's Registered Office at least 48 hours before the meeting i.e. upto 3.30 P.M. on July 14, 2010.

