

# ASAL

**Automotive Stampings and Assemblies Limited**

**CIN:L28932PN1990PLC016314**

Registered Office: TACO House, Plot No- 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane,  
Pune: 411004, Maharashtra, Tel.: 91 20 66085000 Fax: 91 20 6608 5034  
E-mail: [cs@autostampings.com](mailto:cs@autostampings.com) Website: [www.autostampings.com](http://www.autostampings.com)

**A TATA Enterprise**

**33<sup>rd</sup> Annual Report 2022-23**



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# ASAL

Thirty-Third Annual Report 2022-23

## Automotive Stampings and Assemblies Limited

### CORPORATE INFORMATION

#### Board of Directors

Mr. Pradeep Bhargava (Chairman)  
Mr. Prakash Gurav  
Ms. Bhavna Bindra  
Mr. Arvind Goel  
Mr. Deepak Rastogi (Till September 16 , 2022)  
Mr. Bharat Parekh  
Mr. Amit Dey (w.e.f September 30, 2022)  
Mr. Deepak Mahendra (w.e.f. May 20 2023)

#### Chief Executive Officer

Mr. Jitendraa Dikkshit (Till April 30, 2023)  
Mr. Suhas Dode (w. e. f May 01, 2023)

#### Chief Financial Officer

Mr. Yogesh Jaju (Till September 24, 2022)  
Mr. Jayadev Mishra (w.e.f September 26, 2022)

#### Company Secretary

Mr. Prasad Zinjurde (Till March 11, 2023).  
Mr. Shrikant Joshi (w.e.f. April 28, 2023 )

#### Statutory Auditors

B S R & Co. LLP

#### Internal Auditors

Price Waterhouse Coopers Private Limited

#### Secretarial Auditors

Prajot Tungare & Associates, Pune

#### Bankers

HDFC Bank Limited  
Axis Bank Limited  
State Bank of India

#### Works

##### Chakan Works (Leased) :

Gat No. 427, Medankarwadi  
Chakan, Taluka: Khed, Pune 410 501.  
Maharashtra, India.

##### Chakan Works (Leased):

Survey No. 679/2/2, Alandi Road, Kuruli,  
Chakan, Taluka: Khed, District,  
Pune - 410 501, Maharashtra, India

##### Pantnagar Works:

Plot No. 71, Sector 11,  
IIE Pantnagar Industrial Estate,  
Udham Singh Nagar 263 153,  
Uttarakhand, India.

##### Corporate Identity Number

L28932PN1990PLC016314

#### Address for Correspondence

##### Registered Office:

TACO House, Plot No. 20/B FPN085,  
V.G. Damle Path, Off Law College Road,  
Erandwane, Pune: 411004 Maharashtra, India  
Email: [cs@autostampings.com](mailto:cs@autostampings.com)  
website : [www.autostampings.com](http://www.autostampings.com)

##### Registrar & Share Transfer Agents:

Link Intime India Private Limited  
Block 202, 2nd Floor Akshay Complex,  
Near Ganesh Temple, Off. Dhole Patil Road,  
Pune 411 001, Maharashtra, India  
Tel.: (91) 020 26160084  
Fax: (91) 020 26163503  
Email: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**33<sup>rd</sup> Annual General Meeting on Monday, August 14, 2023 at 11.00 AM at  
Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre,  
Senapati Bapat Road, Pune 411 016**

(₹ in Crore)

**FINANCIAL HIGHLIGHTS**

Particulars	Financial Year											
	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
Total Revenue	571.73	465.18	341.78	290.55	264.09	305.82	330.84	483.66	362.84	339.18	609.91	830.57
Profit/ (Loss) before Interest, Depreciation, Tax and Extra-ordinary Income	29.31	13.66	9.78	(6.44)	(1.84)	2.74	(25.05)	13.63	(9.10)	0.59	18.14	34.85
Exceptional item	-	-	-	-	-	12.84	-	-	21.00	-	59.98	-
Profit/ (Loss) After Tax	5.97	(4.43)	(8.29)	(23.17)	(20.80)	(2.87)	(46.56)	(12.63)	(17.01)	(29.70)	52.31	8.33
Share Capital	15.86	15.86	15.86	15.86	15.86	15.86	15.86	15.86	15.86	15.86	15.86	15.86
Reserves & Surplus	62.69	58.26	49.97	26.62	5.26	1.70	(44.77)	(57.42)	(74.70)	(104.59)	(51.58)	(43.21)
Shareholders' Funds	78.55	74.12	65.83	42.48	21.12	17.57	(28.91)	(41.56)	(58.83)	(88.72)	(35.71)	(27.34)
Loan Funds	31.93	52.79	61.06	64.18	75.25	72.39	102.91	145.84	145.24	157.41	42.84	46.00
Total Capital Employed	110.48	126.91	126.89	106.66	96.37	89.96	74.00	104.28	86.41	68.66	7.13	18.66
Net Block	117.95	110.55	121.36	113.48	104.51	109.85	104.01	107.06	99.12	84.49	93.02	93.46
Preference Dividend	0.41	-	-	-	-	-	-	-	-	-	-	-
Equity Dividend	2.38	-	-	-	-	-	-	-	-	-	-	-
Rate of Dividend	15.00%	-	-	-	-	-	-	-	-	-	-	-
No. of Shareholders	4,889	4,636	4,381	4,101	4,001	4,087	4,993	5,142	5,115	5216	27940	34,223
Earnings/ (Loss) Per Equity Share (Basic )	3.89	(2.79)	(5.23)	(14.61)	(13.11)	(1.81)	(29.35)	(7.96)	(10.72)	(18.72)	32.97	5.25

## Automotive Stampings and Assemblies Limited

### NOTICE

**NOTICE** is hereby given that the Thirty-third (33<sup>rd</sup>) Annual General Meeting (AGM) of the Members of Automotive Stampings and Assemblies Limited will be held on **Monday, August 14, 2023 at 11.00 AM** 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 Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint a Director in place of Mr. Bharatkumar Parekh (DIN : 01521346) who retires by rotation and, being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

#### 3. Appointment of Mr. Suhas Dode as a Manager designated as Chief Executive Officer

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

**“RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Suhas Dode, as a “Manager” under Section 196 of the Act, designated as the ‘Chief Executive Officer’ (KMP) of the Company (hereinafter referred to as the “appointee”) for a period of 5 years commencing from May 01, 2023, to April 30, 2028 upon the terms and conditions as set out below and as mentioned in the agreement entered into in this behalf with him, with authority to the Board of Directors and / or Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and /or the Agreement in such manner as may be agreed from time to time between the Board of Directors and the appointee.

#### Remuneration:

- a. **Basic Salary:** Based on recommendation of the Nomination and Remuneration Committee, Board of Directors has fixed the basic salary being Rs. 1,00,000/- p.m. w.e.f May 01, 2023.
- b. **Incentive Remuneration:** The base performance incentive remuneration is Rs.9,00,000/- per annum. Amount of Incentive remuneration can go up to 200% of Rs. 9,00,000/- per annum and may be paid at the discretion of the Board and/or Nomination and Remuneration Committee and based on certain performance criteria.
- c. **Perquisites and allowances:** Mr. Suhas Dode will be entitled to the perquisites and allowances as per the Company Rules in addition to the salary and incentive remuneration. Such perquisites and allowances will be subject to a maximum of 325% of his annual basic salary earned in a financial year under the following criteria:
  - In arriving at the value of the perquisites insofar as there exist a provision for valuation of perquisites under the Income Tax Rules, the value shall be determined on the basis of Income Tax Rules in force from time to time. In the absence of any such Rules, Perquisites and allowances shall be determined at actual cost incurred by the Company in providing such perquisites and allowances.
  - Company’s contribution to Provident Fund and Superannuation Fund or Annuity Fund (subject to tax), to the extent these either singly or together are not taxable under the Income-tax Act, Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not

be included in the computation of limits for the remuneration or perquisites aforesaid.

In particular, the following perquisites and allowances are currently allowed to Mr. Suhas Dode with effect from May 01, 2023: -

**A) Allowances: -**

- Executive Allowance Rs. 39,999/- per month (or any other Allowance paid as per the Company Rules)
- Driver Allowance Rs. 12,000/- per month
- Car allowance Rs. 16,500/- per month
- Personal pay Rs. 1,50,328/- per month
- Fuel and Maintenance allowance Rs. 12,000/- per month

**B) Perquisites: -**

- i) **Housing:** The Company will provide hired unfurnished accommodation; or where no accommodation is provided by the Company, then House Rent Allowance shall be paid. The Rent for the accommodation and/or House Rent Allowance shall be subject to a ceiling of an amount equal to 70 % of basic salary.
- ii) **Medical Reimbursement:** Expenditure incurred by the appointee and his family on domiciliary medical treatment shall be reimbursed, subject to a ceiling of Rs.8,333/- pm. The amount may be paid as a Medical Allowance on a monthly basis, subject to a ceiling of Rs.1,00,000/- in a year as per the rules of the Company. Assistance for actual medical expenses in the event of hospitalization, incurred for self, family shall be as per the rules of the Company
- iii) **Leave and Leave Travel Concession:** Leave on full salary & encashment of unavailed balance during the tenure shall be as per the Rules of the Company. The Leave Travel Allowance may be paid by way of a monthly / annual allowance subject to a ceiling of Rs. 8,333/- / Rs. 1,00,000/- in a year as per the rules of the Company.
- iv) **Insurance:** Mr. Suhas Dodes shall be eligible for the benefit of Group Medclaim Insurance and Group Personal Accident Insurance Policies taken out as per the rules of the Company.
- v) Other benefits / amenities like sale assets, if any at concessional rate after the specified period, cash allowance in lieu of certain amenities / benefits, etc., shall be as per the rules of the Company.
- vi) Contributions to Provident Fund, Superannuation Fund or Annuity Fund shall be as per the rules of the Company.
- vii) Gratuity and encashment of leave at the end of his tenure shall be permitted as per the Rules of the Company.

**Minimum Remuneration:**

**RESOLVED FURTHER THAT,** notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Suhas Dode, the Company has no profit or its profits are inadequate, the Company will pay remuneration for a period not exceeding five years effective from May 1, 2023 to April 30, 2028 to Mr. Suhas Dode by way of salary, incentive remuneration, perquisites and allowances not exceeding the limits stipulated hereinabove pursuant to Companies Act, 2013 and rules made thereunder as may be applicable as minimum remuneration subject to Central Government approval, if any.

## Automotive Stampings and Assemblies Limited

**RESOLVED FURTHER THAT**, the Board / Nomination and Remuneration Committee be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration of Mr. Suhas Dode, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

**RESOLVED FURTHER THAT**, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution

#### 4. Appointment of Mr. Deepak Mahendra (DIN- 00213074) as Non- Executive Independent Director.

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

“**RESOLVED THAT**, Mr. Deepak Mahendra (DIN- 00213074), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 20, 2023 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and Article 37 of the Articles of Association of the Company, and is eligible for appointment as Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, and clause 17 and other applicable provisions, if any of SEBI ( Listing Obligation and Disclosure Requirements) Regulation 2015, appointment of Mr. Deepak Mahendra, who has submitted consent for the appointment and a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (Five) consecutive years commencing from May 20, 2023 to May 19, 2028 or till he attained the age of 75 (Seventy Five) Years, whichever is earlier, be and is hereby approved.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company and Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable for the purpose of giving effect to this Resolution.”

#### BY ORDER OF THE BOARD

For Automotive Stampings and Assemblies Limited

Shrikant Joshi  
Company Secretary  
M.NO. : A47346

Date : May 20, 2023

Place : Pune

#### Registered Office:

TACO House, Plot No- 20/B FPN085, V.G. Damle Path,  
Off Law College Road, Erandwane, Pune: 411004,  
Maharashtra, India

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company duly completed and signed not less than 48 hours before the commencement of the AGM. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate Resolution /authority, as applicable, issued on behalf of the nominating organisation. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act a proxy for any other person or Member.
2. A Proxy Form and Attendance Slip for the AGM are enclosed herewith.
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business of the Notice is annexed hereto. Requisite declarations have been received from Director/s Manager for seeking appointment/re-appointment.
4. Corporate Members intending to send their authorised representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorising such representative to attend and vote on its behalf at the AGM.
5. In accordance with the provisions of Article 36 of Articles of Association of the Company, Bharatkumar Parekh (DIN 01521346) will retire by rotation at the AGM and being eligible, offers himself for re-appointment. Pursuant 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to Section 118(10) of the Act and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, additional information in respect of Directors retiring by rotation and persons seeking appointment/ re-appointment at the AGM is given in the Explanatory Statement attached to this Notice and in the Corporate Governance Section of this Annual Report.
6. Members/Proxies/ Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the AGM.
7. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member is entitled to inspect the proxies lodged at any time during the business hours of the Company.
8. Members are requested to bring their personal copy of the Annual Report to the meeting.
9. Queries on financial statements and/ or 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 AGM.
10. The applicable Statutory Register of the Company under provisions of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday August 08, 2023 to Monday, August 14, 2023 (both days inclusive).
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and

## Automotive Stampings and Assemblies Limited

for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Private Limited. Company's Registrars and Transfer Agents for assistance in this regard.

13. Transfer of Unclaimed/ Unpaid amounts and shares to the Investor Education and Protection Fund (IEPF):
  - a. Pursuant to Section 124 and 125 and all other applicable provisions, if any, of the Companies Act, 2013, the amount of the dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.
  - b. Further in accordance with Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, amongst other matters, all shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2012 and remained unpaid or unclaimed were transferred to the IEPF Demat Account. The details of unpaid/ unclaimed dividend and numbers of shares liable to be transferred / transferred are available on website: [www.autostampings.com](http://www.autostampings.com)
  - c. Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment. However, Shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Demat Account as per the applicable provisions of Companies Act, 2013 and rules made thereunder. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules. In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends on the website of Investor Education and Protection Fund: [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company: [www.autostampings.com](http://www.autostampings.com).
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at [pune@linkintime.co.in](mailto:pune@linkintime.co.in) in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the Company's website at [www.autostampings.com](http://www.autostampings.com). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar & Transfer Agents at [pune@linkintime.co.in](mailto:pune@linkintime.co.in) in case the shares are held in physical form, quoting your folio no.
16. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website under the section 'Investor Relations'. Members holding shares in physical form are requested to submit the filled in form to the Company at [cs@autostampings.com](mailto:cs@autostampings.com) or to the Registrar in physical mode or in electronic mode at [pune@linkintime.co.in](mailto:pune@linkintime.co.in), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or Link Intime India Pvt. Ltd. Registrar & Transfer Agents.

17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar & Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings in one folio. Letter of Confirmation for consolidated share certificate will be issued to such Members after making requisite changes.
18. Members who wish to inspect the relevant documents referred above and in the Notice can send an email to [cs@autostampings.com](mailto:cs@autostampings.com) up to date of this AGM.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
21. Members/ 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.
22. The Company has paid the annual listing fees to the respective Stock Exchange(s) for the Financial Year 2023-24.
23. As per the Scheme of Arrangement (demerger) of 2001 between the Company and JBM Auto Limited (formerly known as JBM Auto Components Limited), the Members of the Company were required to surrender the original share certificates of the Company for exchange of new shares certificates of both the Companies. The Company had pending share certificates of those Members who had not submitted their share certificates in terms of the scheme of arrangement for exchange and also of those Members in whose case new share certificates remained undelivered. In compliance with Clause SA of the erstwhile Listing Agreement issued by SEBI, after following the prescribed procedure, the shares which remained unclaimed, were dematerialized and transferred to a demat account in the name of "Automotive Stampings and Assemblies Limited - Unclaimed Securities Suspense Account".  
  
The Members are requested to refer the note w.r.t. Unclaimed Shares in Corporate Governance Report for further information in this behalf.
24. Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of :
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete bank name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Registrar & Transfer Agents.
26. Voting through electronic means
  1. The complete details of the instructions for e-voting are annexed to this Notice. These details form an integral part of the Notice. Route map showing directions to reach the venue of the 33rd AGM is annexed.
  2. In compliance with provisions of Section 108 of the Companies Act, 2013, and rules framed there under, as

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amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 33rd Annual General Meeting, through Central Depository Services (India) Limited {CDSL}.

3. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).
4. The e-voting facility will be available during the following voting period:

Start Day, Date & Time	End Day, Date & Time
<b>Friday, August 11, 2023 (9.00 AM IST)</b>	<b>Sunday, August 13, 2023 (5.00 PM IST)</b>

5. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast vote again.
6. The voting rights of Members (for voting through e-voting or voting at the meeting) shall be in proportion to their share(s) in the paid up equity share capital of the Company as on the cut-off i.e. Monday, August 07, 2023. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Monday, August 07, 2023 only shall be entitled to avail the facility of e-voting as well as voting at the AGM.
7. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual Report (including AGM Notice) and holds shares as on the cut-off date i.e. Monday, August 07, 2023 may follow the instructions fore-voting mentioned below. In case such Member has not updated his or her PAN with the Company or the Depository Participant, may obtain the sequence number by sending a request at [pune@linkintime.co.in](mailto:pune@linkintime.co.in).
8. For the benefit of Members who will be present at the meeting and who have not cast their votes through e-voting, the facility for voting through Poll paper will be made available at the meeting. The Members who have cast their votes by e-voting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
9. The Board of Directors of the Company has appointed M/s Prajot Tungare & Associates, Company Secretaries, to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
10. The Scrutinizer immediately after the conclusion of e-voting at the AGM, will unblock the votes cast through remote e-Voting and e-voting at the AGM and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
11. The results declared along with the Scrutinizer's Report will be placed on the Company's website: [www.autostampings.com](http://www.autostampings.com) and on the website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) immediately after their declaration and the same shall simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.
12. The Notice calling the AGM will be uploaded on the website of the Company at [www.autostampings.com](http://www.autostampings.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

## REMOTE E-VOTING THROUGH ELECTRONIC MEANS

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, August 11, 2023 (09.00 a. m. IST) and Sunday, August 13, 2023. (05.00 p.m. IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, August 07, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [jayesh@prajottungarecs.com](mailto:jayesh@prajottungarecs.com) and [cs@autostampings.com](mailto:cs@autostampings.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company [cs@autostampings.com](mailto:cs@autostampings.com) / [RTA\\_pune@linkintime.co.in](mailto:RTA_pune@linkintime.co.in).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

13. The applicable Statutory Register of the Company under provisions of the Companies Act 2013, will be available for inspection by the Members at the AGM.

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### ANNEXURE TO THE NOTICE

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 & 4 of the accompanying Notice dated May 20, 2023

#### **ITEM NO. 3 : Appointment of Mr. Suhas Dode as a Manager designated as Chief Executive Officer**

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee at their meetings held on March 17, 2023 and April 28, 2023 appointed Mr. Suhas Dode (the appointee) as a "Manager" under Section 196 of the Companies Act, 2013 (the Act), designated as the 'Chief Executive Officer' (KMP) of the Company, for a period of not exceeding 5 years from May 1, 2023, to April 30, 2028 and approved payment of his remuneration respectively.

The appointment and the remuneration payable to him are subject to the approval of the Members.

Schedule V to the Act, fixes the limits for payment of managerial remuneration by companies in case of loss or inadequacy of profits in any financial year and inter-alia, requires Members' approval for payment of managerial remuneration to the managerial person for a period not exceeding 5 years by way of a Special Resolution.

Mr. Suhas Dode is functioning in a professional capacity and is not having any interest in the capital of the Company or its holding Company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any direct or indirect interest or related to the Directors or Key Managerial Personnel or Promoters of the Company or its holding Company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment.

He possesses bachelor's degree in engineering (Mechanical) and PGDM in Material Management with expertise and specialised knowledge in the field in which the Company operates. The Company has received necessary disclosure from the appointee in this regard.

Besides the terms and conditions for payment of managerial remuneration as contained in the proposed Resolution, the other main terms and conditions, contained in the agreement entered into in this behalf with the appointee are as given below:

1. The terms and conditions of the said agreement and / or appointment may be revised, enhanced, altered and varied from time to time by the Board of Directors of the Company and/or 'Nomination and Remuneration Committee' in such manner as may be agreed to between the Board and the appointee within the maximum amounts payable to managerial person in accordance with the provisions of the Act, or any amendments or re-enactments thereof made hereafter in this regard.
2. The appointee is subject to the supervision and control of the Board of Directors, entrusted with substantial powers of management and shall also perform such other duties as may from time to time be entrusted to him.
3. The appointee shall not, either before or after the termination of this Agreement, disclose to any person whatsoever, any information relating to the Company or its customers or any trade secret of which he may come to know while acting as a Manager as the 'Chief Executive Officer' (KMP) of the Company.
4. The appointee shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission. He shall also not become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company, without the prior approval of the Central Government.
5. If at any time, the appointee ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be the Manager and CEO of the Company and this agreement will forthwith terminate.
6. in case the appointee dies in the course of his employment, the Company shall pay to his legal personal representative the salary and current emoluments for the then current month.
7. The appointee shall not have the following powers—

- The power to make calls on shareholders in respect of money unpaid on their shares in the Company.
  - The power to issue debentures.
  - The power to invest the funds of the Company in shares, stocks and securities.
8. The agreement may be terminated by either party by giving three months' notice of such termination or paying three months' salary in lieu thereof.

In compliance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions thereof and the provisions of the Act as may be applicable (including any statutory modification or reenactment thereof for the time being in force), the appointment upon the terms and conditions specified above is now being placed before the Members for their approval

Electronic copy of the Agreement between the Company and the appointee will be made available through email for inspection by Members if so desired. A member is requested to send an email to cs@autostampings.com for the same.

Other than Mr. Suhas Dode (the appointee), no Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.3 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members of the Company.

A brief profile of Mr. Suhas Dode and other information as stipulated in Secretarial Standards – 2 on General Meetings is given hereinunder and forms part of the Notice: -

Date of Birth and Age	June 04 , 1972 (Age: 51 years)
Date of first appointment	w.e.f. May 1, 2023 as Chief Executive Officer
Qualifications	Bachelor's degree in Engineering (Mechanical) and PGDM in Material Management.
Brief Profile and Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Mr. Suhas is an astute professional with over 28+ years of experience in Industry, including a rich experience of 23 years with Tata AutoComp &amp; the Business units of Tata AutoComp.</li> <li>• Before Joining Tata AutoComp Systems, Suhas has experience of six years with reputable companies/institutions like Videocon Appliances &amp; UGI Gujarat Gas as a Buyer in Purchasing function. Mr. Suhas Dode earlier worked with Tata Johnsons Controls Automotive Ltd, UGI Gujarat Gas Ltd., Videocon Appliances Ltd.</li> <li>• He has extensive experience in Business Management, Business Development, Program Management &amp; Management of Large teams. He was Involved in the successful Joint Venture of Tata AutoComp Systems with Magna Seatings.</li> <li>• Mr. Suhas Dode is business savvy and a key focus on driving execution, customer focus &amp; cultivating network &amp; partnerships for establishing the strategic direction</li> </ul>
Terms and conditions of appointment/ re-appointment	Appointed as Manager designated as Chief Executive Officer of the Company. Refer details at Item No. 3 to the Notice.
Details of remuneration last drawn (FY 2022-23) and sought to be paid, if applicable	NA

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No. of Board Meetings attended during the (FY 2022-23)	NA
Relationships between Directors inter-se and with other Key Managerial person (KMP)	None
List of Companies in which Directorship held as on March 31, 2023 (excluding foreign and Section 8 Companies)	NIL
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on March 31, 2023	NIL
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	NIL

\* Membership/Chairmanship of Audit Committee and Stakeholders Relationship /Investors Grievance Committee.

Mr. Suhas Dode and his relatives do not hold any shares in the Company and is / are not related with other Directors, Manager and other Key Managerial Personnel of the Company.

Additional Information relevant to the said appointment of Manager as per Schedule V Part II Section II (B) (iv) of the Act.

### I. General Information:

- Nature of Industry: The Company is manufacturer of sheet metal components, assemblies and sub-assemblies for the automotive industry.
- Date or expected date of commencement of commercial production: The Company was incorporated on March 13, 1990. The existing plants of the Company at Pune are in Commercial Production for more than last 22 years. The Plant at Pantnagar in Uttarakhand has been operational since last 15 years.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not applicable**
- Financial performance based on given indicators - as per published audited financial results for the financial year ended March 31, 2023:

Particulars	(₹ in Lakhs)
Revenue from Sale of Products / Services (Net)	82823.14
PAT	832.53

- Foreign Investments or collaborators, if any: **Not applicable**

## II. Information about the appointee:

1. Background details: as mentioned above
2. Past Remuneration: NA
3. Recognition or Awards: NIL
4. Job Profile and his suitability:

Mr. Suhas Dode is responsible for overall management of the Company, subject to the supervision and control of the Board of Directors and will be responsible for all duties and functions of a Manager and Chief Executive Officer as Key Managerial Personnel prescribed under Companies Act, 2013 and under SEBI Listing Regulations. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.

5. Remuneration proposed : As per Resolution
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the Company.

## III. Other Information:

Reasons of loss / inadequate profits:

The company has improved the financial performance from FY. 2021-22 to FY 2022-23. The profit before exceptional item and tax is Rs. 832.53 Lakh in FY 2022-23 against Loss of Rs. 767.34 Lakh in FY 2021-22.

The Company is operating in Auto Component segment catering to the Automotive OEMs and there is no independent market of its final products. During the year under review, all major customers including anchor customer Tata Motors Limited of your Company recorded a positive growth in all segments due to which business of the company recorded growth and sales of the company has improved by 26.6% compared with earlier year sale. In spite of consecutive losses of the previous years, Company has improved operational efficiencies in terms of material savings, labour productivity, original equipment efficiency and EBITDA savings.

Steps taken by the Company to improve performance:

To address these challenges, your Company has initiated several measures towards achieving organisational and operating efficiencies and controlling costs, alongside working on improvements in processes and controls.

Expected increase in productivity and profits in measurable terms:

The above measures undertaken are expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company

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### IV. Disclosures

The necessary disclosures as required under Schedule V part II of the Companies Act, 2013 have been mentioned in the Board of Director's report under the heading "Corporate Governance.

#### **Item Nos. 4 : Appointment of Mr. Deepak Mahendra (DIN- 00213074) as Non- Executive Independent Director.**

Pursuant to provisions of Section 161 (4) of the Companies Act, 2013, Rules made thereof and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee; the Board of Directors at its meeting held on May 20 2023 has approved the appointment of Mr. Deepak Mahendra (DIN : 00213074) in the category of Independent Director.

Pursuant to following provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier
- The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

On the recommendation of Nomination and remuneration Committee, the Board considered said appointment subject to approval of Shareholder in ensuing Annual General Meeting.

Mr. Mahendra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Further, the Company has received declarations from him stating that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he has not been debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such statutory / regulatory authority.

In the opinion of the Board of Directors; Mr. Mahendra possesses integrity, expertise and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and he is independent of the management of the Company. He holds valid registration certificate with the Databank of Independent Directors.

A draft copy of letter of appointment as an Independent Director of the Company setting out terms and conditions of appointment, including remuneration, is available for inspection by the Members at the website of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

Details of Directors seeking Appointment at the 33<sup>rd</sup> Annual General Meeting Pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – [Secretarial Standards on General Meetings]

Name, Director Identification Number and designation of the Director	Mr. Deepak Mahendra (DIN- 00213074) Non- Executive Independent Director
Date of Birth and Age	February 8, 1953 70 years
Date of first appointment on the Board	May 20 , 2023
Qualifications	B. Tech in Mechanical Engineering from Indian Institute of Technology (IIT), Mumbai from 1976 batch.
Brief Resume and Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• He started his career with Telco (now Tata Motors Limited); and joined the Kalyani Group, where the association lasted 36 years. This included more than 30 years in various functions in Bosch Chassis Systems India Ltd(Bosch).</li> <li>• Mr. Mahendra was head of the Strategic Business Unit (Profit centre) of Bosch and responsible for conceptualization and implementation of the project for setting up a second state-of-the-art unit to manufacture Brake Systems and Components for Domestic and the Export Market.</li> <li>• Mr. Mahendra is also having experience in the conceptualization and setting up joint ventures, After Market Operations of the Company.</li> <li>• Since retirement, he has been actively associated with Auto Cluster as a Consultant and also an active member of MCCA.</li> <li>• His expertise in automotive sector is very valuable for the Board and the Company.</li> </ul>
Terms and conditions of appointment/ re-appointment	Appointed w.e.f. May 20, 2023 to hold office upto the date of this Annual General Meeting of the Company not liable to retire by rotation and for a period of 5 (five) years starting from May 20, 2023 to May 19, 2028 or till he attained the age of Seventy Five Years, whichever is earlier, subject to approval of Shareholders of the Company.
Details of remuneration last drawn (FY 2022-23) and sought to be paid, if applicable	NIL
No. of Board Meetings attended during the (FY 2022-23)	NIL
Inter-se relationships with other Directors, Manager and Key Managerial Personnel of the Company	None
List of Companies LLP in which Directorships held as on March 31, 2023 (excluding foreign Companies)	Directors <ul style="list-style-type: none"> <li>• Auto Cluster Development and Research Institute</li> <li>• AutoDirect TechSystems India Pvt. Ltd Director &amp; CEO</li> <li>• ALDE Automotive Advisors LLP</li> </ul>
Chairmanship / Membership of specified Committees* of the Boards of Companies as on March 31, 2023	None
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	NIL NIL

## BOARD'S REPORT

Dear Members,

Your Directors take pleasure in presenting the Thirty-Third (33<sup>rd</sup>) Annual Report together with the Audited Financial Statements of your Company for the financial year ended March 31, 2023. The Management Discussion and Analysis forms part of this Report.

### FINANCIAL RESULTS -

(All figures in INR Lakhs, unless stated otherwise)

Particulars	Financial Year	
	2022-23	2021-22
Revenue from Sale of Products / Services (Net)	<b>82,823.14</b>	60,763.71
Other Operating Revenue	-	-
Other Income	<b>233.61</b>	227.44
<b>Total Revenue</b>	<b>83,056.75</b>	60,991.15
Cost of Materials Consumed (including change in inventories)	<b>66,624.50</b>	49,068.78
Employee Benefit Expense	<b>4,047.23</b>	3,108.60
Other Expenses	<b>8,899.93</b>	6,999.40
<b>Earnings / (Loss) before Depreciation, Financial Charges and Tax (EBIDTA)</b>	<b>3,485.09</b>	1814.37
Finance cost	<b>1,270.49</b>	1,497.30
Depreciation and Amortization Expense	<b>1,382.07</b>	1,084.41
Profit / (Loss) before exceptional item and Tax	<b>832.53</b>	(767.34)
Exceptional items	-	5998.42
Tax Expense / (Credit)	-	-
<b>Profit/ (Loss) for the year</b>	<b>832.53</b>	5231.08
Other Comprehensive Income (OCI)	<b>4.67</b>	69.57
<b>Total Comprehensive Income/ (loss) (net of taxes)</b>	<b>837.20</b>	5,300.65

### DIVIDEND

Considering current fund requirements of the Company, the Board of Directors of the Company has not recommended any dividend.

Dividend Distribution Policy pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Board of Directors of the Company had formulated a Dividend Distribution Policy ('the Policy'). The Policy is available on the website of the Company : [www.autostampings.com](http://www.autostampings.com)

### TRANSFER TO RESERVES IN TERMS OF THE COMPANIES ACT, 2013 :

Your Company has not transferred any amount to General Reserve Account under the Companies Act, 2013.

### SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2023 was Rs. 1,586.44 Lakhs comprising of 15,864,397 equity

shares of Rs. 10 each. During FY 2022-23, your Company has neither issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2023, none of the Directors or the Key Managerial Personnel of the Company holds instruments convertible into equity shares of the Company.

## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

With the economy gaining momentum, all verticals in auto industry registered growth during FY 2022-23. The Auto Industry registered a growth of 13 per cent. The Passenger Vehicle segment, which includes passenger cars, vans and utility vehicles, registered a growth of 25 per cent. Within this segment, while the Utility vehicle market grew at 33 per cent the Van segment and the Passenger Car segment recorded a growth of 23 per cent and 18 per cent respectively. The Commercial Vehicle segment also registered a growth of 29 per cent. Within the CV segment, the M&HCV segment registered a growth of 39 per cent and LCV segment registered a growth of 23 per cent. The Two-wheeler segment registered a moderate growth of 9 per cent and Three-wheeler segments registered a growth of 13 per cent.

The chart given below shows the production of various categories of vehicles during FY2021-22 vis-à-vis FY2022-23.

Segment	FY2021-22	FY2022-23	% Growth
Passenger cars	18,44,985	21,84,844	18%
Utility vehicles	16,91,081	22,53,272	33%
Vans	1,14,632	1,40,523	23%
<b>Passenger Vehicles</b>	<b>36,50,698</b>	<b>45,78,639</b>	<b>25%</b>
M&HCVs	2,72,167	3,79,259	39%
LCV	5,33,360	6,56,367	23%
<b>Commercial vehicles</b>	<b>8,05,527</b>	<b>10,35,626</b>	<b>29%</b>
Three Wheelers	7,58,669	8,55,696	13%
Two wheelers	1,78,21,111	1,94,59,009	9%
Quadricycle	4,061	2,897	-29%
<b>Total of All Categories</b>	<b>2,30,40,066</b>	<b>2,59,31,867</b>	<b>13%</b>

Source SIAM report Mar'23

### 2. OPERATIONS

During the year under review, your Company has three manufacturing facilities at Chakan Unit-1, Chakan Unit-2, Pune (Maharashtra) and Pantnagar (Uttarakhand).

All major customers (Auto OEMS) including anchor customer Tata Motors Limited, recorded growth in all the segments. This along with introduction of new products such as battery tray and Cooling Tubes, has enabled the Company to achieve growth in revenue by 26.6 % over last year.

### 3. OPPORTUNITIES:

#### a) Growth in Automotive demand:

The following factors will contribute to growth in automotive demand, including introduction of new models by the Automotive OEMs.

- i. India's GDP is likely to grow during 2023-24 by 6.7% as per latest estimate by RBI. The demand for passenger cars is likely to grow with the increase in demand for personal mobility, with rise in disposable income.

## Automotive Stampings and Assemblies Limited

- ii. Considering the focus of the government on infrastructure and growth in GDP, demand for commercial vehicles will be on rise.
  - iii. The government has introduced 'Production Linked Incentive (PLI)' which proposes financial incentives of up to 18% to boost domestic manufacturing of advanced automotive technology products and attract investments in the automotive manufacturing value chain.
  - iv. In order to promote environmental initiative, the Government has given lot of incentives for electric vehicles (EVs).
- b) **Affiliation with market leader:**

The Company's major customer is Tata Motors Limited, a leading player in Indian automotive market. It has increased its market share of passenger vehicles to 13.11% in FY 2022-23 from 5% in FY 2019-20. Tata Motors has and continues to focus on new models in passenger vehicle segment, including electric vehicles.

- c) **Manufacturing capability:**

The components manufactured by the Company require development of tooling and dies and appropriate manufacturing process. The Company has an established supplier base to supply parts. During the year, the Company has started manufacturing of 'Battery Tray' and 'Aluminium Cooling Tube' as part of Govt's Atma Nirbhar Bharat initiatives.

In the upcoming year, company will be focussing on getting new business from TML for it's PV and CV segments. Also, the Company has won new order for critical parts in "Battery Thermal Management Systems" and "Heavy fabrication parts required in lift axle in M&H CV" segments. The Company has further decided to set up manufacturing facilities at Jamshedpur and Sanand, to cater to the customer needs.

## **4. RISKS AND CONCERNS:**

- a) **Concentrated Customer Base:**

The Company derives majority of its revenue from one customer and is striving to increase the share of business with them. The Company continues to diversify its customer base on a continuous basis by focusing on business development activities to increase the customer base and with existing customers where share is low i.e. with Non TML OEM in all segment i.e. EV, PV, CV and export as well .

- b) **Rising input costs:**

The products manufactured by the Company consume mainly steel, where prices continue to fluctuate. While the Customer adjusts the price fluctuation, there is continuous pressure for reduction in conversion and other costs. Also, the minimum wages at Pune region has been inflated significantly in the current year. The Company has on going improvement initiatives, mainly conversion cost reduction, supply chain efficiency improvement and material yield improvement.

- c) **Skill Availability:**

The availability of trained manpower is a challenge particularly in the scenario of growing demand. Your Company focuses on recruitment and in-house skill development to address this Challenge. The Company has also undertaken the initiative to induct apprentices in large numbers and impart training to them for ensuring the required skill availability.

- d) **Supply chain:**

The pandemic COVID-19 has disrupted the supply chain mainly for Auto OEM and also has consequential impact on our manufacturing processes. With continuous efforts, the Company has been able to establish the supplier base in the vicinity of manufacturing plant and taking all necessary measures to minimize the impact.

Your Company has systems in place to identify, assess, monitor and mitigate various risks. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed regularly at the Board meetings.

## 5. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Particulars	INR (Lakhs)		% to Sales	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Sales	82,823.14	60,763.71	100	100
Other Income	233.61	227.44	0.28%	0.37%
Total Income	83,056.75	60,991.15		
Expenses				
Cost of materials consumed (Including change in finished goods and works in process)	66,624.50	49,068.78	80.44%	80.75%
Employee benefits expense	4,047.23	3,108.60	4.89%	5.12%
Finance costs	1,270.49	1,497.30	1.53%	2.46%
Depreciation and amortization expense	1,382.07	1,084.41	1.67%	1.78%
Other expenses	8,899.93	6,999.40	10.75%	11.52%
Total Expenses	82,224.22	61,758.49	99.28%	101.64%
Profit before exceptional items and tax	832.53	(767.34)	1.01%	-1.26%
Exceptional item - (see note below)	-	5,998.42	-	9.87%
Profit/loss before tax	832.53	5,231.08	1.01%	8.61%
Income tax expense	-	-		
Other comprehensive income	4.67	69.57	0.01%	0.11%
Profit for the year	837.20	5,300.65	1.01%	8.72%
EBITDA	3,485.09	1,814.37	4.21%	2.98%

### Note - Exceptional item

- During the previous year FY 2021-22, the Company has concluded the transfer of land and building at Halol plant and has recognised a gain of Rs 485.78 Lakhs. Further, the Company has recognised expenses of Rs 660.11 Lakhs towards cost of transfer of the identified plant and equipment to other manufacturing facilities; write off of certain property, plant and equipment having no continuing use, one-time termination compensation to employees relating to Halol plant and certain other expenses, consequent to its closure.
- The Company sold land at Chakan plant along with buildings for a consideration of Rs. 10,100 Lakhs during the previous year. The Company has taken on lease for 15 years, building and a portion of land, on which the operations of the Company will continue. Consequently, the right to use of asset of Rs. 743.88 Lakhs and lease liability of Rs. 3,427.16 Lakhs are recognized in books. Net gain of Rs. 6,172.75 Lakh has been recognised in the Statement of Profit and Loss Account for FY 2021-22"
- In respect of (a) and (b) above, a net gain of Rs. 5,998.42 Lakhs has been recognized as an Exceptional item in the Statement of Profit and Loss Account for FY 2021-22. Out of sale proceeds, the Company repaid the borrowings of Rs. 10,971.60 Lakhs.

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### Explanation for other items -

- a) Sales have increased by Rs. 22,059.43 Lakhs over last year (approximately 26.6%). As explained above, the improved performance of Automotive industry and consequent higher off-take by our OEM customer along with start of supply of new products has contributed to the increase. Also, apart from volume increase, significant change in steel prices during the year has resulted in back to back fluctuations in our sales prices.
- b) The percentage of material consumption to sales has improved during this year, mainly due to product mix and cost saving measure
- c) The percentage of employee cost to sales has lowered as compared to last year mainly due to increase in sales in FY 2022-23. Despite the minimum wages for Pune area gone up significantly, improvement is attributable to continuous focus on productivity and rationalization measures.
- d) The percentage of other expenses to sales has improved from previous year FY 2021-22 mainly due to higher sales. Despite an increase owing to additional subcontract cost for new program and inflation in power cost [ fuel adjustment charge], improvement is mainly attributable to continuous focus on control on the fixed expenses and cost saving programmes.
- e) Finance cost has improved substantially due to reduction in borrowings by utilizing proceeds of land sale of last year which was partially offset by the increase in rate of interest owing to increased repo rate. The Company has also managed working capital requirements effectively.
- f) The operating profit margin (EBITDA) has improved mainly due to volume growth in sales. In order to improve operating margin, there had been continuous efforts towards volume increase from the existing and new customers. Besides there had been a continued focus on on various initiatives including cost optimization through operational efficiency, and rationalization of existing operations.

### KEY FINANCIAL RATIOS

Sr. No	Ratios	FY 2022-23	FY 2021-22	% Change
1	Debtors Turnover (times of sales)	24.30	22.43	8.3%
2	Inventory Turnover (times of COGS)	14.5	12.7	14.3%
3	Interest Coverage Ratio	1.7	1.06	56.2%
4	Current Ratio	0.59	0.45	31.1%
5	Debt Equity Ratio	-3.02	-2.29	31.9%
6	Operating profit margin (% to sales)	1.01%	-1.26%	-179.6%
7	Net profit margin (% to sales)	1.01%	8.61%	-88.3%
8	Return on Net worth	0.42	1.46	-71.2%

### Note .

1. Debtors Turn Over Ratio has improved compared with FY 2021-22 due to effective control on receivables and customer credit term mix.
2. Inventory Turn Over Ratio has improved as compared with FY 2021-22 mainly due to volume increase and control on inventory.
3. Interest coverage ratio has significantly improved since the Company has improved the earning before Interest and tax during the year.
4. Current ratio has slightly increased as compared to previous FY 2021-22, mainly due to settlement of commodity fluctuation completed at year end and one time tooling program billing completed at year.

5. Debt to equity ratio continues to be negative as the company has negative net worth which has decreased from INR (3,571.42) Lacs as at March 31st, 2022 to Rs INR (2,734.22) Lacs as at March 31st, 2023. During the year, the company's borrowing has increased from 4,284.28 Lacs to 4,600.00 Lacs owing to capex for new product.
6. Operating profit margin improvement owing to improved operational efficiencies in terms of material savings, labour productivity, original equipment efficiency and EBITDA.
7. New Profit Margin reduction is attributable to one-time exceptional income in FY 2021-22, as explained above.
8. Return on Net Worth Ratio has declined due to one-time exceptional income in FY 21-22 and temporary increase in working capital in Current Year 2022-23

The Company had negative net worth of Rs. 3571.42 Lakhs as at March 31, 2022 which has improved by Rs. 832.53 Lakhs to negative net worth of Rs. 2,734.22 Lakhs. Net worth has improved due to increase sales and improvement in operational efficiency as explained above.

The Management is confident that the cost reduction initiatives and operational efficiencies are sustainable. Your Company has been attentively managing its net working capital and was able to keep it under control. Also, we were able to add new customers. The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. The Company is working towards being resilient in order to sail through the current situation. It is focused on controlling the fixed costs, maintaining liquidity and meticulously managing supply chain issues to ensure that the manufacturing facilities operate smoothly. Your Company operates its business in conformity with the highest ethical and moral standards and employee centricity.

- **Company's own technology / processes / system improvement plan:**

Your Company is also upgrading its technology to participate in new vehicle programmes launched by customers. During the year under review your company has implemented and productionised battery trays and lid, cooling tubes using CNC bending and induction Brazing process for various new programmes in EV segment at Chakan Plant 2.

Your Company has implemented SCADA (Supervisory Control and Data Acquisition) based Automated BAR CODE System for RTB (Rear Twist Beam) higher end assembly for a customer passenger car. SCADA is a control system architecture comprising computers, networked data communications and Graphical User Interfaces (GUI) for high-level process supervisory management, while also comprising other peripheral devices like programmable logic controllers (PLC) and discrete proportional-integral-derivative (PID) controllers to interface with process plant or machinery. Your Company is undertaking various new technology initiatives, process up gradation and system enhancements like installation of Robotic Welding Lines for new Customer programmes.

## **SEGMENT-WISE PERFORMANCE**

Your Company operates only in the Automobile Component Segment in the Domestic Market.

## **FUTURE OUTLOOK**

The market has started showing improvements consecutively for last 6 quarters. The growth of Auto Industry which is largely driven by infrastructure development and GDP growth is likely to get further push by various policy measures by the Government.

All sub-sectors within the automobile industry are rebounding from the pandemic. The industry has shown resilience with both sales and values increasing. Innovation and technology is continuing at a strong pace, investment in new capacity, particularly for electric vehicles (EVs), is soaring, and customer demand is increasing. Despite the pressures, the outlook for the industry is positive.

## **Automotive Stampings and Assemblies Limited**

The Board is of the view that the coming year shall be more fruitful considering the increasing demand in the Passenger Electric Vehicle and M&HCV segment. The management is proactively working on developing products and customers under the guidance and leadership of the Board members.

### **STATE OF COMPANY'S AFFAIRS**

Discussion on state of Company's affairs has been covered as part of the Management Discussion and Analysis.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has established the framework of Internal Financial Controls and Compliance systems. These are subject to audits conducted by the internal auditors and reputed Accounting and Auditing firm, which are reviewed by the Audit Committee regularly. Based on such reviews, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2022-23.

### **RELATED PARTIES**

Note No. 36 of the Financial Statements sets out the nature of transactions with Related Parties. Transactions with Related Parties are carried out in the ordinary course of business and at arm's length. The details of the transactions are tabled before the Audit Committee. Further details on this are explained in the Corporate Governance Report. None of the transactions with related parties falls under the scope of Section 188 (1) of the Companies Act, 2013. Hence, no particulars are being provided in Form AOC-2.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Your Company is not mandatorily required to spend any amount in view of the losses pertaining to previous periods. Your Company has however been undertaking CSR initiatives voluntarily. CSR Committee constituted in terms of Section 135 of the Companies Act, 2013 monitors the CSR activities undertaken by the Company as per CSR Policy. The CSR Policy has been uploaded on the website of the Company: [www.autostampings.com](http://www.autostampings.com). The employees from all plants of the Company voluntarily contribute their time by extending support to orphanages/ old age homes, schools, etc., to provide some companionship and succor to children and aged people.

### **ENVIRONMENT, HEALTH AND SAFETY**

The Company is committed to provide a safe, secure and healthy workplace and this has been documented in the Health, Safety and Environment (HSE) policy which is part of the Overarching Wellness strategy of Company. Company has therefore adopted a comprehensive approach to implement this by adopting Total Safety Culture' concept across its operations.

All the Plants of your Company have been certified for EMS 14001 and ISO 45001:2018 and National Safety Council (NSC). During the period under review, all plants are especially focused on the wellness (Safety) initiative like, safety week celebration, annual medical check-up, road safety traffic management in plant premises and monthly wellness programme have been conducted by the Group Chief Medical officer.

Your Company is in process of getting BSC certification. Internal Audits of BSC for health, safety and environment have been conducted at all Plants every quarter wherein all plants received 5 star ratings. Further safety training and awareness initiatives have been undertaken during the year. Health checks and counselling are extended to employees by the Group Chief Medical officer.

During the year, the scope of safety has been further strengthened in all operations in our company. Regular safety drills and safety audits are conducted at all plants. The requisite training is provided to the employees in Safety. Safety enforcement is continuously being monitored and the company is taking guidance from reputed

agencies in this activity.

The Company has taken initiatives to reduce its carbon footprint by reducing power consumption, using solar power and initiated reuse of cartoon boxes for normal packing.

There is a continued focus on tracking of “near miss” incidences which has resulted not only in reduction of reportable accidents but even in first aid injuries and non- reportable accidents. Safety competitions, presentations on safety kaizens, environment mock drills, environment day celebration etc. are conducted for achieving a safe and healthy work environment. Your Company has taken initiatives to reduce its carbon footprint by reducing power consumption and selling steel scrap to be reprocessed and sold.

Your Board of Directors are regularly updated on Health, Safety and Environment related matters.

## **QUALITY INITIATIVES**

All the manufacturing Plants of your Company are certified under TS 16949 and ISO 14001, 18001. Your Company has been implementing the Tata Business Excellence Model to build excellence in its business operations.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **• Appointment of Directors**

Mr. Amit Dey (DIN: 09750551), was appointed as an Additional Director of the Company by the Board of Directors w.e.f. September 30, 2022. Appointment of Mr. Amit Dey as Non-Executive Non-Independent Director of the Company liable to retire by rotation was subsequently approved by the members of the company through postal- ballot on December 23, 2022.

### **Retirement / resignation / Cessation of Directorship**

Mr. Bharatkumar Parekh (DIN 01521346) will retire by rotation at the conclusion of the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

During the year, Mr. Deepak Rastogi (DIN: 02317869), Non-Executive Non- Independent Director of the Company resigned from the post of directorship due to personal reasons w.e.f. September 16, 2022.

### **Key Managerial Personnel**

During the year under review following are changes with respect to Key Managerial Personnel of the companies:

1. Mr. Jitendraa Dikkshit Manager designated as Chief Executive Officer of the company has tendered his resignation w.e.f April 30, 2023 due to personal reasons.
2. On recommendation of Nomination and Remuneration Committee, Board of Directors of the Company at its meeting held on March 17, 2023 subject to approval of the Members of the Company and Central Government, if any, had approved the appointment of Mr. Suhas Dode as Manager designated as Chief Executive Officer - (Key Managerial Personnel) of the Company for Five years w.e.f. May 01, 2023 to April 30, 2028
3. During the period under review, Mr. Yogesh Jaju, had resigned from the post of Chief Financial Officer due to personal reasons w.e.f. September 24, 2022. On recommendation of Nomination and Remuneration Committee Board of Directors of the Company had appointed Mr. Jayadev Mishra as Chief Financial Officer of the company w.e.f. September 16, 2022.
4. Mr. Prasad Zinjurde, resigned from the post of Company Secretary and Compliance officer due to personal reasons w.e.f. March 11, 2023
5. On recommendation of Nomination and Remuneration Committee, Board of Directors of the Company at its

## **Automotive Stampings and Assemblies Limited**

meeting held on April 28, 2023, had approved the appointment of Mr. Shrikant Joshi, as Company Secretary and Compliance officer (Key Managerial Personnel) of the Company w.e.f. April 28, 2023.

During the period under review, there were no other changes in the Key Managerial Personnel of the Company except as disclosed above.

### **EVALUATION OF DIRECTORS, THE BOARD & ITS COMMITTEES**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Guidance Note on Board Evaluation issued by SEBI on January 5, 2017, the Board has carried out the annual performance evaluation for FY 2022-23 of (a) its own performance; (b) the Directors individually; and (c) the working of its Committees viz. 'Audit Committee', 'Nomination and Remuneration Committee', 'Corporate Social Responsibility Committee', 'Stakeholders Relationship Committee', and the 'Risk Management Committee'. The details of evaluation process have been explained in the Corporate Governance Report.

### **REMUNERATION POLICY**

The details of the Remuneration Policy as approved and adopted by Board are stated in the Corporate Governance Report.

### **POLICY W.R.T. QUALIFICATIONS, ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR**

The Company has adopted the Guidelines on Board Effectiveness ("Governance Guidelines" or "guidelines") which inter-alia cover the criteria for determining qualifications, attributes and independence of a Director. The details of the Policy are stated in the Corporate Governance Report.

### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declarations from all the Independent Directors under Section 149 (7) of the Companies Act, 2013 and SEBI Listing Regulations that :

- a. they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence pursuant to Regulation 25 of the Listing Regulations.
- c. they have complied with the requirement of inclusion of their name in the data bank maintained by Indian Institute of Corporate Affairs as envisaged under Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, as applicable and they hold valid registration certificate with Data Bank of Independent Directors.

### **BOARD AND COMMITTEE MEETINGS**

The details of Board and Committee meetings held during the year are given in the Corporate Governance Report.

### **CHANGE IN THE NATURE OF BUSINESS**

During the year under review, there has been no change in the nature of business of the Company.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING FINANCIAL POSITION OF THE COMPANY**

During the year under review, the total borrowings as at March 31, 2023 stood at Rs 4,600 Lakhs as compared to Rs 4,283.00 Lakhs as at March 31, 2022.

No other material changes and commitments occurred which might adversely affect the financial position of the company.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant or material orders passed by the Regulators / Courts which would impact the future operations / going concern status of the Company.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

There are no loans, guarantees or investments made by Company under Section 186 of the Companies Act, 2013.

## **DEPOSITS**

The Company has not accepted deposits under Chapter V of the Companies Act, 2013 during the year under review. No amount on account of principal or interest on deposit from public was outstanding as on March 31, 2023.

## **CORPORATE GOVERNANCE**

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Report on Corporate Governance along with the Certificate of Compliance from the Auditors forms part of this Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by the Management and the relevant Board Committees including the Audit Committee, the Board is of the opinion that the corresponding internal financial control were adequate and effective during the FY 2022- 23.

Accordingly, pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and ability, confirm that:

1. in the preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards have been followed and there are no material departures;
2. accounting policies have been selected and applied consistently and judgments and estimates that are reasonable and prudent have been made, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
3. proper and sufficient care have been taken for the maintenance of accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company, for preventing & detecting fraud and/or other irregularities;
4. the annual accounts have been prepared on a going concern basis;
5. internal financial controls have been laid down by the Company and that such internal financial controls are adequate and are operating effectively; and
6. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **Automotive Stampings and Assemblies Limited**

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed as Annexure I to this Report.

### **ANNUAL RETURN**

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2022-23 is available on Company's website at [www.autostampings.com](http://www.autostampings.com)

### **PERSONNEL**

At the end of March 31, 2023, your Company had 1648 employees (excluding trainees and apprentices) as compared to 1390 employees as on March 31, 2022.

Your Company accords high importance in building and sustaining healthy employee engagement with the aim of achieving competitive productivity and harmonious work environment. The industrial relations during the year remained peaceful. With a view to ensure prompt resolution of employee's grievances, various Committees have been set up under the capable Chairmanships which are guided by Functional Heads/ Department Heads e.g. Works Committee, Health, Safety and Environment Committee, Prevention of Sexual Harassment Committee (POSH) etc.

The functioning of these Committees are regularly reviewed by the Management and the Board is also updated regularly. Your Company has HR help desk to resolve grievances/day to day issues of employees within time bound manner. This results in maintaining transparent culture and help to increase satisfaction level of the employees. Considering the competitive market scenario, it has become essential to have substantial improvement in the productivity on the shop floor.

Your Company has been implementing TPM, WCSQ, Kaizen and other various systems to improve overall performance of all plants.

Information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are set out in Annexure II to this Report.

Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) (i) to (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not given since there is no employee who received remuneration in excess of the limits prescribed therein.

The information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report. In terms of the first proviso to Section 136 of the Companies Act, 2013 the Report and Accounts are being sent to the Members excluding the aforesaid Annexure. Any Members interested in obtaining the same may write to the Company Secretary at e-mail - [cs@autostampings.com](mailto:cs@autostampings.com). None of the employee listed in the said Annexure is related to any Director of the Company.

### **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

Your Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental

thereto, with the objective of providing a safe working environment, where employees feel secure. Your Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment and recommend appropriate action. Awareness Programmes were conducted at various plants of the Company.

Your Company has not received any complaint of sexual harassment during the financial year 2022- 23.

## **RISK MANAGEMENT**

The details of Risk Assessment framework are set out in the Corporate Governance Report forming part of the Board's Report.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Your Company has adopted a vigil mechanism. The details of the same are explained in the Corporate Governance Report and also posted on the website of the Company.

## **NAMES OF THE COMPANIES WHICH HAVE BECOME / CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**

Your Company did not have any subsidiaries, associates or joint ventures during the year under review.

## **AUDITORS**

### **1. Statutory Auditors:**

At the 32nd AGM held on June 09, 2022, pursuant to the provisions of the Act and the Rules made thereunder, B S R & Co. LLP, Chartered Accountants, Pune (Firm Registration no. 101248W/W-100022) were appointed as Statutory Auditors of the Company, to hold office for a period of 5 years from the conclusion of 32<sup>nd</sup> AGM held on June 09, 2022 till the conclusion of 37<sup>th</sup> AGM to be held in FY 2027-28.

The Statutory Auditors' Report for FY 2022-23 on the financial statement of the Company forms part of this Annual Report.

There are no qualifications, reservations or adverse remarks made by the statutory auditors in their audit reports on the financial statements for the year ended March 31, 2023. The observations of the Statutory Auditors in their Reports are self-explanatory and therefore Directors don't have any further comments to offer on the same.

### **2. Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Prajot Tungare & Associates, Practicing Company Secretaries for conducting Secretarial Audit of the Company for FY 2022-23.

The Report of the Secretarial Audit is annexed herewith as Annexure III to this Report. There are no qualifications, reservations or adverse remarks or disclaimer in the said report and therefore Directors don't have any further comments to offer on the same Pursuant to Listing Regulations read with SEBI circular No. LIST/COMP/14/2018 dated June 20, 2018, a certificate from M/s. Prajot Tungare & Associates, Practicing Company Secretaries that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to Corporate Governance Report.

## Automotive Stampings and Assemblies Limited

### 3. Cost Auditor:

The Cost audit under provisions of Section 148 of the Companies Act, 2013 is not applicable to the Company. Hence the Company has not conducted the cost audit for the financial year 2022-23.

Maintenance of cost records has been specified by the Central Government under section 148 (1) of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 for the business activities carried out by the Company, accordingly company has maintained cost records.

### COMPLIANCE OF SECRETARIAL STANDARDS

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and that such systems were adequate and operating effectively.

### REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditors has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

### THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

During the year under review no such instance was occurred.

### THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

During the year under review no such instance was occurred.

### FORWARD LOOKING STATEMENTS

Certain statements describing the Company's Estimates, Projections, Expectations, Future Outlook, Industry Structure and Developments may be construed "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied in this Report.

### ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks and appreciation for the confidence reposed and continued support extended by Central and State Governments, Bankers, Customers, Suppliers and Members. Your Board would like to place on record its sincere appreciation to the employees for the dedicated efforts and contribution in playing a very significant part in the Company's operations.

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

**(Pradeep Bhargava)  
Chairman  
(DIN: 00525234)**

Place: Pune  
Date : April 28, 2023

## Annexure I to Board's Report

### INFORMATION ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED IN TERMS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

#### A. CONSERVATION OF ENERGY

##### (i) Steps Taken or Impact on Conservation of Energy:

The Company has always been giving due consideration for the conservation of energy by adopting the following measures:

- Variable Speed system used for press machine main Motor for running and Die setup to reduce energy consumption.
- Use of auto shut-off Valve for all air Compressors during idle time resulting in energy saving.
- Maintaining of power factor to unity.
- Use of LED Energy efficient high bay lights for plant lighting to reduce power consumption.
- Use of T5 energy efficient tube lights for plant lighting to reduce power consumption.
- Use of transparent sheets in plant, storage area resulted in power consumption saving.
- Running presses on VFD (Variable Frequency Drive) to reduce energy consumption.
- During idle time like - lunch and tea breaks, shutting down of Press Machines and Chain Conveyors main motor by using PLC logic.
- Running more load during night shift, to avail TOD (Tariff of the Day) Zone benefit

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

##### (ii) Steps taken by the Company for utilizing alternate sources of Energy:

The Company is working on exploring the alternate sources of energy. As a step towards alternate sources of energy, your Company has installed at its Chakan plant Solar Panel with 844 KWP capacities under OPEX model with Solar Power Producer Company. During FY 2019-20, your Company at its Uttarakhand plant has installed Solar Panel with 400 KWP capacities under OPEX model with Solar Power Producer Company.

The Solar energy is clean with no environment and sound pollution. It helps to reduce temperature inside the Plant by approx. 2 Degree Celsius during the day time since Solar Panels are installed on roof top of plant. It is synchronized with grid Electricity Board Power and percentage usage of Electricity Power Board is reduced by more than 20% in Chakan plant and 8 % in Uttarakhand plant.

##### (iii) Capital Investment on Energy Conservation Equipment:

The Company acknowledges the fact that investment in energy conservation offers significant economic benefits in addition to climate change benefits. However, Company is exploring opportunity to invest in energy conservation equipment.

## Automotive Stampings and Assemblies Limited

### B. RESEARCH AND DEVELOPMENT & TECHNOLOGY ABSORPTION

During year 2022 - 23 we have introduced the technology of Bending & Forming of hollow AI tube - (Cooling Tube) without change in internal structure.

For this we have adopted new technologies i.e. SPM for bending and Forming and Induction Brazing. Along with this we have added technology/ processes of Laser cutting, Press Break which will be mostly utilised in suspension parts and battery tray.

The engineering team of the Company develops concepts for productivity improvement during development of new Dies and welding fixtures with Die makers and fixture manufacturers, for new programmes of OEMs.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the total foreign exchange expenditure amounted to Rs. 344.41 Lakhs (which includes Rs. 261.89 Lakhs for the import of raw materials and components of Rs. 82.52 lakh towards expenditure in foreign currency).

The Company did not earn any foreign exchange.

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

**(Pradeep Bhargava)  
Chairman  
(DIN: 00525234)**

Place: Pune

Date : April 28, 2023

## Annexure II to Board's Report

[Pursuant to Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration\* of the Employees of the Company for the financial year:

(Explanation (i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values).

\* For calculating median remuneration workman trainees are not included.

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

- None of the Directors of the Company is in receipt of any kind of remuneration other than the Sitting Fees.
- The ratio of remuneration of Manager (designated as “Chief Executive Officer”), CFO and CS to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in his remuneration during the financial year 2022-23 are given below:

Name and Designation	Ratio to Median*	Percentage Increase in Remuneration*
Mr. Jitendraa Dikkshit (April 2022 - March 2023) Manager (designated as “Chief Executive Officer”)	50.77	13%
Mr. Yogesh Jaju (April 2022 – September 2022) Chief Financial Officer	6.56	6%
Mr. Jayadev Mishra (September 2022 to March 2023)	15.44	NA
Mr. Prasad Zinjurde (April 2022 - March 2023) Company Secretary and compliance officer	5.09	8%

\*Note: proportionate CTC calculated for Mr. Yogesh Jaju, who ceased to be CFO of the Company on September 24, 2022, Mr. Jayadev Mishra, who was appointed as Chief Financial Officer of the Company w.e.f. September 16, 2022 and Mr. Prasad Zinjurde, who ceased to be company secretary of the company w.e.f. March 11, 2023.

2. The number of permanent employees on the rolls of Company: 812 employees (excluding trainees and Apprentices).

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

3. Affirmation that the remuneration is as per the Remuneration Policy of the Company :

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

**On behalf of the Board of Directors**

**Pradeep Bhargava**  
Chairman  
(DIN:00525234)

Place: Pune  
Date: April 28, 2023

## Automotive Stampings and Assemblies Limited

### ANNEXURE III Board Report

### Form No. MR-3

## SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
**The Members,**  
**Automotive Stampings and Assemblies Limited**  
CIN: L28932PN1990PLC016314  
TACO House, Plot No.20/B FPN085,  
V. G. Damle Path, Off. Law College Road,  
Erandwane, Pune, Maharashtra 411004

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Automotive Stampings and Assemblies Limited ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Management is responsible for the preparation and filing of all the forms, returns and documents for the compliances under the Companies Act, 2013, rules there under and compliances of all the laws and regulations listed hereinafter and to ensure that they are free from material non-compliance, whether due to fraud or error.

Secretarial Audit for the Company is conducted as a process of verification of records and documents on sample basis to check secretarial compliances with the provisions of laws, rules and procedures. The procedure for Secretarial Audit is selected on the Secretarial Auditor's judgment of material facts of the documents submitted. Our responsibility is to express an opinion on the secretarial compliances of the aforesaid laws done by the Company on the basis of our audit. We have conducted the audit solely on the basis of secretarial compliances and filing done by the Company, under the below mentioned laws.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby make our report on the basis of our opinion during the audit conducted covering the financial year ended on 31st March 2023, on various secretarial compliances with statutory provisions listed hereunder and on Board processes and compliance mechanism to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [Not applicable to the Company during the audit period];

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Not applicable to the Company during the audit period];
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [Not applicable to the Company during the audit period];
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable to the Company during the audit period];
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable to the Company during the audit period];
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [Not applicable to the Company during the audit period]; and
  - (i) The Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As per discussion with the officials of the Company, there are no Other Laws specifically applicable to the Company.

We have also examined secretarial compliances with the applicable clauses of the following:

- (i) Secretarial Standard 1 & 2 issued by the Institute of Company Secretaries of India; and
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

1. Board of Directors of the Company is duly constituted with proper balance of Directors, Non-Executive Directors and Independent Directors, including Woman Director. Further, change in directorship during the period under review were carried out in the compliances with the provisions of the Act.
2. As per information and representation given, we also report that adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for active participation at the meeting.
3. As per minutes of the meetings duly recorded and signed by the Chairman, no dissenting views have been recorded.

## **Automotive Stampings and Assemblies Limited**

We further report that the compliance by the Company of applicable financial statements and laws has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

We further report that based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit and also on the review of representation provided by the Officers, Company Secretary and Director of the Company, in my opinion adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines as mentioned above.

### **For Prajot Tungare & Associates**

Company Secretaries  
(Firm Reg. No. P2001MH01020)

### **CS Jayesh Parmar**

Partner  
FCS: 11745  
CP No: 17776  
PR No.: 993/2020  
UDIN: F011745E000211637

Date: 28/04/2023

Place: Pune

## ANNEXURE TO SECRETARIAL AUDIT REPORT ISSUED BY COMPANY SECRETARY IN PRACTICE

To,  
The Members,  
Automotive Stampings and Assemblies Limited  
CIN: L28932PN1990PLC016314  
Add: TACO House, Plot No.- 20/B FPN085,  
V.G. Damle Path off Law College Road,  
Erandwane, Pune Maharashtra 411004

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Prajot Tungare & Associates**  
Company Secretaries  
(Firm Reg. No. P2001MH01020)

**CS Jayesh Parmar**  
Partner  
FCS: 11745  
CP No: 17776  
PR No.: 993/2020  
UDIN: F011745E000211637

Date: 28/04/2023  
Place: Pune

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

Section A	General Disclosures	
Section B	Management and Process Disclosures	
Section C	Principle wise Performance Disclosures	
Principle 1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.	
Principle 2	Businesses should provide goods and services in a manner that is sustainable and safe.	
Principle 3	Businesses should respect and promote the well-being of all employees, including those in their value chains.	
Principle 4	Businesses should respect the interests of and be responsive to all its stakeholders.	
Principle 5	Businesses should respect and promote human rights.	
Principle 6	Businesses should respect and make efforts to protect and restore the environment.	
Principle 7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.	
Principle 8	Businesses should promote inclusive growth and equitable development.	
Principle 9	Businesses should engage with and provide value to their consumers in a responsible manner.	

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Company	L28932PN1990PLC016314
2.	Name of the Company	Automotive Stampings and Assemblies Limited
3.	Year of Incorporation	13/03/1990
4.	Registered office address	TACO House, Plot No. 20/ B FPN085, V. G. Damle Path, Off Law College Road, Erandwane, Pune, MH 411004 IN.
5.	Corporate office address	TACO House, Plot No. 20/ B FPN085, V. G. Damle Path, Off Law College Road, Erandwane, Pune, MH 411004 IN.
6.	E-mail	cs@autostampings.com
7.	Telephone	020-66314300 / 66314308 / 66314318
8.	Website	www.autostampings.com

## I. Details of the listed entity (Contd.)

9.	Financial year for which reporting is being done	April 1, 2022 to March 31, 2023
10.	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange (NSE) and BSE Limited (BSE)
11.	Paid-up Capital	INR 15,86,43,970
12.	Name and contact details (telephone, email address) of the person for BRSR Reporting	CS Shrikant Joshi Company Secretary & Compliance Officer Email: cs@autostampings.com Phone: 020-66085000
13.	Reporting boundary	Standalone Basis

## II. Products/Services

### 14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the entity
1	Stampings, Fabrication and welding of Auto Component	ASAL manufactures sheet metal components, welded assemblies, and modules for passenger vehicles, commercial vehicles and tractors.	100%

### 15. Products/Services sold by the entity (accounting for 90% of the turnover):

S. No.	Product/Services	NIC Code	% Of total turnover contributed
1	Stampings, Fabrication and welding	25910	100%

## III. Operations

### 16. Number of locations where plants and/or operations/offices of the entity are situated:

S. No.	Location	Number of plants	Number of offices	Total
1.	National	3	1	4
2.	International	NA		

### 17. Markets served by the entity

#### a. Number of locations

S. No.	Number of Locations served	Number
1.	National (Number of states)	7
2.	International (Number of countries)	0

#### b. What is the contribution of exports as a percentage of the total turnover of the entity?

0.08%

## Automotive Stampings and Assemblies Limited

### c. A brief on types of customers

We manufacture sheet metal components for passenger vehicles, commercial vehicles, and tractors. We cater to some of the industry leaders and prestigious companies including but not limited to Tata Motors Ltd (Passenger Vehicle, Commercial Vehicle and Electric Mobility), JCB Heavy Products Limited, Cummins India Ltd, FIAT India Automobiles Pvt Ltd, Piaggio Vehicles Pvt Ltd, Ashok Leyland Limited, Tata Autocomp Systems Ltd, Tata Autocomp Gotion Green Energy Solutions Pvt Ltd and Tata Autocomp Hendrickson Suspensions Pvt Ltd.

## IV. Employees

### 18. Details as at the end of Financial Year:

#### a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
	<b>EMPLOYEES</b>					
1.	Permanent (D)	437	435	100%	2	0.004%
2.	Other than permanent (E)	31	29	94%	2	6%
<b>3.</b>	<b>Total employees (D+E)</b>	<b>468</b>	<b>464</b>	<b>99%</b>	<b>4</b>	<b>1%</b>
	<b>WORKERS</b>					
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than permanent (G)	1009	1005	99.6%	4	0.003%
<b>6.</b>	<b>Total workers (F+G)</b>	<b>1009</b>	<b>1005</b>	<b>99.6%</b>	<b>4</b>	<b>0.003%</b>

\*All the unionized and mathadi workers in our Company have been considered as part of the permanent employees as per the guidelines of SEBI BRSR.

#### b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
	<b>DIFFERENTLY ABLED EMPLOYEES</b>					
1.	Permanent (D)	0	0	0%	0	0
2.	Other than permanent (E)	0	0	0%	0	0
<b>3.</b>	<b>Total Differently abled employees (D+E)</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>
	<b>DIFFERENTLY ABLED WORKERS</b>					
4.	Permanent (F)	0	0	0%	0	0
5.	Other than permanent (G)	0	0	0%	0	0
<b>6.</b>	<b>Total Differently abled workers (F+G)</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

ASAL believes it is imperative for companies to strive better represent the larger society and create opportunities for all sections of the society in order to be successful. We also believe it is our responsibility to not only to employ from all segments of the society but also to empower them to learn and grow equitably.

## 19. Participation/Inclusion/Representation of women

	Total	No. and percentage of Females	
	No. (A)	No. (B)	% (B/A)
Board of Directors	6	1	16.67%
Key Management Personnel	2	0	0%

## 20. Turnover rate for permanent employees and workers

Category	FY 2023			FY 2022			FY 2021		
	Male (%)	Female (%)	Total (%)	Male (%)	Female (%)	Total (%)	Male (%)	Female (%)	Total (%)
Permanent employees	11%	0%	11%	21%	0%	21%	9%	0%	9%
Permanent workers	0%	0%	0%	0%	0%	0%	0%	0%	0%

## V. Holding, Subsidiary and Associate Companies (including Joint ventures)

### 21. Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures	Is it a holding/ Subsidiary/ Associate/ Joint Venture	% Of shares held by listed entity	Does the entity participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Tata Autocomp Systems Limited	Holding	0	No

## VI. CSR details

### 22.

- I. Whether CSR is applicable as per section 135 of Companies Act, 2013: Not Applicable
- II. Turnover – 82,823.14 Lakhs
- III. Net worth – 2,734.22 Lakhs

## Automotive Stampings and Assemblies Limited

### VII. Transparency and Disclosures Compliances

#### 23. Complaints/Grievances on any of the principles (principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGBRC):

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)  (If yes, then provide web-link for grievance redress policy)	FY 2023			FY 2022		
		No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks
Communities		0	0	NA	0	0	NA
Investors	Yes	0	0	NA	0	0	NA
Shareholders	<a href="https://auto-stampings.com/wp-content/uploads/2022/04/Whistle-Blower-Policy-Vigil-Mechanism.pdf">https://auto-stampings.com/wp-content/uploads/2022/04/Whistle-Blower-Policy-Vigil-Mechanism.pdf</a>	25	1	Note No. 1	14	0	NA
Employees		0	0	NA	0	0	NA
Workers		0	0	NA	0	0	NA
Customers		274	0	NA	361	0	NA
Value Chain Partners		1	0	NA	0	0	NA

Note No. 1 - Resolution pending due to the non receipt of require document

#### 24. Overview of the entity's material responsible business conduct issues

S. No.	Material issue identified	Is it risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Employee Health & wellbeing	Risk	<ul style="list-style-type: none"> <li>Employee productivity and well-being are crucial to the success of the business else it impacts Company's reputation and consumer confidence.</li> <li>Employee health &amp; wellbeing eliminate stress. Healthy workforce is more optimistic, creative, and motivated to enhance overall workforce productivity and satisfaction.</li> </ul>	<ul style="list-style-type: none"> <li>It is our Company's overarching responsibility to effectively manage the well-being of all employees and workers by providing a secure working environment, which is supplemented by formal occupational health and safety training programs.</li> <li>We ensure required compliance with ISO 14001:2015, ISO 45001:2018 and National Safety Council (NSE) and address other health and safety related matters.</li> </ul>	Negative- Safety incidents/risks to workers and employees can affect the Company's operations and reputation.
2.	Talent Management	Opportunity	<ul style="list-style-type: none"> <li>The workforce is the cornerstone of our organization's effectiveness. The long-term viability and prosperity of our Company rely on its capacity to attract and retain skilled employees and workers.</li> <li>Poor reward and recognition programs can lead to increased attrition and talent joining our competitors.</li> </ul>	NA	Positive- Initiatives to improve training and productivity of employees and workers will add to the Company's growth.

S. No.	Material issue identified	Is it risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Circular Economy	Opportunity	<ul style="list-style-type: none"> <li>We see the concept of circular economy as highly valuable as it provides sustainable approach to resource utilization and waste management enabling cost savings and resource efficiency.</li> <li>Embracing circular economy allows us to minimize the environmental impacts associated with resource extraction, manufacturing, and disposal.</li> </ul>	NA	Positive- Closing the loop limits the wastage of essential resources and leads to reduced dependence on raw materials, lower carbon emissions and cost savings.
4	Climate Action	Risk	<ul style="list-style-type: none"> <li>Exposure to climate-related risks and opportunities affect Company's long-term operations and financial sustainability.</li> <li>If the Company does not measure, monitor, and reduce emissions, it can attract regulations such as carbon tax.</li> </ul>	<ul style="list-style-type: none"> <li>We have adopted measures to reduce our carbon emissions and invested in initiatives such as renewable energy sources, energy efficiency and switched to battery operated forklifts.</li> </ul>	Positive & Negative-Transition to low-carbon economy offers multiple opportunities for venturing into new markets and cost savings. Exposure to climate-related physical and transition risks can impact the sustainability and long-term value creation of the Company.
5.	Product Stewardship	Opportunity	<ul style="list-style-type: none"> <li>Improving environmental performance of the product is increasingly important to our shareholders and clients.</li> <li>We may be subject to regulations around the environmental performance of the product at the time of delivery. At ASAL, we have measures in place for monitoring environmental footprint and product quality during the manufacturing stage and are constantly enhancing our processes.</li> </ul>	NA	Positive- Addressing environmental impacts at different stages of the product life cycle gives us the opportunity to reduce the impact on natural resources.
6	Responsible Supply Chain	Opportunity	<ul style="list-style-type: none"> <li>Supply chain sustainability is pertinent for Company's resilience during adverse times, providing assurance to the customers creating goodwill for the Company in market. Sustainable Supply chain also helps in improving productivity &amp; results in significant cost saving providing a competitive edge to the Company.</li> <li>We have placed significant emphasis on supply chain management and sustainable sourcing to ensure our suppliers have the necessary certifications, support system and adhere to local regulations.</li> </ul>	NA	Positive- Establishing good supply chain practices can be a competitive advantage during challenging times.

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S. No.	Material issue identified	Is it risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
7	Business Ethics	Risk	<ul style="list-style-type: none"> <li>Good corporate governance is the backbone of our Company. Any deviations to the practices of the Company in terms of bribery, corruption, unethical behaviour can negatively impact the reputation of the Company.</li> </ul>	<ul style="list-style-type: none"> <li>We have in place a robust Governance system to address protected issues concerning bribery, corruption, and other unethical behaviours. Our Code of Conduct is very comprehensive in nature and covers various aspects of governance and ethical conduct. We also have a Whistle Blower Policy and Vigil Mechanism in place that governs all our stakeholders to report any kind of protected disclosures.</li> </ul>	Negative-Unethical conduct and practices can impact the reputation of the Company.
8	Human Rights & Labour Practices	Risk	<ul style="list-style-type: none"> <li>Disrespecting human rights and not adhering to local laws on labour practices can lead to strikes, work stoppage and legal consequences, including litigation, penalties that damage the reputation of our Company.</li> </ul>	<ul style="list-style-type: none"> <li>We have incorporated initiatives focused diversity and inclusion, promoted employee engagement, and expressed appreciation for our workforce.</li> <li>Furthermore, we conduct thorough human rights assessments to identify and monitor violations of human rights at workplace. We provide trainings on human rights to all our employees and workers.</li> </ul>	Negative-Violations of human rights at workplace can lead to legal consequences, less retention and reputational damage of the Company.
9	Data Privacy	Risk	<ul style="list-style-type: none"> <li>IT Security Management systems are important to address any data security issues that are a threat to confidential Company information and customer information. This can affect the trust of our customers and client relations.</li> </ul>	<ul style="list-style-type: none"> <li>To uphold trust, protect against legal and financial implications, and safeguard customer privacy, the Company is in the process of strengthening measures to mitigate data breaches and foster a culture of customer trust</li> </ul>	Negative-Breach of privacy can expose sensitive information of the Company and our clients and affect our client relations.
10	Corporate Social Responsibility	Opportunity	<ul style="list-style-type: none"> <li>Corporate social responsibility ensures a company operates in an ethical and sustainable way.</li> <li>There are multiple benefits to undertaking initiatives focused on community development such as increased stakeholder engagement, brand awareness and recognition etc.</li> </ul>	NA	Positive- Community initiatives focused on development add to the goodwill of the Company.

S. No.	Material issue identified	Is it risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
11	Sustainable Innovations	Opportunity	<ul style="list-style-type: none"> <li>Sustainable innovation processes in place to improve our overall environmental sustainability leads to a competitive edge over our competitors.</li> <li>There are multiple other advantage on carrying sustainable innovation i.e. Government subsidies and tax benefits, easy for business comply with the regulations, cost leadership advantage through increase the productivity and waste eliminations.</li> </ul>	NA	Positive- Importance and relevance of sustainable products in the market is an opportunity for the Company
12	Environmental Protection	Risk	<ul style="list-style-type: none"> <li>Environmental protection is of high importance as it sustains businesses and communities. Our Company focuses on environmental protection through compliance to various government regulations around water, air, and waste.</li> <li>Our employees are encouraged to use resources judiciously.</li> </ul>	NA	Positive- Being an environmentally conscious Company leads to resource efficiency and cost savings.

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### SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC principles and core elements. These are briefly as under:

P1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent, and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

#### Policy and Management processes

	Points	P1	P2	P3	P4	P5	P6	P7	P8	P9
1 (a)	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	N
1 (b)	Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	N
1 (c)	Web Link of the Policies, if available	<a href="https://autostampings.com/investors/corporate-governance/">https://autostampings.com/investors/corporate-governance/</a>								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	N
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, utmost care is taken to extend policies such as Tata Code of Conduct, Sustainability Guidelines, etc. to our value chain partners.								
4	Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 14001:2015 ISO 45001:2018 IATF 16949:2016 IS 14489:1998 AIS-037 and AIS-095								
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	We aim to be a leader in technological advancements, reduction in GHG emissions, energy and water consumption, sustainable supply chain and workforce training and development among the Indian auto component industry. We are in the process of setting specific commitments, goals, targets with defined timelines. However, we have undertaken certain sustainability-related initiatives at our plants such as replacing diesel operated forklifts with battery operated forklifts and set up an ultra-filtration plant for wastewater treatment and the water is reused for housekeeping, maintenance, and gardening.								

	Points	P1	P2	P3	P4	P5	P6	P7	P8	P9
6	Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	We are in the process of undertaking ESG targets and initiatives. The performance against these targets will be disclosed in our subsequent BRSR.								
<b>Governance, leadership, and oversight</b>										
7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)	We are committed to integrate Environmental, Social and Governance aspects into our goals and vision to sustainability. With the growing emphasis on sustainability in the auto ancillary sector, we have witnessed the emergence of new trends and practices that demand the producers to be mindful of their carbon footprint. At ASAL, we are actively working towards reducing our CO2 emissions by implementing smarter and more efficient advancements in technology and renewable energy. We are inculcating energy efficiency measures within our operations such as converting diesel operated to battery operated equipment, energy-efficient lighting, energy star certifications, energy management system and energy audits. Moving forward, we are determined to enhance our existing practices through process improvements, enhanced data collection on ESG factors, and regular audits to obtain relevant certifications. Our goal is to continually improve our sustainability performance and contribute to more environmentally responsible and socially conscious business approach.								
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Board of Directors is the highest authority responsible for the oversight of the implementation of Business Responsibility policies.								
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	The Board of Directors along with Risk Management Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee are currently responsible for decision making on sustainability issues and Corporate Social responsibility activities of the Company. We are in process creating a dedicated ESG committee for implanting sustainability initiatives in future.								

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10	Details of Review of NGRBCs by the Company									
	<b>Subject for Review</b>	a Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	<b>Performance against above policies and follow up action</b>	Yes, the Board and Senior management review the performance of the Company against various policies.								
2	<b>Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances</b>	Yes, the Company is in compliance with the existing regulations as applicable and a Statutory Compliance Certificate on applicable laws is provided by the Chief Executive Officer & Chief Financial Officer to the Board of Directors.								
	<b>Subject for Review</b>	b. <b>Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)</b>								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	<b>Performance against above policies and follow up action</b>	On a continuous basis								
2	<b>Compliance with statutory requirements of relevance to the principles, and the rectification of any non-compliances</b>	On a continuous basis								
11	<b>Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/ No). If yes, provide name of the agency.</b>	P1	P2	P3	P4	P5	P6	P7	P8	P9
			Y	Y			Y			Y
12	*ASAL appoints external agencies to undertake statutory and ISO audits. The compliance systems are audited by internal audit committee periodically.									
	<b>If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:</b>									
	<b>Questions</b>	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The entity does not consider the principles material to its business (Yes/No)	Not Applicable								
2	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
3	The entity does not have the financial or/ human and technical resources available for the task (Yes/No)	Not Applicable								
4	It is planned to be done in the next financial year (Yes/No)									
5	Any other reason (please specify)									

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

Principle 1: Business should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

### ESSENTIAL INDICATORS

- Percentage coverage by training and awareness programmes on any of the principles during the financial year

S. No.	Segment	Total number of training & awareness programmes held	Topics / principles covered under the training	% Of persons in respective category covered by the awareness programmes
1	Board of Directors	4	TATA Code of Conduct, Operations, Sustainability, Human Capital, Business Development	100%
2	Key Managerial Personnel	4	TATA Code of Conduct, Operations, Sustainability, Human Capital, Business Development	100%
3	Employees other than BOD and KMPs	10	TATA Code of Conduct, Human Rights, Gender equality, POSH	100%
4	Workers	74	TATA Code of Conduct, Human Rights, Gender equality, POSH	100%

- Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by its directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions in FY 2023.

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ Judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/ No)
Settlement	Nil				
Penalty	Nil				
Compounding fee	Nil				
Non - Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/Judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/ No)
Imprisonment	Nil				
Punishment	Nil				

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3. Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or nonmonetary action has been appealed

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption policy or antibribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Company has adopted the Tata Code of Conduct (TCOC) to practice vigilance and ensure ethical conduct of its operations. All internal and external stakeholders of the Tata Group are expected to work within boundaries of the TCOC. The web-link to the policy is provided below:

<https://autostampings.com/wp-content/uploads/2021/08/Code-of-Conduct.pdf>

5. No of Directors/KMPs/Employees against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption

	Segment	FY 2023	FY 2022
1	Directors	0	0
2	Key Managerial Personnel	0	0
3	Employee	0	0
4	Workers	0	0

6. Details of complaints with regard to conflict of interest

	Segment	FY 2023		FY 2022	
		Number	Remarks	Number	Remarks
1	Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	NA	0	NA
2	Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	NA	0	NA

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

**Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe**

**ESSENTIAL INDICATORS**

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

S. No.	Segment	FY 2023	FY 2022	Details of improvements in environmental and social impacts
1	R&D	NA	NA	NA
2	Capex	44.48%	15.25%	<ol style="list-style-type: none"> <li>1. Invested in machinery/equipment for manufacturing components for EV battery.</li> <li>2. System developed for reduction in electricity consumption.</li> <li>3. Established an Ultra-filtration plant for wastewater treatment.</li> <li>4. Amount spent for maintenance of machines and buildings like steel jacketing which will result in less accidents at workplace.</li> </ol>

2.
  - a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)  
Yes, we source from suppliers who have ISO and IATF certifications.
  - b. If yes, what percentage of inputs were sourced sustainably?  
62%, it is mandatory for suppliers who supply material inputs for manufacturing to have ISO and IATF certifications.
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste  
  
Not applicable. We have no scope in reclaiming products for reusing, recycling and disposing at the end of life, as our products form the part of the equipments manufactured by OEMs who determine the process of safely reclaiming products for reusing, recycling, and disposing at the end of life.
4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.  
  
Not applicable

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**Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**

### ESSENTIAL INDICATORS

1.

**a. Details of measures for the well-being of employees:**

Category	% Of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Employees</b>											
Male	435	435	100%	435	100%	-	-	435	100%	0	0%
Female	2	2	100%	2	100%	2	100%	0	-	0	0%
Total	437	437	100%	437	100%	2	0.004%	435	99.5%	0	0%
<b>Other than Permanent Employees</b>											
Male	29	29	100%	29	100%	-	0%	29	100%	0	0%
Female	2	2	100%	2	100%	2	100%	0	0%	0	0%
Total	31	31	100%	31	100%	2	6%	29	94%	0	0%

**b. Details of measures for the well-being of workers:**

Category	% Of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Workers</b>											
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Other than permanent workers</b>											
Male	1005	1005	100%	1005	100%	-	0%	0	0%	0	0%
Female	4	4	100%	4	100%	0	0%	-	0%	0	0%
Total	1009	1009	100%	1009	100%	0	0%	0	0%	0	0%

## 2. Details of retirement benefits for Current and Previous FY

	Benefits	FY 2023			FY 2022		
		No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority(Y/ N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority(Y/ N/N.A.)
1	PF	100%	22.2%	Y	100%	32.6%	Y
2	Gratuity	93.3%	0	Y	100%	0	Y
3	ESI	0.004%	100%	Y	0.014%	100%	Y
4	Superannuation	0.03%	0	Y	0.036%	0	Y

### 3. Accessibility of workplaces - Are the premises / offices of the entity accessible to differently abled employees, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company's office space and plant locations are equipped with ramps and handrails for stairwells to facilitate accessibility to differently abled individuals. We shall be incorporating more such measures to facilitate movement of disabled persons.

### 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, we cover aspects of equal opportunity policy in our Code of Conduct. We provide equal opportunities to all our employees and to all eligible applicants for employment in our company. ASAL follows a no discrimination policy and fosters workspaces that promote diversity and equal opportunities. The same can be found here: <https://tataautocomp.com/wp-content/uploads/Web-pdf/tcoc-booklet-2015.pdf>

### 5. Return to work and Retention rates of permanent employees that took parental leave

Gender	Permanent Employees		Permanent Workers	
	Return to work Rate (%)	Retention Rate (%)	Return to work Rate (%)	Retention Rate (%)
Male	0	0	0	0
Female	0	0	0	0
Total	0	0	0	0

### 6. Is there a mechanism available to receive and redress grievances for the following categories of employees? If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)
1 Permanent workers	Yes. There is a mechanism available to receive and redress grievances. The employees and workers can reach out to the Ethics Counselor for all protected disclosures concerning financial/accounting matters and other grievances can be reported to respective department heads. Our Whistle Blower Policy can be found here: <a href="https://autostampings.com/wp-content/uploads/2022/04/Whistle-Blower-Policy-Vigil-Mechanism.pdf">https://autostampings.com/wp-content/uploads/2022/04/Whistle-Blower-Policy-Vigil-Mechanism.pdf</a>
2 Other than Permanent Workers	
3 Permanent Employees	
4 Other than Permanent Employees	

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### 7. Membership of employees in association(s) or Unions recognised by the listed entity

Category	FY 2023			FY 2022		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees/ Workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
<b>Total Permanent Employees</b>						
Male	464	314	68%	460	326	71%
Female	4	0	0%	1	0	0%
<b>Total Permanent Workers</b>						
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0

### 8. Details of training given to employees

Category	FY 2023					FY 2022				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No (B)	% (B/A)	No (C)	% (C/A)		No (E)	% (E/D)	No (F)	% (F/D)
<b>Employees</b>										
Male	464	464	100%	350	75%	488	488	100%	137	28%
Female	4	4	100%	4	100%	4	4	100%	4	100%
<b>Total</b>	<b>468</b>	<b>468</b>	<b>100%</b>	<b>354</b>	<b>75%</b>	<b>492</b>	<b>492</b>	<b>100%</b>	<b>141</b>	<b>28.6%</b>
<b>Workers</b>										
Male	1005	1005	100%	1005	100%	1157	1157	100%	1157	100%
Female	4	4	100%	4	100%	0	0	0	0	0
<b>Total</b>	<b>1009</b>	<b>1009</b>	<b>100%</b>	<b>1009</b>	<b>100%</b>	<b>1157</b>	<b>1157</b>	<b>100%</b>	<b>1157</b>	<b>100%</b>

## 9. Details of performance and career development reviews of employees and workers:

Category	FY 2023			FY 2022		
	Total (A)	No (B)	% (B/A)	Total (C)	No (D)	% (D/C)
<b>Employees</b>						
Male	464	464	100%	488	488	100%
Female	4	4	100%	4	4	100%
Total	468	468	100%	492	492	100%
<b>Workers</b>						
Male	1005	0	0%	1157	0	0%
Female	4	0	0	0	0	0
Total	1009	0	0%	1157	0	0%

## 10. Health and Safety Management System

- a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes / No). If yes, the coverage such system?**

Yes, we have implemented an Occupational Health and Safety Management System. Workplace safety is of high importance to the organization and we have necessary protocols in place. All our plant locations are ISO 45001:2018 certified. Our safety MIS accounts for injuries, accidents, and other plant-level safety compliance measures.

- b. **What are the processes used to identify work related hazards and assess risks on a routine and non-routine basis by the entity?**

Hazard Identification Risk Assessment (HIRA) is carried out through regular Independent Safety Assessments (ISA) and Hazard and Operability Study (HAZOP) to identify and address potential hazards before an incident could affect the safety of the workers and employees.

- c. **Whether you have processes for employees to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes, there is a reporting system in place to fill the near miss format, and closing of such risk by employee is eligible for safety award.

- d. **Do the employees of the entity have access to non-occupational medical and healthcare services? (Yes / No)**

Yes, all plants have medical centers equipped and manned for management of non-occupational medical conditions. Further all employees are covered under health insurance, statutory health insurance or ESIC as per eligibility for non-occupational medical and healthcare services.

## 11. Details of Safety related incidents

	Safety Incident/Number	Category	FY 2023	FY 2022
1	Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
		Workers	0.21	0
2	Total recordable work-related injuries	Employees	0	0
		Workers	0	0
3	No. of fatalities	Employees	0	0
		Workers	0	0
4	High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
		Workers	0	0

## Automotive Stampings and Assemblies Limited

### 12. Describe the measures taken by the entity to ensure a safe and healthy workplace

The Company has in place measures for occupational health and safety that are compliant with all statutory requirements. Safety Induction Training, Machine-wise safety checking, PPE compliance, daily and weekly safety audits and audit reviews are some of the measures undertaken to ensure workplace safety.

### 13. Number of Complaints on the following made by employees

	FY 2023			FY 2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions						
Health & Safety						

### 14. Assessments for the year

	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	

### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

No incidents were found during the assessment. However, we have preventive measures in case of any safety-related incident such as safety induction training to every employee and worker, safety sensors for access protection, scheduled machine preventive maintenance.

## Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

### ESSENTIAL INDICATORS

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

The first step in identifying primary internal and external stakeholder groups involves the careful selection considering factors such as their material influence, significance, and relevance to the organization. This includes investors, customers, suppliers and vendors, employees, regulatory and statutory bodies, as well as local communities etc.

#### 2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Annual report, Newspaper, press releases, Stock Exchanges, Company website	As and when required	Financial and sustainability performance, profitability, risks and opportunities, trust, and accountability
Employees	No	Email, employee meetings and conferences, one-on-one meetings, Company Website	Monthly	Productivity and efficiency, training and awareness, growth and development
Regulatory and statutory bodies	No	Statutory reports, compliance-related communication channels,	As per requirement & demand if any	Good governance and compliance, policy advocacy
Customers	No	Email, one-on-one meetings, conferences, press releases, Company Website	As and when required	Product quality, availability, environmental performance of the product, customer satisfaction
Suppliers and Vendors	No	Email, supplier meetings, product workshops, Company Website	As and when required	Material input quality, timely supply of materials, safety and environmental standards of the materials
Communities	Yes	Offline engagements, community visits and projects, focus-group discussions	As and when required	Community engagements, grievances, and feedback

## Automotive Stampings and Assemblies Limited

### Principle 5: Businesses should respect and promote human rights

#### ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format

Category	FY 2023			FY 2022		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	437	437	100%	461	461	100%
Other than permanent	31	31	100%	31	31	100%
Total employees	468	468	100%	492	492	100%
<b>Workers</b>						
Permanent	0	0	0	0	0	0
Other than permanent	1009	1009	100%	1157	1157	100%
Total workers	1009	1009	100%	1157	1157	100%

2. Details of minimum wages paid to employees and workers

Category	FY 2023					FY 2022				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No (B)	% (B/A)	No (C)	% (C/A)		No (E)	% (E/D)	No (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>										
Male	435	0	0%	435	100%	460	0	0%	460	100%
Female	2	0	0%	2	100%	1	0	0%	1	100%
<b>Other than permanent</b>										
Male	29	0	0	29	100%	29	0	0	29	100%
Female	2	0	0	2	100%	2	0	0	2	100%
<b>Permanent</b>										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Other than permanent</b>										
Male	1005	1005	100%	0	0%	1157	1157	100%	0	0%
Female	4	4	100%	0	0%	1	1	100%	0	0%

**3. Details of remuneration/salary/wages, in the following format:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	5	NA*	1	NA*
Key Managerial Personnel	2	60,19,296	0	0
Employees other than BoD and KMP	462	4,03,584	4	3,76,716
Workers	1005	1,87,740	4	1,33,896

*\*All six of the Board of Directors are non-executive directors and are paid only sitting fees for the board meetings attended.*

**4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Ethics Counsellor is responsible for addressing human rights impacts or issues. The Company has no specific Policy on Human Rights. However, the same is covered in our TATA Code of Conduct.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issue**

We have an internal mechanism in place to redress grievances related to human rights. All protected disclosures concerning human rights, or any other matter can be reported to Ethics Counselor of the Company or to the Chairman of the Audit Committee at the respective business unit for investigation. The different channels for raising grievances related to human rights issues can be found in our Whistle Blower Policy at <https://autostampings.com/wp-content/uploads/2022/04/Whistle-Blower-Policy-Vigil-Mechanism.pdf>

**6. Number of Complaints on the following made by employees and workers**

	FY 2023		FY 2022	
	Filed during the year	Pending resolution at the end of year	Filed during the year	Pending resolution at the end of year
Sexual Harassment	0	0	0	0
Discrimination at workplace	0	0	0	0
Child Labour	0	0	0	0
Forced Labour/ Involuntary Labour	0	0	0	0
Wages	0	0	0	0
Other human rights related issues	0	0	0	0

## Automotive Stampings and Assemblies Limited

### 7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The Company condemns any kind of discrimination, harassment, victimization, or any other unfair employment practice being adopted against the complainant. The identity of a subject will be kept confidential as required by the law and the needs of the investigation. False allegations of wrongdoings on subjects will not be entertained unless supporting evidence is presented. The same can be found here: <https://autostampings.com/wp-content/uploads/2022/04/Whistle-Blower-Policy-Vigil-Mechanism.pdf>

### 8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, clauses on human rights are part of the business agreements and contracts. Compliance to the TATA Code of Conduct is included in the business agreements and contracts. The supplier must meet the requirements of prohibiting child labour and forced labour, providing safe working conditions, and complying with regulations on minimum wage and working hours.

### 9. Assessments for the year

Section	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Sexual harassment	100%
Discrimination at workplace	100%
Child Labour	100%
Forced Labour/ Involuntary Labour	100%
Wages	100%

### 10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above

No violations were found during the assessment. However, we have appropriate measures such as manpower recruitment restrictions for below 18 years of age, strict gate control for anyone below 18 years and salary transfer to respective bank accounts, in place to address risks or concerns against child and forced/involuntary labour.

**Principle 6: Businesses should respect and make efforts to protect and restore the environment**

**ESSENTIAL INDICATORS**

**1. Details of total energy consumption (in GJ) and energy intensity, in the following format**

Parameter	FY 2023	FY 2022
Total electricity consumption (A) (GJ)	42,771	31,551
Total fuel consumption (B) (GJ)	910	458
Energy consumption through other sources (C) (GJ)	0	0
<b>Total energy consumption (A+B+C) (GJ)</b>	<b>43,681</b>	<b>32,009</b>
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) (in GJ/Crores)	52.74	52.66

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No

**3. Provide details of the following disclosures related to water, in the following format**

Parameter	FY 2023	FY 2022
<b>Water withdrawal by source (in kiloliters)</b>		
(i) Surface water	-	-
(ii) Groundwater	190	200
(iii) Third party water	4,064	7,165
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
<b>Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)</b>	<b>4,254</b>	<b>7,365</b>
<b>Total volume of water consumption (in kiloliters)</b>	<b>3,615</b>	<b>6,260</b>
<b>Water intensity per rupee of turnover (Water consumed / turnover in Crores)</b>	<b>4.3</b>	<b>10.2</b>

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

**4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Not Applicable

## Automotive Stampings and Assemblies Limited

5. Provide details of air emissions (other than GHG emissions) by the entity, in the following format.

Parameter	Please specify unit	FY 2023	FY 2022
NOx	ppm	0.7	2.8
SOx	Kg/day	0.7	2.8
Particulate matter (PM)	(mg/Nm <sup>3</sup> )	2.2	2.5
Persistent organic pollutants (POP)	N.A.	NA	NA
Volatile organic compounds (VOC)	ppm	NA	NA
Hazardous air pollutants (HAP)	N.A.	NA	NA
Others – please specify	N.A.	NA	NA

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format

Parameter	Please specify units	FY 2023	FY 2022
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	443.62	324.54
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	7,289.49	7,825.50
<b>Total Scope 1 and Scope 2 emissions per Crores of turnover</b>	tCO <sub>2</sub> e/ Crore INR	9.34	13.4

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details

Not applicable

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023	FY 2022
	Total Waste generated (in MT)	
Plastic waste (A)	0	0
E-waste (B)	0	0
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0.345	4.32
Other Non-hazardous waste generated (H). Please specify, if any.	446.45	245
<b>Total (A+B + C + D + E + F + G + H)</b>	446.79	249.32

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 2023	FY 2022
	Total Waste generated (in MT)	
(i) Recycled	446.45	245
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	<b>446.45</b>	<b>245</b>

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 2023	FY 2022
	Total Waste generated (in MT)	
(i) Incineration	0.345	4.32
(ii) Landfilling	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	<b>0.345</b>	<b>4.32</b>

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. : No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes

All the plants are compliant to the permissible limits prescribed by Central Pollution Control Board (CPCB) and State Pollution Control Boards (SPCBs) for air emissions, effluent quality and discharge, hazardous waste disposal. The Company recycles steel scrap, oils, hazardous waste via authorized agencies.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, specify details in the following format

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
	NA	NA	NA

## Automotive Stampings and Assemblies Limited

### 11. Details environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA	NA	NA	NA	NA	NA

### 12. Is the entity compliant with the applicable environmental law / regulations / guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act, and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken if any
	NA	NA	NA	NA

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

#### ESSENTIAL INDICATORS

1.
  - a. Number of affiliations with trade and industry chambers / associations: one
  - b. List the top 10 trade and industry chambers / associations (determined based on the total members of such a body) the entity is a member of / affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Automotive Component Manufacturers Association	National

### 2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Nil

**Principle 8: Businesses should promote inclusive growth and equitable development**

**ESSENTIAL INDICATORS**

- 1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current FY 23**

Not Applicable

- 2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity in the following format**

Not Applicable

- 3. Describe the mechanisms to receive and redress grievances of the community**

We engage with our communities constantly through needs assessments, and impact assessments that serve as a platform for communities to represent their concerns and grievances. We engage with our community to minimize any adverse impact that our business operations may have on the local community. Communities can reach out to Ethics Counsellor and/or Chairman of the Audit Committee.

- 4. Percentage of input material (inputs to total inputs by value) sourced from suppliers**

Category of waste	FY 2023	FY 2022
Directly sourced from MSMEs/ small producers	15.56%	11.86%
Sourced directly from within the district and neighbouring districts	98.54%	98.23%

**Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner**

**ESSENTIAL INDICATORS**

- 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback**

We are committed to supplying products and services of world-class quality that meet all applicable standards. We have a mechanism in place to receive and respond to consumer complaints on product and service quality and other issues of interest to them. Consumers can contact for feedback via [cs@autostampings.com](mailto:cs@autostampings.com)

- 2. Turnover of products and / services as a percentage of turnover from all products/ service that carry information about**

State	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	
Recycling and/or safe disposal	

## Automotive Stampings and Assemblies Limited

### 3. Number of consumer complaints in respect of the following:

	FY 2023			FY 2022		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Cyber-security	Nil	NA		Nil	NA	
Data Privacy	Nil	NA		Nil	NA	
Delivery of essential services	Nil	NA		Nil	NA	
Restrictive trade practices	Nil	NA		Nil	NA	
Unfair trade practices	Nil	NA		Nil	NA	

### 4. Details of instances of product recalls on accounts of safety issues

	Number	Reason for recall
Voluntary recalls	Nil	Not Applicable
Forced recalls	Nil	Not Applicable

### 5. Does the entity have a framework / policy on cyber security and risks related to data privacy? (Yes/ No) If available, provide a web-link of the policy.

We are in the process of implementing robust Information & Cyber Security Policy framework during the FY 2023-24. We plan to implement ISMS ISO 27001:2022 during FY 2023-24. ISO 27001 Certification is also targeted during FY 2023-24.

### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services

Not applicable, there has been no such instance that occurred during FY 2022-23.

## REPORT ON CORPORATE GOVERNANCE

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the TATA's and ethos.

The Company has a strong legacy of fair, transparent and ethical governance practices. 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.

Pursuant to Listing Regulations, the Company has executed fresh Listing Agreement with the Stock Exchange(s).

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

A report, in line with the requirements of Listing Regulations for the year ended March 31, 2023 is given below:

### BOARD OF DIRECTORS:

- **Composition of the Board:**

The Board of Directors of the Company consists of six Directors as on March 31, 2023. All six are Non-Executive Directors of whom three are independent with one being a Woman Director.

The Composition of the Board is in conformity with Regulation 17 of Listing Regulations read with Section 149 of the Company Act, 2013 ("Act").

Further, Mr. Deepak Rastogi, Non-Executive Director of the Company resigned from the post of Director on September 16, 2022. Mr. Deepak Rastogi was appointed on the Board of the Company in the year 2013.

Mr. Amit Dey was appointed as Non-Executive Non-Independent Director w.e.f. September 30, 2022.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors. None of the Directors is related to each other. None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all Public Companies in which he/ she is a Director. For this purpose, membership / Chairmanship in Audit Committee and Stakeholders Relationship Committee are considered. Further no person has been appointed or continues as an alternate director for an Independent Director of the Company. The necessary disclosures regarding Committee positions have been made by all the Directors.

## Automotive Stampings and Assemblies Limited

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

The Company has adopted the “TATA Code of Conduct” for all the employees of the Company. TATA Code of Conduct (TCoC) is a comprehensive written code which is applicable to all employees including CEO, the Managing and Executive Directors.

The TCoC is augmented by a number of policies that help strengthen governance practices at the Company. The Code lays emphasis amongst other things, on the integrity at workplace and in business practices, honest and ethical personal conduct, diversity, fairness and respect etc.

The Board has also approved a “Code of Conduct for Non-Executive Directors”. The Code was suitably modified in October, 2014 to include the duties of Independent Directors as laid down in the Act. 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).

The Company’s philosophy of Corporate Governance has been further strengthened through TATA Business Excellence Model, the TATA Code of Conduct, Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (“Insider Trading Code”) and the requirements of Corporate Governance under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Company has in place general Information Security Policy that ensures proper utilization of IT resources. The governance of the Company is guided by strong emphasis on transparency, commitment to values, Accountability and integrity.

Further, all the Board Members and Senior Management Personnel of the Company as per Listing Regulations have affirmed 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.

- **Vigil Mechanism / Whistle Blower Policy:**

The Company has put in place a Vigil Mechanism / 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.

The Company has revised the Whistle-Blower policy to include “reporting of incidents of leak or suspected leak of Unpublished Price Sensitive Information (UPSI)” in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and the revised Vigil Mechanism / Whistle Blower Policy was approved by the Audit Committee and the Board effective from April 1, 2019 respectively.

The policy as approved may be accessed on the Company’s website at the link [www.autostampings.com](http://www.autostampings.com). All Directors and employees have access to the Chairman of the Audit Committee. The policy with the name and address of Chairman of the Audit Committee has been circulated to the employees. Further no personnel have been denied access to the Audit Committee during the period under review.

- **Number of Board Meetings:**

During the financial year 2022-23, 6 (Six) Board Meetings were held and the gap between two Board Meetings did not exceed 120 days. The meetings were held on April 25, 2022, August 01, 2022, September 16, 2022, November 13, 2022, January 25, 2023 and March 17, 2023. The necessary quorum was present for all the above mentioned Board Meetings.

- **Information placed before the Board:**

During FY 2022-23, Agenda papers along with detailed notes are being circulated in advance of each meeting of the Board. Information as mentioned under Part A of Schedule II of Listing Regulations have been placed before the Board for its consideration from time to time.

The Company has a robust and effective framework for monitoring compliances with applicable laws and to provide updates to senior management and the Board on a periodic basis. The Board periodically reviews Compliance Reports with respect to all applicable laws to the Company.

- **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 2022-23.

No Director of the Company is related to any other Director of the Company.

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

The information tabled as follows is as on March 31, 2023:

Name of Director (DIN)	Category of Directorship	No. of Board Meetings Attended during FY 2022-23	Whether attended last] AGM held on June 9th 2022 (Yes/ No)	Number of Directorship in other public Companies **	Directorship in listed entity and the category of Directorship	Number of Committee positions held in public companies@	
						Chairman	Member
Mr. Pradeep Bhargava^ (DIN: 00525234)	Chairman, Non-Executive, Independent	6	Yes	3	• Automotive Stampings And Assemblies Limited - Non Executive Independent Director	0	1
Mr. Prakash Gurav (DIN: 02004317)	Non-Executive, Independent	6	Yes	7	• Automotive Stampings And Assemblies Limited - Non Executive Independent Director • Tide Water Oil Co India Ltd- Non Executive Independent Director • Jupiter Wagons Limited- Non Executive Independent Director • Kolte-Patil Developers Limited - Non Executive Independent Director	4	8
Ms. Bhavana Bindra (DIN:07314422)	Non-Executive Independent	4	Yes	2	• Automotive Stampings And Assemblies Limited –Non Executive Independent Director • Kennametal India Limited –Non Executive Independent Director	-	2
Mr. Arvind Goel (DIN: 02300813)	Non-Executive Non Independent	6	Yes	6	• Automotive Stampings And Assemblies Limited –Non Executive Director Non-Independent Director	-	3
Mr. Bharatkumar Parekh (DIN: 01521346)	Non-Executive Non Independent	6	Yes	3	• Automotive Stampings And Assemblies Limited – Non Executive Director Non-Independent Director	-	4
Mr. Amit Dey (DIN 09750551)	Non-Executive Non Independent	3	NA	-	AutomotiveStampings And Assemblies Limited – Non-Executive- Non-Independent Director	-	1

## Automotive Stampings and Assemblies Limited

\*\* This includes Directorships and alternate Directorships held in other Public limited Companies excluding listed companies and directorship in private, foreign, one person Companies, Companies under Section 8 of the Companies Act, 2013.

@ This covers Membership / Chairmanship of 'Audit Committee' and 'Stakeholders Relationship Committee' in all Public limited Companies (including Automotive Stampings and Assemblies Limited) as per Regulation 26(1) (b) of Listing Regulations.

Details about Directors seeking appointment / reappointment at the forthcoming Annual General Meeting are given separately in this report along with Notice convening the said Meeting.

### Notes:

Independent Directors are non-executive directors as defined under Section 149(6) of the Act and Regulation 16(1) (b) of Listing Regulations. The maximum tenure of the Independent Directors is in compliance with the Act. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that:

- a) They meet the criteria of independence and fulfil the conditions specified in Listing Regulations and Section 149 of the Act and are independent of the management.
- b) They are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence in terms of Regulation 25(8) of Listing Regulations.
- c) Not being a Director in more than ten public companies (to a limit of seven listed companies) and ten private companies, aggregating to not more than twenty companies. Further, confirmation has been received from Independent Director to adhere to this requirement for FY 2023-24 as well.
- d) They have complied with the requirement of inclusion of their name in the data bank maintained by Indian Institute of Corporate Affairs as envisaged under Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, as applicable and they hold valid registration certificate with the Data Bank of Independent Directors.

The Board confirms that the Independent Directors fulfil the conditions specified in Section 149 of the Act and Regulation 16(1) (b) of the Listing Regulations and are independent of the management.

**The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for the Company to function effectively,**

those actually available with the Board and the names of directors who have such skills / expertise / competence :

Areas of skills/expertise	Name of Director						
	Mr. Pradeep Bhargava	Mr. Prakash Gurav	Ms. Bhavna Bindra	Mr. Arvind Goel	Mr. Deepak Rastogi#	Mr. Bharat Parekh	Mr. Amit Dey*
Knowledge understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates	√	√	√	√	√	√	√
Behavioural Skills – Attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders	√	√	√	√	√	√	√
Strategic thinking and decision making	√	√	√	√	√	√	√
Financial Skills	√	√	√	√	√	√	√
Technical / Professional skills and specialized knowledge to assist the on-going aspects of the business	√	√	√	√	√	√	√

# Mr. Deepak Rastogi ceased to be Non-Executive Non-Independent Director w.e.f. September 16, 2022

\* Mr. Amit Dey was appointed as Non-Executive Non-Independent Director w.e.f. September 30, 2022.

## AUDIT COMMITTEE:

The Company has an Audit Committee of the Board of Directors in compliance with Regulation 18 of the Listing Regulations and Section 177 of the Act.

The Committee comprises 4 (four) Members, 3 being Independent Directors and 1 Non-Executive Non-Independent Director.

Mr. Prakash Gurav is the Chairman of the Committee and Mr. Pradeep Bhargava, Ms. Bhavna Bindra and Arvind Goel are the other Members.

During the year Mr. Deepak Rastogi ceased to member of committee w.e.f. September 16, 2022 and Mr. Amit dey was appointed as member w.e.f. October 12, 2022, he ceased to be member w.e.f. February 02, 2023. Mr. Arvind Goel was appointed as member w.e.f. February 02, 2023.

All the Members are financially literate and two members have accounting or related financial management expertise. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Act and Listing Regulations.

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 permanent invitees to the Audit Committee meetings.

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

The Chairman of the Audit Committee was present at the 32<sup>nd</sup> Annual General Meeting held on June 09, 2022.

## Automotive Stampings and Assemblies Limited

### • Terms of Reference of Audit Committee:

Audit Committee's terms of reference include the role, powers and functions of the Audit Committee in conformity with Section 177 of the Act, Regulation 18 of the Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended which includes:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-Section (3) of Section 134 of the Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

The Audit Committee shall mandatorily review the following information:

- 1) Management Discussion and Analysis of financial condition and results of operations;
  - 2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - 3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - 4) Internal Audit reports relating to internal control weaknesses; and
  - 5) The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
  - 6) Statement of deviations:
    - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
    - b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).
  - 7) Compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time at least once in a financial year (effective from April 1, 2019) and shall verify that the systems for internal control are adequate and is operating effectively.
- **Meetings and attendance during the year:**

Five Audit Committee meetings were held during financial year 2022-23. The meetings were held on April 25, 2022, August 01, 2022, September 16, 2022, November 13, 2022, and January 25, 2023. The necessary quorum was present at all the Audit Committee Meetings.

## Automotive Stampings and Assemblies Limited

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

Name of Director	Designation	Category of Directorship	No. of meetings attended #
Mr. Prakash Gurav	Chairperson	Non-Executive, Independent	5
Mr. Pradeep Bhargava	Member	Non-Executive, Independent	5
Ms. Bhavna Bindra	Member	Non-Executive, Independent	3
Mr. Deepak Rastogi	Member	Non-Executive- Non Independent Director	2*
Mr. Amit Dey	Member	Non-Executive -Non Independent Director	2*
Mr. Arvind Goel	Member	Non-Executive - Non Independent Director	0*

# Number of meetings held during financial year 2022-23: Five

During the year Mr . Deepak Rastogi ceased to member of committee w.e.f. September 16, 2022 and Mr. Amit dey was appointed as member w.e.f. October 12, 2022, he ceased to be member w.e.f. February 02, 2023. Mr. Arvind Goel was appointed w.e.f. February 02, 2023.

### NOMINATION AND REMUNERATION COMMITTEE:

The Company has Nomination and Remuneration Committee of the Board in compliance with the requirements of Regulation 19 of Listing Regulations and Section 178 of the Act. The Committee comprises (3) three Members of whom two are Independent Directors.

Mr. Prakash Gurav is the Chairman of the Committee. Mr. Pradeep Bhargava and Mr. Arvind Goel are the other Members of the Committee.

### The terms of reference are as under:

- 1) Recommend to the Board the setup and composition of the Board and its Committees. This shall include "Formulation of the criteria for determining qualifications, positive attributes and independence of a Director.
- 2) Periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- 3) Identifying person who are qualified to become Directors and who may be appointed in Senior Management in accordance with criteria laid down and Recommend to the Board their appointment or removal.
- 4) Devise a policy on Board diversity.
- 5) Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by the Committee).
- 6) Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and Individual Directors.
- 7) Formulation of criteria for evaluation of Independent Directors and the Board.
- 8) Oversee the performance review process of the KMP and the executive team of the Company.
- 9) Recommend to the Board the remuneration policy for Directors, Senior Management / executive team/ KMP as well as the rest of the employees.
- 10) Recommend to the Board all remuneration in whatever form payable to Directors, KMP and Senior Management / other employees of the Company.

- 11) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- 12) Oversee familiarization programmes for Directors.
- 13) Oversee the HR philosophy, HR and People strategy and HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for Board, KMP and Senior Management / executive team).
- 14) Performing such other duties and responsibilities as may be consistent with the provisions of the Committee Charter.

Three meetings of the Nomination and Remuneration Committee were held during the financial year 2022-23. The meetings were held on April 25, 2022, September 16, 2022, March 17, 2023

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

Name of Director	Designation	Category of Directorship	No. of meetings attended #
Mr. Prakash Gurav	Chairperson	Non-Executive, Independent	3
Mr. Pradeep Bhargava	Member	Non-Executive, Independent	3
Mr. Arvind Goel	Member	Non-Executive Non Independent director	3

# Number of meetings held during the financial year 2022-23: Three

#### DETAILS OF REMUNERATION TO ALL DIRECTORS:

The remuneration of Manager, designated as Chief Executive Officer is approved by the Nomination and Remuneration Committee, the Board of Directors and Shareholders of the Company.

#### 1. Details of managerial remuneration for the financial year 2022-23 are given below:

(₹. in Lakhs)

Name	Salary and Allowances	Perquisites	Retirement Benefits	Contribution to Funds	Total
Mr. Jitendraa Dikshit Manager	79.20	8.82	9.71	-	97.73

#### Details of Service contracts, notice period, severance fees etc.

Name	Service contracts	Notice period an severance fees	No of equity shares held / Stock option details
Mr. Jitendraa Dikshit Manager	Manager designated as Chief Executive Officer for period from October 17, 2022 to November 16, 2025.	3 months' notice of such termination or paying 3 months' salary in lieu thereof.	Nil

#### 2. Details of remuneration of Non- Executive Directors:

##### Sitting fees to Directors:

Based on the Advisory note on remuneration to Non-Executive Directors, the Company pays Rs. 50,000/- as sitting fees to each Non-Executive Director for attending every 'Board Meeting', 'Audit Committee

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Meeting', 'Nomination and Remuneration Committee Meeting' respectively and Rs. 20,000/- to each Non-Executive Director for attending every 'Stakeholders Relationship Committee Meeting', 'Corporate Social Responsibility Committee Meeting' and 'Independent Directors' Meeting' respectively.

The details of Sitting Fees to Non-Executive Directors for the financial year 2022-23 are as under:

Sl. No.	Name of the Director	Amount (INR in Lakhs)
1	Mr. Pradeep Bhargava	7.00
2	Mr. Prakash Gurav	7.60
3	Ms. Bhavna Bindra	3.70
4	Mr. Arvind Goel	2.00
5	Mr. Deepak Rastogi	-
6	Mr. Bharatkumar Parekh	-
7	Mr. Amit Dey	-

None of the Directors of the Company is in receipt of any kind of remuneration / commission other than the Sitting Fees as mentioned above. None of the Directors holds any equity shares or convertible instruments of the Company. The Company has not provided any stock option to Directors of the Company.

### STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Committee comprises three Non-Executive Directors, Mr. Amit Dey as Chairman, Mr. Prakash Gurav, Mr. Arvind Goel and Mr. Bharatkumar Parekh as Members.

The composition of Stakeholders Relationship Committee complies with the requirement of Regulation 20 of Listing Regulations read with Section 178 of the Act.

#### • Terms of Reference

The role of 'Stakeholders Relationship Committee' has been revised by shifting the responsibility w.r.t ensuring Compliance under the 'TATA Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices' to Audit Committee of the Board and revised in compliance with Listing Regulations. The functioning and terms of reference of the Committee as prescribed and in due compliance with the Act and Regulation 20 read with part D of Schedule II of Listing Regulations which includes:

1. Review statutory compliance relating to all security holders;
2. Consider and resolve the grievances of security holders of the Company including complaints related to transfer of securities, non-receipt of annual report/declared dividends/ notices/ balance sheet;
3. Review of measures taken for effective exercise of voting rights by shareholders.
4. Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund;
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
6. Oversee and review all matters related to the transfer of securities of the Company;
7. Approve issue of duplicate certificates of the Company

8. Review movements in shareholding and ownership structures of the Company
9. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.; and
10. Recommend measures for overall improvement of the quality of investor services.

One meeting of the 'Stakeholders Relationship Committee' was held during the financial year 2022- 23 on January 25, 2023.

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

Name of Director	Designation	Category of Directorship	No. of meetings attended#
Mr. Deepak Rastogi*	Chairman	Non-Executive, Non-Independent	0
Mr. Amit Dey*	Chairman	Non-Executive, Non-Independent	1
Mr. Prakash Gurav	Member	Non-Executive, Independent	1
Mr. Arvind Goel *	Member	Non-Executive, Non-Independent	0
Mr. Bharatkumar Parekh	Member	Non-Executive, Non-Independent	1

# Number of meetings held during financial year 2022-23: One

\*Mr. Deepak Rastogi resigned from the post of director w.e.f September 16th , 2022 . Consequently, ceased to be member of the Committee. Mr. Amit Dey was appointed as a member of SR Committee w.e.f. October 12, 2022. The details of Shareholders Complaints received so far, resolved and pending during the Financial Year 2022-23 are as follows:

Opening Balance	Received during year	Resolved during year	Pending/ closing balance	Not solved to the satisfaction of Shareholders
0	25	24	1	-

Note: Pursuant to notification number LIST/COMP/15/18-19 dated July 05, 2018 issued by SEBI transfer of securities held in physical form has not been permitted after March 31, 2019. However there is no restriction on/ transmissions/ transposition of securities held in physical form.

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

- Chief Executive Officer;
- Chief Financial Officer; and
- Company Secretary

Mr. Prasad Zinjurde, Company Secretary was the Compliance Officer of the Company till March 11, 2023.

Mr. Shrikant Joshi, Company Secretary is the Compliance Officer of the Company w.e.f. April 28, 2023.

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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 were no pending share transfers as on March 31, 2023.

Name and designation of Compliance officer and Nodal Officer for IEPF Compliances:

Name of the Company Secretary and the Compliance Officer, Nodal Officer for IEPF Compliances	Mr. Prasad Zinjurde (till March 11, 2023) Mr. Shrikant Joshi (w.e.f. April 28, 2023)
Address	TACO House, Plot No- 20/B FPN085, V.G. Damle Path ,Off Law College Road, Erandwane, Pune: 411004
Email Id	<a href="mailto:cs@autostampings.com">cs@autostampings.com</a>
Contact No.	020-66085000

### CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The CSR Committee was constituted under Section 135 of the Act which comprises four Non-executive Directors' viz. Ms. Bhavna Bindra as Chairperson, Mr. Arvind Goel\*, and Mr. Bharatkumar Parekh, Mr. Amit Dey\*.

The role of the Committee includes the following:

1. To formulate and recommend to the Board, the CSR Policy to be undertaken by the Company.
2. To recommend the amount of expenditure to be incurred on the activities referred to in clause above.
3. To monitor implementation of CSR activities in terms of CSR Policy.
4. To monitor compliance requirements of the Act and Rules made there under w.r.t. CSR.
5. To oversee the Company's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen.
6. To oversee activities impacting the CSR projects.
7. To monitor the CSR policy and expenditure of the material subsidiaries.

During the year one CSR committee meeting was held on January 25, 2023.

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

Name of Director	Designation	Category of Directorship	No. of meetings attended#
Ms. Bhavna Bindra	Chairman	Non-Executive, Independent	1
Mr. Deepak Rastogi*	Member	Non-Executive, Non-Independent	0
Mr. Arvind Goel *	Member	Non-Executive, Non-Independent	0
Mr. Amit Dey*	Member	Non-Executive, Non-Independent	1

\*Mr. Deepak Rastogi resigned from the post of director w.e.f September 16, 2022, consequently ceased to be member of the Committee. Mr. Amit Dey was appointed as a member of CSR Committee w.e.f. October 12, 2022. Mr. Arvind Goel was appointed as a member of CSR Committee w.e.f. February 02,2023.

# Number of meetings held during financial year 2022-23: One

## **RISK MANAGEMENT COMMITTEE ('RMC') :**

The Committee is constituted and functions as per Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations to frame, implement and monitor the risk management plan for the Company which comprises four Non-executive Directors viz. Mr. Prakash Gurav as Chairperson, Mr. Arvind Goel\*, and Mr. Bharatkumar Parekh, Mr. Amit Dey\*.

The risk management process and the terms of reference enumerated in the Committee Charter, as mandated under the SEBI Listing Regulations are as follows:

- A. The Board of Directors shall exercise an overview of risk management functions performed by the Management. The Board shall delegate the responsibility of monitoring, reviewing and deploying Risk Management Plan to the Risk Management Committee. The Board may periodically review the performance of the Risk Management Committee. The Board shall be responsible to define the risk appetite of the Company.
- B. The Committee shall review the Risk Management Practices and actions deployed by the Management in respect of identification, assessment, monitoring, mitigation, and reporting of key risks to the achievement of business objectives. The Committee shall be entrusted with the following roles:
  - To formulate, review and amend the Risk Management Policy.
  - To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
  - To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
  - To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
  - To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
  - The appointment, removal and terms of remuneration of the Chief Risk Officer shall also be subject to review by the Risk Management Committee.
- C. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, under the guidance of Board of Directors.

During the year Two RMC committee meeting was held on August 01, 2022 and November 13, 2022,

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

<b>Name of Director</b>	<b>Designation</b>	<b>Category of Directorship</b>	<b>No. of meetings attended#</b>
Mr. Prakash Gurav	Chairman	Non-Executive, Independent	2
Mr. Arvind Goel*	Member	Non-Executive, Non-Independent	0
Mr. Deepak Rastogi*	Member	Non-Executive, Non-Independent	1
Mr. Bharatkumar Parekh	Member	Non-Executive, Non-Independent	2
Mr. Amit Dey*	Member	Non-Executive, Non-Independent	1

\*Mr. Deepak Rastogi resigned from the post of director w.e.f September 16, 2022, consequently ceased to be member of the Committee. Mr. Amit Dey was appointed as a member of RMC Committee w.e.f. October 12, 2022. Mr. Arvind Goel was appointed as a member of RMC Committee w.e.f. February 02, 2023.

# Number of meetings held during financial year 2022-23: Two

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### FAMILIARISATION PROGRAMME FOR DIRECTORS:

The Directors (Independent and Non-Independent) interacted with Senior Management Personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

The role, rights, duties and responsibilities of Independent Directors have been incorporated in the Letters of Appointment issued to them. The amendments / updates in statutory provisions are informed from time to time.

The information w.r.t. the nature of industry in which the Company operates and business model of the Company, etc. is made known through various presentations on operational performance, strategy, budgets & business forecasts, etc. to the Board.

The above initiatives help the Directors to understand the Company, its business and the regulatory frame work in which the Company operates to effectively fulfil their role as Directors of the Company.

The details of the Familiarization programme have been uploaded on the Company's website: [www.autostampings.com](http://www.autostampings.com)

### POLICIES W.R.T. (A) DETERMINING QUALIFICATIONS, ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR; (B) EVALUATION OF INDIVIDUAL DIRECTORS, THE BOARD & ITS COMMITTEES; AND (C) BOARD DIVERSITY:

The Company has adopted the Guidelines on Board Effectiveness ("Governance Guidelines" or "guidelines") which inter-alia cover Board Effectiveness Review, the Composition & Role of the Board and Nomination, appointment, induction & development of Directors. These Guidelines cover (a) the criteria for determining qualifications, attributes and independence of a Director; (b) formulation of criteria for evaluation of independent directors, the Board and its Committees; and (c) a policy on Board diversity.

#### Policy with respect to qualifications, attributes and independence of a Director:

- A Director will be considered as an "Independent Director" (ID) if the person meets with the criteria for 'Independent Director' as laid down in the Act and Listing Regulations.
- IDs should be thought/practice leaders in their respective functions/ domains in order to contribute to the overall skill-domain mix of the Board.
- IDs are expected to abide by the 'Code for independent directors' as outlined in the Act.

The Code specifies the guidelines of professional conduct, role and function and duties of independent directors.

### EVALUATION OF INDIVIDUAL DIRECTORS, THE BOARD & ITS COMMITTEES:

Pursuant to the provisions of the Act, Listing Regulations and Guidance Note on Board Evaluation issued by SEBI vide Circular dated January 5, 2017, the Board has carried out the annual performance evaluation for FY 2022-23 of its own performance, the Directors individually as well as the evaluation of the working of its Committees viz. 'Audit Committee', 'Nomination and Remuneration Committee', 'Corporate Social Responsibility Committee', 'Stakeholders Relationship Committee' and Risk Management Committee.

#### ➤ EVALUATION OF INDIVIDUAL DIRECTORS:

- The review of the performance of all the Directors (including the Chairman) was also evaluated for FY 2022-23 by the Nomination and Remuneration Committee.
- The performance review of the Non-Independent Directors was evaluated for FY 2022-23 in the meeting of the 'Independent Directors'.
- Performance evaluation of Independent Directors was done by the entire board, excluding the Independent Director being evaluated.

The broad criteria followed for evaluation of the performance of Individual Directors as per SEBI Guidance Note includes:

- A. Details of professional qualifications;
- B. Details of prior experience, especially the experience relevant to the Company;
- C. Knowledge and Competency;
- D. Fulfilment of functions;
- E. Ability to function as a team;
- F. Initiative;
- G. Availability and attendance;
- H. Commitment;
- I. Contribution;
- J. Integrity; and
- K. Independence.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of above criteria. Additionally, for the Chairman, the key aspects of the role have been considered like: (a) Efficient leadership, decisive, courteous, professionalism, coordinate the discussion and steer the meeting effectively; (b) Impartial in conducting discussions, seeking views and dealing with dissent; and (c) Communicating effectively with all stakeholders and enable meaningful relationships as required.

➤ **EVALUATION OF BOARD:**

- Areas for evaluation as per the guidance note on Board Evaluation as per SEBI Guidance Note :

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as:

- A. Structure of the Board;
- B. Meetings of the Board;
- C. Functions of the Board; and
- D. Board & Management.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as:

- A. Mandate and composition;
- B. Effectiveness of the Committee;
- C. Structure of the Committee and meetings;
- D. Independence of the Committee from the Board; and
- E. Contribution to decisions of the Board.

➤ **Meeting of Independent Directors:**

During the year under review, the Independent Directors met on March 17, 2023 and:

1. Reviewed the performance of Non-Independent Directors and the Board as a whole for FY 2022-23 and Chairman of the Company, taking into account the views of executive directors and non-executive directors.; and
2. Assessed the quality, quantity and timeliness of flow of information between the Management and the Board.

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All the Independent Directors were present at the Meeting.

In the Board meeting that followed the meeting of the Independent Directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual Directors was also discussed. The performance of the Chairman was evaluated for FY 2022-23 by the 'Nomination and Remuneration Committee' and the Board.

### Board Diversity:

The Board ensures that a transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is ensured that the Board has an appropriate blend of functional and industry expertise.

### **REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT / OTHER EMPLOYEES AS APPROVED BY THE BOARD AS PER PROVISIONS OF ACT AND LISTING REGULATIONS:**

#### Remuneration for Independent Directors and Non-independent Non-executive Directors:

1. Independent Directors ("ID") and Non-independent Non-executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of Committees of which they may be Members) and commission within regulatory limits.
2. Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the 'Nomination and Remuneration Committee' and approved by the Board.
3. Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).
4. Overall remuneration should be reflective of size of the Company, complexity of the sector/industry/ Company's operations and the Company's capacity to pay the remuneration.
5. Overall remuneration practices should be consistent with recognized best practices.
6. Quantum of sitting fees may be subject to review on a periodic basis, as required.
7. The aggregate commission payable to all the NEDs and IDs will be recommended by the 'Nomination and Remuneration Committee' to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
8. The 'Nomination and Remuneration Committee' will recommend to the Board the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.
9. In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/ her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/ Board Committee Meetings, General Meetings, Court Convened Meetings, Meetings with Shareholders/ Creditors/ Management, site visits, induction and training (organized by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a Director.

#### Remuneration for Managing Director ("MD")/ Executive Directors ("ED")/ Manager / Chief Executive Officer / Senior Management / KMP / rest of the employees:

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:
  - Market competitive (market for every role is defined as companies from which the Company attracts

- talent or companies to which the Company loses talent)
- Driven by the role played by the individual,
- Reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay
- Consistent with recognized best practices; and
- Aligned to any regulatory requirements.
- In terms of remuneration mix or composition:
  - The remuneration mix for the MD/ EDs/ Manager/ Chief Executive Officer is as per the contract approved by the Shareholders. In case of any change, the same would require the approval of the Shareholders.
  - Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
  - In addition to the basic/ fixed salary, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The Company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursments or insurance cover and accidental death and dismemberment through personal accident insurance.
  - The Company provides retirement benefits as applicable. Excludes employee covered by any longterm settlements or specific term contracts. The remuneration for these employees would be driven by the respective longterm settlements or contracts.
  - In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company provides such remuneration by way of annual incentive remuneration/ performance incentive subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of this component are:
    - a. Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
    - b. Industry benchmarks of remuneration,
    - c. Performance of the individual.

The Company provides the rest of the employees a performance linked bonus/incentive linked The performance linked bonus /incentive would be driven by the outcome of the performance appraisal process and the performance of the Company.

- **Remuneration payable to Director for services rendered in other capacity.**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such Director in any other capacity unless:

- a. The services rendered are of a professional nature; and
- b. The NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

## **GENERAL BODY MEETINGS:**

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

## Automotive Stampings and Assemblies Limited

AGM for the financial year	Date & Time of AGM	Venue	No. of Special Resolutions	Details of Special Resolutions passed
2021-22	June 09, 2022 at 11.00 a.m.	Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016.	2	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Jitendraa Dikkshit Manager designated as Chief Executive Officer</li> <li>2. Revision in remuneration of Mr. Jitendraa Dikkshit, Manager designated as Chief Executive Officer and payment of Incentives</li> </ol>
2020-21	May 28, 2021 at 11:00 a.m.	Through Audio Video Mean Deemed Venue: TACO House, Plot No- 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune: 411004, Maharashtra, India	2	<ol style="list-style-type: none"> <li>1. Revision in remuneration of Mr. Jitendraa Dikkshit, Manager designated as Chief Executive Officer and payment of Incentives.</li> <li>2. To approve Related Party transactions of the Company with FIAT India Automobiles Pvt. Ltd. (FIAT)</li> </ol>
2019-20	August 20, 2020 at 11.00 a.m.	Through Audio Video Mean Deemed Venue: TACO House, Plot No- 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune: 411004, Maharashtra, India	1	<ol style="list-style-type: none"> <li>1. Appointment of Mr. Jitendraa Dikkshit as a Manager designated as Chief Executive Officer</li> </ol>

Postal Ballot for the financial year	Date of Postal Ballot	Details of Special Resolutions passed	VOTING	RESULTS	Person Conducted Postal Ballot exercise
2022-23	December 23, 2022	NIL	NIL	NIL	Jayesh Parmar PCS C.P. No. 17776
2021-22	September 01, 2021	NIL	NIL	NIL	Jayesh Parmar PCS C.P. No. 17776
2021-22	June 03, 2021	To approve sell / transfer / dispose of ownership rights in land along with building situated at Chakan plant and Halol plant.	No. of Votes in Favour No. of Votes in against Voting Result	11,901, 343 364 Pass	Jayesh Parmar PCS C.P. No. 17776

The Shareholders passed all the Resolutions set out in the respective Notices.

No Extraordinary General Meeting of the members was held during FY 2022-23.

At the forthcoming AGM, there is no item on the Agenda that needs approval by postal ballot.

## 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 (including the risks which will threaten the existence of the Company), to manage the risk within its risk appetite and to provide reasonable assurance regarding the achievement of objectives of the Company.

The Senior Management prioritizes the risks and finalizes 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 financial year 2022-23, the Company had transactions with related parties as defined under the Act and Listing Regulations. The basis of related party transactions is placed before the Audit Committee. All these transactions with related parties were in the 'ordinary course of business' and on 'arm's length basis'. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are planned and / or repetitive in nature.

The actual transactions entered into pursuant to the omnibus approval so granted are placed at quarterly meetings of the Audit Committee. As per Regulation 23 of Listing Regulations, a transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited Financial Statements of the Company. All material Related Party Transactions (RPTs) shall require approval of the Members. Considering the definition of material RPTs, the Company has obtained approval from Members as under:

Sr. No.	AGM Details	Particulars
1	29th Annual General Meeting held on July 01, 2019	W.r.t. transactions with TATA Motors Limited, (being material RPTs as per Ind-AS) for a period of 5 years w.e.f. April 1, 2019.
2	30th Annual General Meeting held on August 20, 2020	W.r.t. transactions with TATA Autocomp Hendrickson Pvt Ltd and TATA Autocomp Systems Limited (being material RPTs as per (Ind-AS) for a period of 5 years w.e.f. April 1, 2020.
3	Postal Ballot (Through Remote E-Voting) on August 30, 2021	W.r.t. transactions with TATA Ficosa Automotive Systems Private Limited (TFASPL) (being material RPTs as per Ind-AS) for a period of 5 years w.e.f. April 1, 2021.
4	32nd Annual General Meeting held on June 09, 2022	W.r.t. transactions with TATA Autocomp Systems Limited (being material RPTs as per Ind-AS) for a period of 5 years w.e.f. June 11, 2022

## Automotive Stampings and Assemblies Limited

Sr. No.	AGM Details	Particulars
5	32nd Annual General Meeting held on June 09, 2022	<ul style="list-style-type: none"> <li>• W.r.t. transactions with TATA Gotion Green Energy Solutions Private Limited (being material RPTs as per Ind-AS) for a period of 5 years w.e.f. June 11, 2022.</li> <li>• W.r.t. transactions with TATA Motors Passenger Vehicles Limited (TMPVL) (being material RPTs as per Ind-AS) for a period of 5 years w.e.f. June 11, 2022.</li> </ul>
6	Postal Ballot (Through Remote E-Voting) on December 23, 2022	<ol style="list-style-type: none"> <li>1. W.r.t. transactions with FIAT India Automobiles Pvt. Ltd. (FIAT) (being material RPTs as per Ind-AS) for a period of 5 years w.e.f. December 23, 2022.</li> <li>2. W.r.t. transactions with TATA STEEL DOWNSTREAM PRODUCTS LIMITED (TSDPL) (being material RPTs as per Ind-AS) for a period of 5 years w.e.f. December 23, 2022.</li> </ol>

Except transactions with above referred Related Parties there were no material related party transactions in terms of Listing Regulations, during the financial year. Suitable disclosure as required has been made in the Note No. 37 to the Financial Statements. The Board has revised its 'Policy on Related Party Transactions' in line with SEBI Listing Regulations amendments w.e.f. April 1, 2020 which has been uploaded on the Company's website: [www.autostampings.com](http://www.autostampings.com).

Transaction with person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the Company have been disclosed in the accompanying Financial Statements.

### 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 interest or in which he/she may have potential conflict of interest with the interest of the Company at large.

### MEANS OF COMMUNICATION

- The Quarterly, Half-Yearly and Annual Results are published in Financial Express / Free Press Journal and Loksatta / Navshakti as required under the Regulation 47 of Listing Regulations.
- The financial results are also posted on the Company's website: [www.autostampings.com](http://www.autostampings.com).
- Management Discussion and Analysis has been covered in the Board's Report.
- The Company also displays official news releases, ratings and presentations, if any, made to institutional investors or the analysts on the Company's website: [www.autostampings.com](http://www.autostampings.com) and websites of BSE and NSE viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

### GENERAL SHAREHOLDER INFORMATION

- AGM: Day, Date, Time and Venue : Monday, August 14, 2023 at 11.00 a.m. (IST)  
Annual General Meeting at Moolgaokar Auditorium, Ground Floor, A Wing, MCCI Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016.

- Financial year : April 1st to March 31st

- Profile of Directors being re-appointed:

The additional information required under Regulation 36 of SEBI Listing Regulations in respect of Director eligible for re-appointment is as under:

Profile of Mr. Bharatkumar Parekh (DIN: 01521346) who is being re-appointed:

Date of Birth and Age	October 22, 1955– 67 years
Date of first Appointment	January 21, 2019
Qualifications	Mr. Parekh holds a Bachelor of Technology (Mechanical) degree from Indian Institute of Technology (1977), Mumbai and a Post Graduate Diploma in Business Management from IIM, Ahmedabad (1980).
Expertise in specific functional areas	Mr Parekh works as a Consultant/ Advisor to different Companies (including TATA AutoComp Systems Ltd. Holding Company). He has over 39 years of experience in all facets of Purchase & Supply Chain (Materials Management, Procurement and Strategic Sourcing).
Terms and conditions of appointment/ re-appointment	Non-Executive Director liable to retire by rotation
Details of remuneration last drawn (FY 2022-23) and sought to be paid, if applicable	NIL
No. of Board Meetings attended during the FY 2022-23	6
Relationships* between Directors inter-se	NIL
List of Companies in which Directorships held as on March 31, 2023 (excluding foreign and Section 8 Companies)	<ol style="list-style-type: none"> <li>1. Automotive Stampings and Assemblies Limited</li> <li>2. TATA Toyo Radiator Limited</li> <li>3. TM Automotive Seating Systems Private Limited</li> <li>4. TATA Ficosa Automotive Systems Private Limited</li> <li>5. Revent Precision Engineering Limited.</li> <li>6. TACO EV Component Solutions Private Limited.</li> <li>7. TACO Punch Powertrain Private Limited</li> <li>8. TATA Autocomp Seco Powertrain Private Limited</li> <li>9. Revent Metalcast Limited</li> </ol>
Chairmanship / Membership of specified Committees** of the Boards of above Companies as on March 31, 2023	Membership - 4 Chairmanship - Nil
No. of shares held in the Company: a. Own b. For other persons on a beneficial basis*	Nil

\* Mr. Bharatkumar Parekh and his relatives do not hold any shares in the Company and is not related with other Directors, Manager and other Key Managerial Personnel of the Company.

\*\* Membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee.

Financial Calendar for the financial year 2023-24:

1. First Quarter Results – Before August 14, 2023;
2. Half yearly Results – Before November 14, 2023;
3. Third Quarter Results – Before February 14, 2024; and

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4. Results for the year ending March 31, 2024 – Before end of May, 2024.

Dividend payment date: The Board of Directors has not recommended a dividend in F.Y. 2022-23.

Date of Book Closure: Tuesday, August 08, 2023 to Monday, August 14, 2023. (Both days inclusive).

Listing on Stock Exchanges: BSE Limited- Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited-Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Your Company is regular in paying Annual Listing Fees of the Exchanges. For FY 2023-24, Company is in process of paying Annual Listing Fees.

Stock Code: “520119” on BSE Limited and “ASAL” on The National Stock Exchange of India Limited.

Demat ISIN Number for NSDL & CDSL: INE900C01027

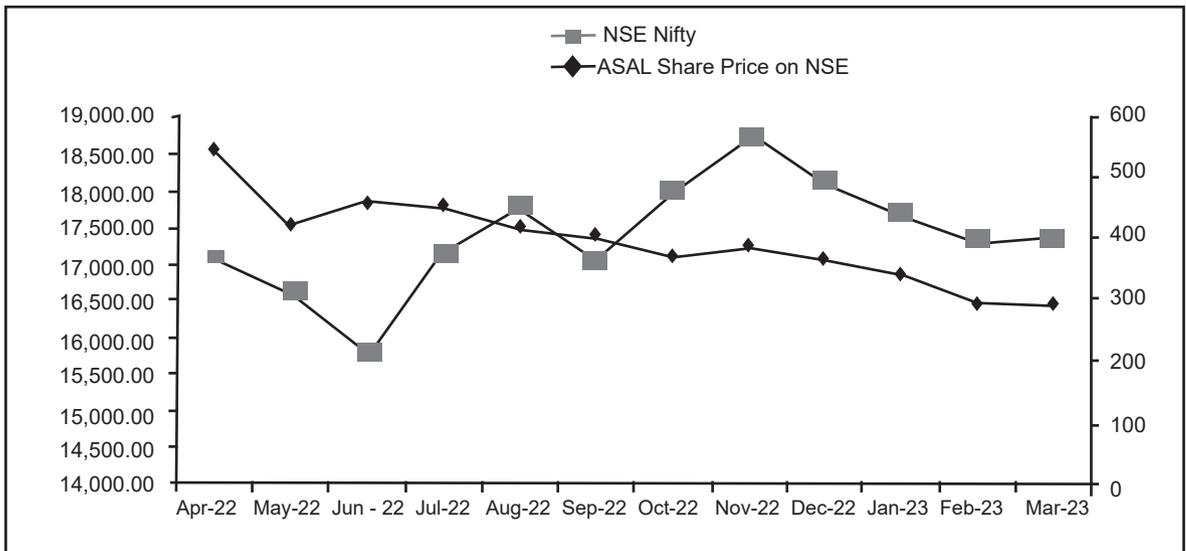
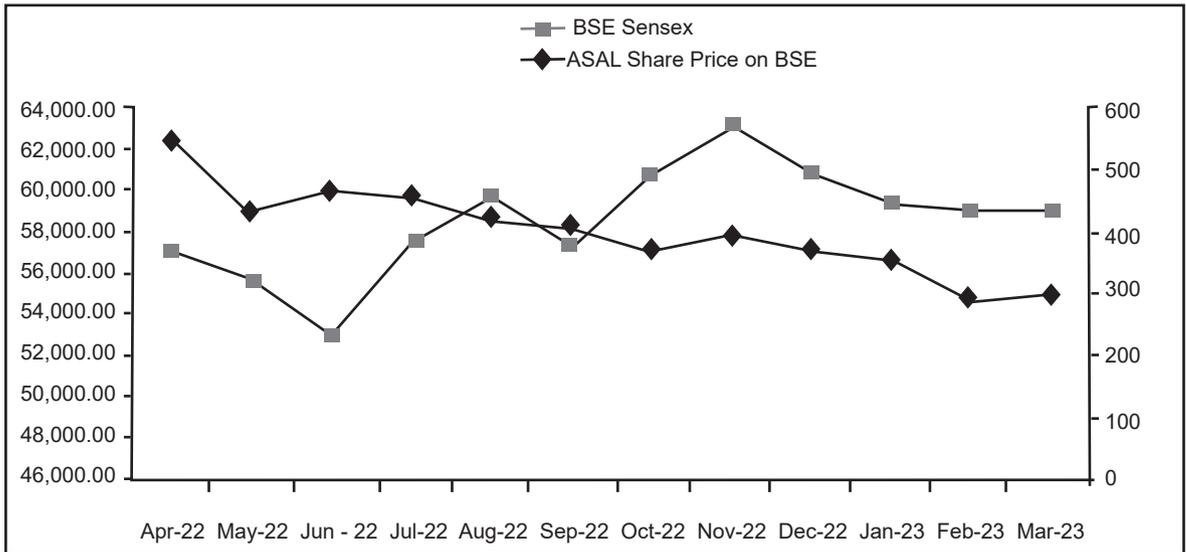
High/Low of market price of the Company’s shares traded on BSE Limited & The National Stock Exchange of India Limited during the year 2022 – 23 is furnished below:

Period	ASAL share prices on BSE		BSE Sensex		ASAL share prices on NSE		NSE Nifty	
	High Price ₹	Low Price ₹	High Price ₹	Low Price ₹	High Price ₹	Low Price ₹	High Price ₹	Low Price ₹
Apr-22	740	525	60845	56009	734	529	16825	5,658.25B
May-22	540	399	57184	52632	539	398	15736	6,343.31B
Jun-22	464	335	56433	50921	462	335	15183	5,514.20B
Jul-22	545	439	57619	52094	545	438	15511	5,475.27B
Aug-22	501	393	60411	57367	500	391	17155	5,589.51B
Sep-22	518	393	60676	56147	516	397	16748	6,896.51B
Oct-22	425	366	60787	56683	415	365	16856	4,539.96B
Nov-22	443	370	63303	60425	443	374	17959	5,257.00B
Dec-22	412	320	63583	59754	412	325	17774	4,741.44B
Jan-23	384	331	61344	58699	383	327	17406	5,632.81B
Feb-23	364	280	61682	58796	365	273	17255	5,685.63B
Mar-23	326	246	60498	57085	326	249	16828	5,622.28B

[Source: [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com)]

Stock Performance of the Company in comparison to BSE Sensex and NSE Nifty

## (Share Price Movement)



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## Automotive Stampings and Assemblies Limited

- During the F.Y. 2022-23 the securities are not suspended from trading.
- Registrar and Transfer Agents: The Company has appointed M/s. Link Intime India Pvt. Ltd. as Registrar and Transfer Agents having their office at: Block No. 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune 411 001. Tel. No. (020) 26160084 Fax No. (020) 26163503 Email Id: [pune@linkintime.co.in](mailto:pune@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 week. Share transfers are registered and returned within a maximum period of 15 days from the date of lodgement, if documents are completed in all respects. In compliance with the Listing Regulations, the share transfer system is audited by a practicing Company Secretary in every six months and certificate to that effect is issued by him.
- The distribution of Shareholding and Shareholding pattern as on March 31, 2023:

SR. NO.	SHAREHOLDING OF NOMINAL SHARES	SHAREHOLDER	PERCENTAGE OF TOTAL	TOTAL SHARES	PERCENTAGE OF TOTAL.
1	1 to 5000	33685	96.77	17457770	11.00
2	5001 to 10000	635	1.82	4837470	3.05
3	10001 to 20000	272	0.78	3931740	2.48
4	20001 to 30000	110	0.32	2815870	1.78
5	30001 to 40000	38	0.11	1360350	0.86
6	40001 to 50000	21	0.06	969860	0.61
7	50001 to 100000	25	0.07	1896240	1.20
8	100001 to above	22	0.06	125374670	79.03
	<b>Total</b>	<b>34808</b>	<b>100</b>	<b>158643970</b>	<b>100</b>

Shareholding pattern as on March 31, 2023:

Category	No. of Shares	Percentage of shareholding
Promoters	11898296	75
Banks, Financial Institutions, Insurance Companies, Central / State Govt. Institutions, etc.	3414521	21.52
Other Bodies Corporate	318738	2.01
Non Resident Indians	62002	0.39
Others	170840	1.08
<b>Total</b>	<b>15864397</b>	<b>100</b>

Dematerialization of shares: 99.85% equity shares of the Company and liquidity were held in dematerialized form as on March 31, 2023. The status of dematerialization of shares as on March 31, 2023 is as under:

Category	No. of Shares	% of the total capital issued
Physical	24184	0.15
NSDL	13617941	85.84
CDSL	2222272	14.01
<b>Total</b>	<b>15864397</b>	<b>100.00</b>

Outstanding global depository receipts or American depository receipts or warrants or any other convertible instruments, conversion date and likely impact on equity:

As on March 31, 2023, there is no such outstanding global depository receipt or American depository receipts or warrants or any other convertible instruments.

Disclosure of commodity price risks and commodity hedging activities:

The Company had managed the foreign exchange risk. The details have been disclosed in Note No. 44 to the notes to Financial Statements.

Plant Locations:

- a) Chakan Works (Plant -1): Gat No.427, Medankarwadi, Chakan, Taluka Khed, District, Pune- 410 501, Maharashtra
- b) Chakan Works (Plant -2) Survey No. 679/2/2, Alandi Road, Kuruli, Chakan, Taluka: Khed, District, Pune - 410 501, Maharashtra, India
- c) Pantnagar Works: Plot No. 71, Sector 11, IIE Pantnagar Industrial Estate, Udham Singh Nagar – 263 153, 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: 'TACO House, Plot No- 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune: 411004, Maharashtra, India'. 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 NECS etc. to their respective Depository Participant.

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

Ratings/ revisions obtained by the Company from CRISIL ratings has been communicated to Stock Exchanges and uploaded on the website [www.autostampings.com](http://www.autostampings.com) from time to time. Since the Company do not have any debt instruments, or fixed deposit programme, or any scheme or proposal involving mobilisation of funds whether in India or abroad, obtaining rating for the same is not applicable.

#### **CEO & CFO CERTIFICATION:**

A Certificate by Mr. Jitendraa Dikkshit, Chief Executive Officer and Mr. Jayadev Mishra, Chief Financial Officer, in terms of Regulation 17(8) of Listing Regulations was placed before the Board at its meeting held on April 28, 2023.

#### **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE:**

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

#### **REGULATIONS FOR PREVENTION OF INSIDER TRADING:**

In terms of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted the 'TATA Code of Conduct for Prevention of Insider Trading' and 'Code of Corporate Disclosure Practices' (Code) for its Directors, Officers and Specified Employees. The said Code has been revised and adopted on March 30, 2019 by Board of Directors of the Company to incorporate latest amendments as per Insider Trading Regulations. Which inter-alia includes a) Policy for determination of "legitimate purposes, b) Notice to Insider to maintain confidentiality of UPSI, c) Amendment in definition of "Unpublished Price Sensitive Information", d) Formulation of policy for inquiry in case of leak of UPSI or suspected leak of UPSI, e) Mechanism to handle the leak of any UPSI. f) Amendment to the definition of "Designated Person" g) Adequate and effective system of Internal Controls to ensure compliance with the requirements given in the regulations. The said Code has been further revised and adopted on January 23, 2020 by the Board of Directors to include amendments vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated September 17, 2019 relating to

## Automotive Stampings and Assemblies Limited

information to SEBI by “informant”, eligibility to claim Informant Reward and also the manner of determination of such reward and provisions relating thereto.

Board at its meeting held on April 28, 2023 have ensured compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time at least once in a financial year (effective from April 1, 2019) and verified that the systems for internal control are adequate and are operating effectively.

Mr. Prasad Zinjurde, Company Secretary was the Compliance Officer and ‘Chief Relations Officer’ under the Code till the March 11, 2023. The trading window is closed during the time of declaration of financial results and occurrence of any material events as per the Code. The Compliance Officer / ‘Audit 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 under ‘Audit Committee’.

### OTHER SHAREHOLDERS RELATED INFORMATION:

Regulation 39(4) & Schedule VI of Listing Regulations w.r.t. Unclaimed Shares

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 share certificates of both the Companies. The Company had pending share certificates of those shareholders who had not submitted their share certificates in terms of the scheme of arrangement for exchange and also of those shareholders in whose case new share certificates remained undelivered.

In compliance with the amendment to Clause 5A of Listing Agreement, the Company has opened a demat account in the name of Automotive Stampings and Assemblies Limited - Unclaimed Securities Suspense Account for the purpose of transferring the unclaimed shares. As per the said circular, the shares which remained unclaimed even after three reminders, were dematerialized and transferred to the above said demat account in FY 2015-16.

As and when any shareholder approaches the Company or the Registrar and Transfer Agent (RTA) to claim the above said shares, after proper verification, the shares lying in the Unclaimed suspense account shall either be credited to the demat account of the shareholder or the physical certificates shall be delivered after re-materializing the same, depending on what has been opted by the shareholder.

Disclosure with respect to shares lying in suspense account:

Particulars	Shareholders	Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2022.	123	16638
Number of shareholders who approached the Company for transfer of shares from suspense account during the period.	-	-
Number of shareholders to whom the shares were transferred from the suspense account during the period.	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2023.	123	16638

The voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Procedure for dematerialization of shares:

Shareholders seeking demat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificate to Registrar and Share Transfer Agent (“the Registrar”) of the Company. Upon receipt of the request and share certificate, the Registrar will verify the same. Upon verification, the Registrar will request National Securities Depository Ltd. (NSDL)/Central Depository Services (India) Ltd. (CDSL) to confirm the demat request. The demat account of the respective shareholder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

## DIVIDEND INFORMATION

- The amount of the dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.
- Accordingly, the dividend upto the financial year ended March 31, 2012 which remained unpaid or unclaimed over a period of seven years had been transferred by the Company to Investor Education and Protection Fund (IEPF) in the FY 2019-20. Now, Company has no dividend amount which remains unpaid or unclaimed.
- Further in accordance with Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, amongst other matters, all shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2012 and remained unpaid or unclaimed were transferred to the IEPF Demat Account. The Company has sent notices to all such members in this regard and thereafter transferred the shares to the IEPF during financial year 2019-20. The details of unpaid / unclaimed dividend and number of shares liable to be transferred are available on website: [www.autostampings.com](http://www.autostampings.com)
- Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment. However, Shareholders may claim from IEPF Authority both unclaimed dividend amount and the shares transferred to IEPF Demat Account as per the applicable provisions of Companies Act, 2013 and Rules made thereunder. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.
- In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends on the website of Investor Education and Protection Fund: [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company: [www.autostampings.com](http://www.autostampings.com).

While the Registrar and Share Transfer Agents of the Company has already written to the shareholders informing them about the due dates of transfer to IEPF for these payments, attention of the shareholders is again drawn to this matter through Annual Report.

## OTHER DISCLOSURES

- a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of company at large:  

Details of transactions with the related parties as specified in Indian Accounting Standards (Ind AS 24) have been reported in the Financial Statements. There was no transaction of a material nature with any of the related parties which was in conflict with the interest of the Company.
- b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years:  

There was no such instance in the last three years
- c) Details of compliance with the mandatory requirements and adoption of the non-mandatory requirements:  

The Company has complied with all mandatory requirements laid down under Listing Regulations including compliance with Regulations\* 17, 17A, 18, 19, 20, 22, 23, 24A, 25, 26, 27 and clauses (b) to (i) of the sub Regulation 2 of Regulation 46 and sub-para (2) to (10) as mentioned in Schedule V of Listing Regulations

## Automotive Stampings and Assemblies Limited

Regulation 21 and 24 are not applicable to the Company.

The Company has also complied with some of the non-mandatory requirements of the Listing Regulations specified as below:

Modified Opinion in Auditors Report: The Company's financial statement for the Financial Year 2022-23 does not contain any modified audit opinion.

Separate posts of Chairman and Chief Executive Officer: The Chairman of the Board is a Nonexecutive Director and his position is separate from that of the Chief Executive Officer.

Reporting of Internal Auditor: The Internal Auditor of the Company reports directly to the Audit Committee.

- d) Details of establishment of vigil mechanism, Whistle-blower policy and affirmation that no personnel have been denied access to the Audit Committee:

Please refer details mentioned at the beginning of this report.

- e) Policy on Determination of Materiality for Disclosure of Events or Information:

The Company in compliance with Listing Regulations has adopted a 'Policy on Determination of Materiality for Disclosure of Events or Information' at the meeting of Board of Directors held on January 25, 2016. The Company has revised the policy to align with Material events as per recent amendments in Schedule III of Listing Regulations. The same has been posted on the website of the Company: [www.autostampings.com](http://www.autostampings.com) as required under the Listing Regulations. The Policy encourages information related to the Company's business, operations, or performance which has a significant effect on securities investment decisions (hereinafter referred to as "material information") that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality.

- f) Content Archiving Policy:

The Company in compliance with Listing Regulations has adopted a 'Content Archiving Policy' at the meeting of Board of Directors held on January 25, 2016. The policy has been posted on the website of the Company: [www.autostampings.com](http://www.autostampings.com) as required under the Listing Regulations. The Policy facilitates stakeholders to retrieve past information which is of a statutory nature for a period as disclosed in the Policy.

- g) Web link where policy for determining 'material' subsidiaries is disclosed:

The Company does not have any subsidiary and hence, no disclosure is required.

- h) Web link where policy on dealing with related party transactions is disclosed:

The Board has revised its 'Policy on Related Party Transactions' effective from April 1, 2019 in line with recent amendments in SEBI Listing Regulations which has been uploaded on the Company's website: [www.autostampings.com](http://www.autostampings.com)

- i) Disclosure of commodity price risks and commodity hedging activities:

Given as herein above.

- j) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the period under review, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

- k) A certificate from M/s. Prajot Tungare & Associates, Practicing Company Secretaries (attached and which forms integral part of this report) confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

- l) There was no such instance during FY 2022-23 when the Board had not accepted any recommendation of any committee of the Board.

- m) Total fees for all services paid / payable by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditors is a part - given below:

( ₹ in Lakh)		
Sr. No.	Particulars	FY 2022-23
1.	Statutory Audit and Limited Review	<b>15.00</b>
2.	Other Services including reimbursement of expenses	<b>3.92</b>
	<b>TOTAL</b>	<b>18.92</b>

Note: The above fees are exclusive of applicable tax.

- n) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year 2022-23	Number of complaints disposed of during the financial year 2022-23	Number of complaints pending as on end of the financial year 2022-23
Nil	Nil	Nil

- o) Loans and Advances in the nature of Loan to firm/companies in which directors are interested - Nil
- p) Non-compliance of any requirement of corporate governance report of sub-para (2) to (10) of Schedule V (c) of the Listing Regulations: Nil
- q) Extent to which the discretionary requirements specified in Part E of Schedule II of the Listing Regulations have been adopted: Given in clause c) above.
- r) Disclosure of compliance with Corporate Governance requirements as specified in Listing Regulations are given in clause c) above.
- s) Compliance with Accounting Standard:

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules thereunder. The Significant Accounting Policies which are consistently applied have been set out in the notes to the financial statements.

## DECLARATION

I, Jitendraa Dikkshit, 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, 2023.

Place: Pune  
Date: April 28, 2023

Jitendraa Dikkshit  
Chief Executive Officer

## Automotive Stampings and Assemblies Limited

### CERTIFICATE OF PRACTICING COMPANY SECRETARY

The Members,  
Automotive Stampings and Assemblies Limited  
TACO House, Plot No.- 20/B FPN085,  
V.G. Damle Path Off Law College Road,  
Erandwane, Pune, 411004

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Automotive Stampings And Assemblies Limited having CIN L28932PN1990PLC016314 and having its Registered Office at TACO House, Plot No.- 20/B FPN085, V.G. Damle Path Off Law College Road, Erandwane, Pune, 411004 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director
1	PRADEEP KUMAR BHARGAVA
2	BHARATKUMAR BALVANTRAI PAREKH
3	PRAKASH YASHWANT GURAV
4	ARVIND HARI GOEL
5	BHAVNA BINDRA
6	AMIT DEY

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

#### For **Prajot Tungare & Associates**

Company Secretaries  
(Firm Reg. No. P2001MH01020)

#### **CS Jayesh Parmar**

Partner  
FCS No. 11745  
COP No. 17776  
PR No. 993/2020  
UDIN: F011745E000211725

Date: 28/04/2023

Place: Pune

## **INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### **TO THE MEMBERS OF Automotive Stampings and Assemblies Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated 3 April 2023.
2. We have examined the compliance of conditions of Corporate Governance by Automotive Stampings and Assemblies Limited ("the Company"), for the year ended 31 March 2023, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

### **Management's responsibility**

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

### **Auditor's responsibility**

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2023.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **Opinion**

8. 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 Regulations.
9. 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.

## Automotive Stampings and Assemblies Limited

### Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For B S R & Co. LLP**

Chartered Accountants

Firm Registration No.: 101248W/W-100022

**Abhishek**

Partner

Membership No : 062343

UDIN: 23062343BGYFTC8806

Place: Pune

Date: 28 April 2023

**INDEPENDENT AUDITOR’S REPORT**

TO THE MEMBERS OF AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED

Report on the Audit of the Financial Statements

**Opinion**

We have audited the financial statements of Automotive Stampings and Assemblies Limited (the “Company”) which comprise the balance sheet as at 31 March 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Going Concern**

See Note 4.2 to financial statements

The Key Audit Matter	How the matter was addressed in our audit
<p>As of 31 March 2023, the Company’s total liabilities exceeded its total assets by INR 2,734.22 lakhs. Note 4.2 to the financial statements explains, how the Company has formed a judgement, the going concern basis is correct in preparing the financial statements.</p> <p>The company has made their assessment of going concern by preparing a cash flow forecast in which few key assumptions were applied. These key assumptions are forecasts of revenue, gross margins, capital expenditure, bank financing facilities and the financial support from the Holding company. We identified going concern as a key audit matter considering a significant degree of judgement is involved in forecasting the future cash flows of the Company which are inherently uncertain.</p>	<p>Our audit procedures to assess the going concern assumption included the following:</p> <ul style="list-style-type: none"> <li>● Obtained an understanding of the business planning process and assessed the design, implementation, and operating effectiveness of key internal controls over the assessment of going concern and preparation of cash flow forecasts.</li> <li>● Assessed the assumptions in the cash flow forecasts like future revenue, gross margins, and capital expenditure with reference to historical and current performance, internal investment plans, and other available external information.</li> <li>● Analyzed the accuracy and reliability of cash flow forecasts made by company in prior years by comparing them with the current year’s results.</li> <li>● Assessed the availability of banking and other financing facilities and arrangements along with terms mentioned in the underlying agreements.</li> <li>● Inspected financial support letter from the Holding Company and considered its ability to provide such financial assistance from the available financial information</li> </ul>

## Automotive Stampings and Assemblies Limited

### Revenue Recognition

See Note 2.2 to financial statements

The Key Audit Matter	How the matter was addressed in our audit
<p>The Company's revenue is derived from the sale of sheet metal stampings, welded assemblies, and modes for the automotive industry. The Company recognises revenue when the control is transferred to the customer.</p> <p>We identified the recognition of revenue as a key audit matter because revenue is one of the key performance indicators of the Company. Therefore, it is subject to risk of misstatement to meet the targets and expectations.</p>	<p>Our audit procedures to assess the recognition of revenue included the following:</p> <ul style="list-style-type: none"> <li>● Obtained an understanding of the systems, processes and controls implemented by the Company for measurement recognition of Revenue.</li> <li>● Evaluated the Company's revenue recognition accounting policies by comparing with applicable accounting standards.</li> <li>● Evaluating the design, implementation, and operating effectiveness of key internal controls over the existence, accuracy, and timing of revenue recognition.</li> <li>● Performed substantive testing by selecting samples (using statistical sampling) of revenue transactions recorded during the year by testing the underlying documents which included sales invoice, shipping documents and proof of deliveries, to assess whether these are recognised in the appropriate period in which control is transferred.</li> <li>● Tested on a sample basis, revenue transactions recorded before and after the financial year end date to assess whether revenue is recognised in the financial period in which control is transferred.</li> <li>● Tested journal entries on revenue recognised during the year, by considering specified risk based criteria, to identify unusual or irregular items.</li> <li>● Assessed the adequacy of disclosure made in the the financial statements with respect to revenue recognised during the year as required by applicable Ind AS.</li> </ul>

### Other information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

## **Management's and Board of Directors' Responsibilities for the Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we

## Automotive Stampings and Assemblies Limited

are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and 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 it appears from our examination of those books.
  - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its financial statements - Refer Note 37 to the financial statements.
  - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - d) (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 49(e) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (ii) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 49(f) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- (e) The Company has neither declared nor paid any dividend during the year.
- (f) As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

## Automotive Stampings and Assemblies Limited

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co LLP**

Chartered Accountants

Firm Registration No: 101248W/W-100022

Abhishek

Partner

Place: Pune

Membership No: 062343

Date: 28 April 2023

ICAI UDIN: 23062343BGYFTA5457

## **Annexure A to the Independent Auditor's Report on the Financial Statements of Automotive Stampings and Assemblies Limited for the year ended 31 March 2023**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) The Company does not have any immovable property (other than properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii.(a) The inventory, except goods-in-transit, has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

## Automotive Stampings and Assemblies Limited

vii.(a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a case of Income Tax and Goods and Service Tax.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues except for the dues in relation to provident fund related matters referred to in note 37(b) to the financial statements were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Lakhs) (Gross Demand)	Amount (₹ in Lakhs) (Paid under Protest)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Duty	31.70	-	2007-08	Custom, Excise and Service Tax Appellate Tribunal
	Duty	123.96	-	2008-09	Custom, Excise and Service Tax Appellate Tribunal
	Penalty	83.82	69.83	2006-11	Bombay High Court
	Duty	357.37	-	2002-05	Custom, Excise and Service Tax Appellate Tribunal
Bombay Sales Tax Act, 1959	Sale Tax	2.92	-	2002-03	Joint Commission (Appeals)
Income Tax Act, 1961	Income Tax	30.08	-	2002-03	Commissioner of Income Tax (Appeals)
	Income Tax	17.78	-	2005-06	Commissioner of Income Tax (Appeals)
	Income Tax	10.47	-	2019-20	Commissioner of Income Tax (Appeals)
Good and Service Tax	Good and Services Tax	65.56	5.99	2019-20	Joint Commission (Appeal)

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2023. Accordingly, clause 3(ix)(e) is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

## Automotive Stampings and Assemblies Limited

- xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanation given to us by the management, the Group has five CICs which are registered with the Reserve Bank of India and one CIC which is not required to be registered with the Reserve Bank of India.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. We draw attention to Note 4.2 to the financial statements which explains that as of 31st March 2023, the total liabilities exceeded its total assets by INR 2,734.22 Lacs, mainly attributable to losses incurred in earlier years. The Company had taken steps to augment funds and also improve the business performance. The Company continues to make assessment of the current and budgeted financial performance. On the basis of this assessment, available bank financing facilities and the financial support from the Holding company, the Company expects to meet the liabilities in the normal course of business. On the basis of the above and according to the information and explanations given to us, on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W-100022

**Abhishek**  
Partner  
Membership No: 062343  
ICAI UDIN: 23062343BGYFTA5457

Place: Pune  
Date: 28 April 2023

## **Automotive Stampings and Assemblies Limited**

### **Annexure B to the Independent Auditor's Report on the financial statements of Automotive Stampings and Assemblies Limited for the year ended 31 March 2023**

#### **Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### **Opinion**

We have audited the internal financial controls with reference to financial statements of Automotive Stampings and Assemblies Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### **Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

## **Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

**Abhishek**  
Partner  
Membership No: 062343  
ICAI UDIN: 23062343BGYFTA5457

Place: Pune  
Date: 28 April 2023

## Automotive Stampings and Assemblies Limited

### BALANCE SHEET

(All figures in INR Lakhs, unless otherwise stated)

	Notes	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	8,115.12	7,551.36
Capital work-in-progress	5	37.93	316.27
Right-of-use assets	6	1,192.54	1,434.20
Intangible assets	7	17.94	22.85
Financial assets			
(i) Other financial assets	8	128.71	136.74
Deferred tax assets (net)	9	-	-
Income tax asset (net)	10	112.53	342.12
Other non-current assets	11	324.08	331.28
<b>Total non-current assets</b>		<b>9,928.85</b>	<b>10,134.82</b>
<b>Current assets</b>			
Inventories	12	5,132.55	4,053.34
Financial assets			
(i) Trade receivables	13	4,516.05	2,302.06
(ii) Cash and cash equivalents	14	291.45	357.10
(iii) Bank balances other than (ii) above	15	-	65.47
(iv) Other financial assets	8	1,194.62	14.14
Other current assets	16	1,505.24	1,162.59
<b>Total current assets</b>		<b>12,639.91</b>	<b>7,954.70</b>
<b>Total assets</b>		<b>22,568.76</b>	<b>18,089.52</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	17	1,586.44	1,586.44
Other equity	18	(4,320.66)	(5,157.86)
<b>Total equity</b>		<b>(2,734.22)</b>	<b>(3,571.42)</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Borrowings		-	-
(ii) Lease liabilities	6	3,394.25	3,666.91
Provisions	19	410.86	377.40
<b>Total non-current liabilities</b>		<b>3,805.11</b>	<b>4,044.31</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Borrowings	20	4,600.00	4,284.28
(ii) Trade payables	21		
(a) total outstanding dues of micro and small enterprises		462.47	1,181.31
(b) total outstanding dues other than (ii) (a) above		13,367.66	9,869.18
(iii) Lease liabilities	6	272.66	243.23
(iv) Other financial liabilities	22	466.02	534.26
Provisions	19	105.37	41.68
Other current liabilities	23	2,223.69	1,462.69
<b>Total current liabilities</b>		<b>21,497.87</b>	<b>17,616.63</b>
<b>Total equity and liabilities</b>		<b>22,568.76</b>	<b>18,089.52</b>

Summary of significant accounting policies 2-4  
See accompanying notes to the standalone financial statements 5-50  
The notes referred to above form an integral part of the standalone financial statements

As per our report of even date.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm Registration Number: 101248W / W-100022

**Abhishek**  
Partner  
Membership No: 062343  
ICAI UDIN: 23062343BGYFTA5457

Place: Pune  
Date: April 28, 2023

**For and on behalf of the Board of Directors of  
Automotive Stampings and Assemblies Limited**  
CIN:L28932PN1990PLC016314

**Pradeep Bhargava**  
Chairman  
DIN: 00525234  
**Jayadev Mishra**  
Chief Financial Officer

Place: Pune  
Date: April 28, 2023

**Amit Dey**  
Director  
(DIN 09750551)

**Jitendraa Dikkshit**  
Chief Executive Officer

**Shrikant Joshi**  
Company Secretary

## STATEMENT OF PROFIT AND LOSS

(All figures in INR Lakhs, unless otherwise stated)

	Notes	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from contracts with customers	24	82,823.14	60,763.71
Other income	25	233.61	227.44
<b>Total income</b>		<b>83,056.75</b>	<b>60,991.15</b>
<b>Expenses</b>			
Cost of materials consumed	26	67,019.59	49,327.09
Changes in inventories of finished goods, work-in-progress	27	(395.09)	(258.31)
Employee benefits expense	28	4,047.23	3,108.60
Finance costs	29	1,270.49	1,497.30
Depreciation and amortisation expense	30	1,382.07	1,084.41
Other expenses	31	8,899.93	6,999.40
<b>Total expenses</b>		<b>82,224.22</b>	<b>61,758.49</b>
<b>Profit /(loss) before exceptional items and tax</b>		<b>832.53</b>	<b>(767.34)</b>
<b>Exceptional item</b>	47	-	5,998.42
<b>Profit before tax</b>		<b>832.53</b>	<b>5,231.08</b>
<b>Income tax expense:</b>		-	-
Current tax		-	-
Deferred tax		-	-
<b>Profit for the year</b>		<b>832.53</b>	<b>5,231.08</b>
<b>Other Comprehensive Income (OCI)</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurements of post-employment benefit obligations		4.67	69.57
Income tax relating to items that will not be reclassified to profit or loss		4.67	69.57
<b>Total other comprehensive income for the year</b>		<b>4.67</b>	<b>69.57</b>
<b>Total Comprehensive income for the year (TCI)</b>		<b>837.20</b>	<b>5,300.65</b>
Earnings per equity share			
Basic earning per share of face value of INR 10 each	40	5.25	32.97
Diluted earning per share of face value of INR 10 each		5.25	32.97

Summary of significant accounting policies 2-4  
 See accompanying notes to the standalone financial statements 5-50  
 The notes referred to above form an integral part of the standalone financial statements

As per our report of even date.

**For B S R & Co. LLP**  
 Chartered Accountants  
 Firm Registration Number: 101248W / W-100022

**Abhishek**  
 Partner  
 Membership No: 062343  
 ICAI UDIN: 23062343BGYFTA5457

Place: Pune  
 Date: April 28, 2023

**For and on behalf of the Board of Directors of  
 Automotive Stampings and Assemblies Limited**  
 CIN:L28932PN1990PLC016314

**Pradeep Bhargava**      **Amit Dey**  
 Chairman                      Director  
 DIN: 00525234              (DIN 09750551)

**Jayadev Mishra**              **Jitendraa Dikkshit**      **Shrikant Joshi**  
 Chief Financial Officer      Chief Executive Officer      Company Secretary

Place: Pune  
 Date: April 28, 2023

## Automotive Stampings and Assemblies Limited

### CASH FLOW STATEMENT

(All figures in INR Lakhs, unless otherwise stated)

	As at March 31, 2023	As at March 31, 2022
<b>A. Cash flow from operating activities</b>		
Profit before tax	832.53	5,231.08
<b>Adjustments for:</b>		
Depreciation and amortisation expense	1,382.07	1,084.41
Net (Gain) on disposal of property, plant and equipment	(5.58)	(6,683.34)
Provision for tax contingencies written back	(15.53)	(149.04)
Finance costs	1,270.49	1,497.30
Interest income	(34.91)	(1.53)
	<b>3,429.08</b>	<b>978.88</b>
<b>Change in operating assets and liabilities:</b>		
(Increase) / decrease in trade receivables	(2,213.99)	813.41
(Increase) in inventories	(1,079.21)	(377.37)
Increase in trade payables	2,795.19	3,502.37
Decrease/(increase) in other non-current financial assets	8.03	(22.44)
(Increase)/decrease in other current financial assets	(1,180.49)	16.99
Decrease/(increase) in other non-current assets	6.90	(7.64)
Increase in other current assets	(342.66)	(305.77)
Increase/(decrease) in non-current provisions	38.14	(58.48)
(Decrease) in current provisions	(17.82)	(235.97)
Increase in other current liabilities	761.01	139.05
Increase in other current financial liabilities	62.76	132.95
	<b>(1,162.14)</b>	<b>3,597.10</b>
<b>Cash generated from operations</b>	<b>2,266.94</b>	<b>4,575.98</b>
Income taxes paid (net of refund, if any)	<b>229.59</b>	<b>(193.57)</b>
<b>Net cash generated from operating activities (A)</b>	<b>2,496.53</b>	<b>4,382.41</b>
<b>B. Cash flow from investing activities</b>		
Acquisition of property, plant and equipment	(1,468.58)	(1,784.48)
Proceeds from sale of property, plant and equipment	5.58	10,971.60
Fixed deposit (placed)/matured with banks	65.47	(64.51)
Interest received	34.91	1.53
<b>Net cash flow used/generated from investing activities (B)</b>	<b>(1,362.62)</b>	<b>9,124.14</b>
<b>C. Cash flow from financing activities</b>		
Interest paid	(975.87)	(1,432.41)
Payment of Initial direct cost for lease	-	(63.16)
Payment of lease liabilities	(539.40)	(199.77)
Repayment of long term borrowings	-	(3,925.00)
Proceeds from short term borrowings availed	1,500.00	13,596.10
Repayment of short term borrowings availed	(1,184.28)	(21,127.81)
<b>Net cash flow used in financing activities (C)</b>	<b>(1,199.55)</b>	<b>(13,152.04)</b>

## CASH FLOW STATEMENT (CONTD.)

(All figures in INR Lakhs, unless otherwise stated)

	As at March 31, 2023	As at March 31, 2022
<b>Net (decrease)/increase in cash and cash equivalents (A+B+C)</b>	(65.65)	354.51
Cash and cash equivalents at the beginning of the year	357.10	2.59
<b>Cash and cash equivalents at the end of the year</b>	<b>291.45</b>	<b>357.10</b>
<b>Cash and cash equivalents as per above comprise of the following:</b>		
Cash on hand	0.29	0.29
Balances with banks	291.16	356.81
	<b>291.45</b>	<b>357.10</b>

Summary of significant accounting policies 2-4

See accompanying notes to standalone financial statements 5-50

The notes referred to above form an integral part of the financial statements.

As per our report of even date.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm Registration Number: 101248W / W-100022

**Abhishek**  
Partner  
Membership No: 062343  
ICAI UDIN: 23062343BGYFTA5457

Place: Pune  
Date: April 28, 2023

**For and on behalf of the Board of Directors of  
Automotive Stampings and Assemblies Limited**  
CIN:L28932PN1990PLC016314

**Pradeep Bhargava**  
Chairman  
DIN: 00525234

**Jayadev Mishra**  
Chief Financial Officer

Place: Pune  
Date: April 28, 2023

**Amit Dey**  
Director  
(DIN 09750551)

**Jitendra Dikkshit**  
Chief Executive Officer

**Shrikant Joshi**  
Company Secretary

## Statement of changes in equity

(All figures in INR Lakhs, unless otherwise stated)

### A. Equity Share Capital

#### 1. As at March 31, 2022

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,586.44	-	1,586.44	-	<b>1,586.44</b>

#### 2. As at March 31, 2023

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,586.44	-	1,586.44	-	<b>1,586.44</b>

### B. Other equity

Particulars	Reserves and surplus				Total
	General reserve	Capital redemption reserve	Securities premium	Retained earnings	
<b>As at April 1, 2021</b>	444.15	300.00	4,237.26	(15,439.92)	<b>(10,458.51)</b>
Profit for the year	-	-	-	5,231.08	<b>5,231.08</b>
Other comprehensive income, net of tax	-	-	-	69.57	<b>69.57</b>
<b>As at March 31, 2022</b>	<b>444.15</b>	<b>300.00</b>	<b>4,237.26</b>	<b>(10,139.27)</b>	<b>(5,157.86)</b>
<b>As at April 1, 2022</b>	444.15	300.00	4,237.26	(10,139.27)	<b>(5,157.87)</b>
Profit for the period	-	-	-	832.53	<b>832.53</b>
Other comprehensive income, net of tax	-	-	-	4.67	<b>4.67</b>
<b>As at March 31, 2023</b>	<b>444.15</b>	<b>300.00</b>	<b>4,237.26</b>	<b>(9,302.07)</b>	<b>(4,320.66)</b>

#### Nature and purpose of other reserves

##### **General Reserve**

The general reserves are the retained earnings of the Company which are kept aside out of Company's profits to meet future (known or unknown) obligations. The general reserves are free reserves which can be utilized for any purpose after fulfilling certain conditions.

##### **Capital Redemption Reserve**

Capital Redemption Reserve was created for redemption of preference shares. The Company may issue fully paid - up bonus shares to its members out of the capital redemption reserve account.

##### **Securities Premium**

Securities premium is used to record the premium received on issue of shares. The reserves will be utilised in accordance with the provisions of the Companies Act, 2013.

## Statement of changes in equity

(All figures in INR Lakhs, unless otherwise stated)

### **Retained Earnings**

Retained earnings are the profits that a Company has earned to date, less any dividends or other distributions paid to investors.

Summary of significant accounting policies	2-4
See accompanying notes to the standalone financial statements	5-50

The notes referred to above form an integral part of the standalone financial statements

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As per our report of even date.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm Registration Number: 101248W / W-100022

**Abhishek**  
Partner  
Membership No: 062343  
ICAI UDIN: 23062343BGYFTA5457

Place: Pune  
Date: April 28, 2023

**For and on behalf of the Board of Directors of  
Automotive Stampings and Assemblies Limited**  
CIN:L28932PN1990PLC016314

**Pradeep Bhargava**  
Chairman  
DIN: 00525234

**Jayadev Mishra**  
Chief Financial Officer

Place: Pune  
Date: April 28, 2023

**Amit Dey**  
Director  
(DIN 09750551)

**Jitendraa Dikkshit**  
Chief Executive Officer

**Shrikant Joshi**  
Company Secretary

## **Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

### **Note 1 : Company overview**

Automotive Stampings and Assemblies Limited ('the Company') is engaged in the business of manufacturing sheet metal stampings, welded assemblies and modules for the automotive industry. The Company primarily operates in India. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company's Registered office is at - TACO House, Plot No- 20/B FPN085, V. G. Damle Path, Off Law College Road, Erandwane, Pune: 411004, Maharashtra, India.

### **Note 2 : Significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

The accounting policies applied in these financial statements are the same as those applied in the financial statements as at and for the year ended 31 March 2023.

#### **2.1 Basis of preparation of financial statements**

##### **(i) Compliance with Ind AS**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements are approved for issue by the Company's Board of Directors on April 28, 2023.

##### **(ii) Basis of measurement**

The financial statements have been prepared on a historical cost basis, except for the following items:

- certain financial assets and liabilities (including derivative financial instruments) that are measured at fair value;
- net defined benefit (asset)/ liability – fair value of plan assets less present value of defined benefit obligations

##### **(iii) Functional and presentation currency**

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded off to the nearest Lakh except share data, unless otherwise indicated.

##### **(iv) Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- expected to be realised or intended to be sold or consumed in normal operating cycle
- held primarily for the purpose of trading
- expected to be realised within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

A liability is current when:

- it is expected to be settled in normal operating cycle
- it is held primarily for the purpose of trading
- it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### (v) Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's normal operating cycle is less than twelve months.

### (vi) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values for both financial and non financial assets and liabilities. In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date and has an established control framework with respect to measurement of fair values. The Chief Financial Officer and persons entrusted have overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values and assessments that these valuations meet the requirements of Ind AS. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## **Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

Further information about the assumptions made in measuring fair values is included in note 44- Financial risk management.

### **2.2 Revenue recognition**

The Company recognizes revenue when 'control' of the promised goods underlying the particular performance obligation is transferred to the customer in an amount that reflects the consideration it expects to receive in exchange for those goods. Control of products passes to the customers, at a point in time which is usually upon delivery of goods to the customer / carrier appointed by the customer. Invoices are usually payable within 30 – 90 days. Revenue excludes taxes collected from customers on behalf of the government.

#### **(i) Sale of goods including scrap sales:**

For contracts that permit the customer to return an item, under Ind AS 115 revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. Returned goods are exchanged only for new goods – i.e. no cash refunds are offered. In such circumstances, a refund liability and a right to recover returned goods asset are recognised. The amount disclosed as revenue is net of Goods and Services Tax collected on behalf of third parties.

#### **(ii) Sale of tools:**

Tooling contracts are the fixed price contracts to build a specific tool (asset). Under these contracts a performance obligation is satisfied when control of such assets underlying the particular performance obligation is transferred to the customer. Hence, revenue from tooling contracts is recognized when such tools are transferred to the customers since the customer receives and consumes the benefits at the end of the contract.

Generally, the Company receives short-term tooling advances from its customers which are utilised for providing advance to supplier of the tool. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of any significant financing component.

#### **(iii) Sale of services:**

In contracts involving the rendering of services related to refurbishment, revenue is measured using the proportionate completion method and are recognized net of goods and service tax as applicable.

#### **(iv) Other Income:**

Interest Income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable and dividend income from investments in shares is recognised when the owner's right to receive the payment is established.

#### **(v) Contract liabilities:**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs as per the contract obligation.

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

### 2.3 Foreign currency transactions and translation

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency exchange differences are generally recognised in profit or loss, except foreign currency exchange differences arising from the translation of the following items which are recognised in OCI

All other foreign exchange gain and losses are presented in the statement of profit and loss on net basis within other income / other expenses.

### 2.4 Property, plant and equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses. Freehold land is carried at historical cost less any accumulated impairment losses. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for provision are met.

#### **Depreciation methods, estimated useful lives and residual value:**

Depreciation is calculated on the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in the statement of profit and loss. Freehold land is not depreciated

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets. Estimates in respect of certain items of plant and equipment were revised in the year ended 31 March 2023. Depreciation on additions/(disposals) is provided on a pro rata basis i.e. from/ (upto) the date on which asset is ready for use/ (disposed off).

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

Class of Asset	Useful life as prescribed in Schedule II of Companies Act, 2013 (in years)	Useful life as followed by the Company (in years)
Factory Building	30	30
Office building	60	60
<b>Plant and machinery</b>		
- Press Machines	15 (on a single shift basis)	20
- Other plant and equipment	15 (on a single shift basis)	10 to 18
Tools, jigs and fixture	15 (on a single shift basis)	15
Furniture and fittings	10	10
Office equipment	5	5
Vehicles	8	4

- Improvements to leased premises are depreciated over the balance tenure of leasehold land.”
- Leasehold land is amortized on a straight line basis over the period of the lease.

The assets' residual values, useful lives and method of depreciation are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized as income or expense in the statement of profit and loss.

### 2.5 Intangible asset

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and any accumulated impairment loss. Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. Intangible assets are amortized on a straight line basis over their estimated useful lives ranging from 3-5 years. The amortization period and amortization method are reviewed as at each Balance Sheet date. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly and the effects are given prospectively. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit and Loss.

### 2.6 Non-current assets classified as held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell. An impairment loss is recognised for any initial or subsequent write down of the asset to fair value less cost to sell. A gain is recognised for any subsequent increase in fair value less cost to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

recognised by the date of sale of the non-current asset is recognised at the date of de-recognition. Non-current assets are not depreciated or amortized while they are classified as held for sale. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

### 2.7 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses). Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

### 2.8 Borrowing cost

Borrowing cost are interest and other cost (including exchange differences relating to foreign currency borrowings), to the extent that, they are regarded as an adjustment to the interest cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

### 2.9 Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:

## **Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

- the Company has the right to operate the asset; or
- the Company designed the asset in a way that predetermines how and for what purpose it will be used. This policy is applied to contracts entered into, or changed, on or after April 01, 2019.

### **Company as a lessee**

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices. However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on expected lease term on lease by lease basis and thereby assesses whether it is reasonably certain that any option to extend or terminate the contract will be exercised. The Company has considered all relevant facts and circumstances to determine whether the option to extend the lease shall be exercised. This includes but is not limited to the fact that certain assets have been leased to us by related parties for operations directly linked to them. The Company recognises a Right-Of-Use (ROU) asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. The Company determines its incremental borrowing rates by obtaining interest rates from various external financing sources and makes certain adjustment to reflect the terms of lease and type of the assets leased.

### **Lease payments included in the measurement of the lease liability comprise the following:**

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revision in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows. The Company has applied a single discounting rate to a portfolio of leases of similar assets.

### Sale and leaseback of Assets

Ind As 116 requires, The Company shall apply Ind AS 116 which says the requirements for determining when a performance obligation is satisfied in Ind AS 115 to determine whether the transfer of an asset is accounted for as a sale of that asset.

- (a) the seller-lessee shall measure the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset that relates to the right of use retained by the seller-lessee. Accordingly, the seller-lessee shall recognise only the amount of any gain or loss that relates to the rights transferred to the buyer-lessor.
- (b) the buyer-lessor shall account for the purchase of the asset applying applicable Standards, and for the lease applying the lessor accounting requirements in this Standard.

If the fair value of the consideration for the sale of an asset does not equal the fair value of the asset, or if the payments for the lease are not at market rates, an entity shall make the following adjustments to measure the sale proceeds at fair value:

- (a) any below-market terms shall be accounted for as a prepayment of lease payments; and
- (b) any above-market terms shall be accounted for as additional financing provided by the buyer-lessor to the seller-lessee.

### Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

## 2.10 Inventories

Raw materials and stores, work-in-progress, finished goods are stated at the lower of cost and net realizable value. Cost of raw materials comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the price of weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. The net realisable value of work-in-progress is determined

## **Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

with reference to the selling prices of related finished goods. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

### **2.11 Employee benefits**

#### **(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### **(ii) Other long-term employee benefit obligations**

The liabilities for earned leave are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

#### **(iii) Post-employment obligations**

The Company operates the following post-employment schemes:

- (A) defined benefit plans such as gratuity; and
- (B) defined contribution plans

##### **(A) Defined benefit plans**

###### **(i) Gratuity obligations**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Company determines

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

the net interest expense income) on the net defined benefit liability (asset) for the period by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability (asset), both as determined at the start of the annual reporting period, taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs

### (ii) Other long-term employee benefits - compensated absences

Accumulated absences expected to be carried forward beyond twelve months is treated as long-term employee benefit for measurement purposes. The Company's net obligation in respect of other long-term employee benefit of accumulating compensated absences is the amount of future benefit that employees have accumulated at the end of the year. That benefit is discounted to determine its present value. The obligation is measured annually by a qualified actuary using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

### (B) Defined contribution plans

A defined contribution plan is a post-employment benefit under which an entity pays a specific contribution to a separate entity and has no obligation to pay any further amounts. Retirement benefit in the form of provident fund and superannuation fund are a defined contribution schemes and the contributions are charged to the statement of profit and loss during the period in which the employee renders the related service. The Company makes specific contribution towards government administered Provident Fund scheme. The Company has no obligation, other than the contribution payable to these funds. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available. The company makes specified contributions towards government administered provident fund scheme.

### (iv) Termination benefits

Termination benefits in the nature of voluntary retirement benefits are recognized as an expense when as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If benefits are not expected to be settled wholly within twelve months of reporting date then they are discounted.

## 2.12 Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or liabilities on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

## **Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

### **(i) Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss) (FVTOCI / FVTPL), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition.

### **A) Measurement**

#### **(i) Recognition and initial measurement**

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

#### **(ii) Classification and subsequent measurement**

- Financial assets: - On initial recognition, a financial asset is classified as measured at:
- amortised cost;
  - FVOCI – debt investment;
  - FVOCI – equity investment; or
  - FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

### (iii) Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL:- These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost:- These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

## **Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### **(iv) Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 44 (C) details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

An impairment loss for financial assets is reversed if the reversal can be related objectively to an event occurring after the impairment loss has been recognized.

### **(v) Derecognition**

A financial asset is derecognised only when

#### Financial assets

The Company derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Company enters into transactions whereby it transfers assets recognised on its balance sheet but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

#### Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

### **(vi) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

simultaneously.

### 2.13 Impairment of non-financial assets

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs. The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset). An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss. Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date. In respect of non-financial assets, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. The carrying value of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying value that would have been determined (net of any accumulated depreciation or amortization) had no impairment loss been recognized for the said asset in previous years. The reversal of impairment loss is recognized in the Statement of profit and loss.

### 2.14 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

### 2.15 Earnings/(loss) per share

- (i) Basic earnings/ (loss) per share calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.
- (ii) Diluted earnings / (loss) per share adjusts the figures used in the determination of basic earnings per share to take into account:
  - the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
  - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### 2.16 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income. The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

#### (i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year

## **Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously

### **(ii) Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans in the Company.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the the Company has not rebutted this presumption.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

### **2.17 Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

losses.

Provisions for restructuring are recognized by the Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

### 2.18 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Ind AS 108 Operating Segments requires Management to determine the reportable segments for the purpose of disclosure in financial statements based on the internal reporting reviewed by Chief Operating Decision Maker (CODM) to assess performance and allocate resources. Operating segments are defined as 'Business Units' of the Company about which separate financial information is available that is evaluated regularly by the chief operating decision-maker, or decision-making group, in deciding how to allocate resources and in assessing performance.

The Company operates in the automotive segment. The automotive segment includes all activities relating to development, design, manufacture, assembly and sale of auto component parts from which the Company derives its revenues. The management considers that these business units have similar economic characteristics like the nature of the products and services, the nature of the production processes and nature of the regulatory environment etc.

Based on the management analysis, the Company has only one operating segment, so no separate segment report is given. The principal geographical areas in which the Company operates is India.

### 2.19 Government grants

The Company recognises an unconditional government grant related to other government grants related to assets, including non-monetary grants, are initially recognised as deferred income at fair value if there is reasonable assurance that they will be received, and the Company will comply with the conditions associated with the grant. Grants related to the acquisition of assets are recognised in profit or loss as other income on a systematic basis over the useful life of the asset. Grants that compensate the Company for expenses incurred are recognised in profit or loss as other income on a systematic basis in the periods in which the expenses are recognised, unless the conditions for receiving the grant are met after the related expenses have been recognised. In this case, the grant is recognised when it becomes receivable.

### 2.20 Derivatives

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met. Derivatives are initially measured at fair

## **Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss. The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates. At inception of designated hedging relationships, the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

### **2.21 Cash flow statement**

Cash flows are reported using the indirect method, where by profit for the period is adjusted for the effect of transaction of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and item of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### **2.22 Contingent liability and asset**

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

Contingent asset is not recognised in consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

### **Note 3: Recent pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

**Ind AS 1 – Presentation of Financial Statements** The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

**Ind AS 12 – Income Taxes** The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

**Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors** The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

### **Note 4 : Significant accounting judgments, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of income, expenses, assets, liabilities and the accompanying disclosures. Actual results may differ from these estimates.

These judgments, estimates and assumptions are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

This note provides an overview of the areas that involve a higher degree of judgments or complexities and of items which are more likely to be materially adjusted due to estimates and assumptions to be different than those originally assessed. Detailed information about each of these judgments, estimates and assumptions is mentioned below. These Judgments, estimates and assumptions are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances."

#### **Significant judgments**

##### **4.1 Contingent liabilities**

The Company has received various orders and notices from tax and other judicial authorities in respect of direct taxes, indirect taxes and labour matters. The outcome of these matters may have a material effect on the financial position, results of operations or cash flows. The filing of a suit or formal assertion of a claim against the Company or the disclosure of any such suit or assertions, does not automatically indicate that a provision of a loss may be appropriate. Management regularly analyzes current information about these matters and makes provisions for probable losses including the estimate of legal expense to resolve the matters. In their assessments management considers the degree of probability of an unfavorable outcome and the ability to make a sufficiently reliable estimate of the amount of loss.

##### **4.2 Going concern assumptions**

As of 31st March 2023, the total liabilities exceeded its total assets by INR 2,734.22 Lakhs, mainly attributable to losses incurred in earlier years. The Company had taken steps to augment funds and also improve the business performance. The Company continues to make assessments of the current and budgeted financial performance. And on the basis of this assessment, available bank financing facilities and the financial support from the Holding company, the Company expects to meet the liabilities in the normal course of business.

##### **4.3 Determination of cash generating unit (CGU) for Impairment analysis**

As part of its impairment assessment for non-financial assets (i.e. property, plant and equipment), the management needs to identify Cash Generating Units i.e. lowest group of assets that generate cash flows which are independent of those from other assets. Considering the nature of its assets, operations and administrative structure, the management has defined all assets put together as a single Cash Generating Unit.

##### **4.4 Impairment of Property, plant and equipment :**

The management has assessed current and forecasted financial performance of the Company and the current market value of the assets to determine whether carrying value of property, plant and equipment has suffered any impairment. Impairment assessment is based on estimates of future financial performance

## **Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

or opinions that may represent reasonable expectations at a particular point of time. Such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, that events will occur, or that a particular price will be offered or accepted. Actual results achieved may vary and the variations may be material.

### **4.5 Claims payables and receivable to customers**

Price increase or decrease due to change in major raw material cost, pending acknowledgement from major customers, is accrued on estimated basis. Also the Company has made accruals in respect of unsettled prices for some of its other material purchase contracts, finished goods and scrap sales contracts. These accruals are made considering the past settlement arrangements with the vendors and customers respectively and the applicable metal prices from published sources. Actual results of these considerations may vary and the variations may be material.

Further, the management has assessed and believes that the timing of cash outflow pertaining to this accruals are uncertain and hence considered the same as payable on demand and classified under current liabilities.

### **4.6 Defined benefit plan**

The cost of the defined benefit gratuity plan, other retirement benefits, the present value of the gratuity obligation and other retirement benefit obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on Indian Assured Lives Mortality (2006-08) Ultimate. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity obligations are given in Note 34 (A).

### **4.7 Fair valuation of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### **4.8 Impairment of financial assets**

The impairment provisions for financial assets disclosed under Note 44 are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**Notes to financial statement**

(All figures in INR Lakhs, unless otherwise stated)

**Note 5 : Property, plant and equipment and capital work-in-progress**  
**a. Reconciliation of carrying amount of property, plant and equipment**

	Freehold Land	Buildings	Furniture and fixtures	Plant and equipment	Vehicles	Office Equipment	Tools, Jigs & Fixtures	Total	Capital work-in-progress
<b>As at March 31, 2022</b>									
<b>Gross carrying amount</b>									
Opening gross carrying amount	23.55	3,115.43	22.78	10,180.06	4.42	128.84	30.79	<b>13,505.87</b>	92.23
Additions	-	298.20	-	1,213.73	-	38.04	46.42	<b>1,596.39</b>	307.76
Disposals / Capitalised during the year	(23.55)	(1,563.11)	(3.08)	(348.87)	-	(20.52)	(1.42)	<b>(1,960.55)</b>	(83.72)
<b>Closing gross carrying amount</b>	-	<b>1,850.52</b>	<b>19.70</b>	<b>11,044.92</b>	<b>4.42</b>	<b>146.36</b>	<b>75.79</b>	<b>13,141.71</b>	<b>316.27</b>
<b>Accumulated depreciation</b>									
Opening accumulated depreciation	-	778.21	16.89	4,514.94	4.42	75.19	11.87	<b>5,401.52</b>	-
Depreciation charge during the year	-	89.98	1.55	820.39	-	22.45	4.16	<b>938.53</b>	-
Disposals / write off	-	(464.86)	(2.43)	(265.25)	-	(16.50)	(0.66)	<b>(749.70)</b>	-
<b>Closing accumulated depreciation</b>	-	<b>403.33</b>	<b>16.01</b>	<b>5,070.08</b>	<b>4.42</b>	<b>81.14</b>	<b>15.37</b>	<b>5,590.34</b>	-
<b>Net carrying amount</b>	-	<b>1,447.19</b>	<b>3.69</b>	<b>5,974.84</b>	-	<b>65.22</b>	<b>60.42</b>	<b>7,551.37</b>	<b>316.27</b>

## Notes to financial statement

(All figures in INR Lakhs, unless otherwise stated)

### Note 5 : Property, plant and equipment and capital work-in-progress a. Reconciliation of carrying amount of property, plant and equipment

	Freehold Land	Buildings	Furniture and fixtures	Plant and equipment	Vehicles	Office Equipment	Tools, Jigs & Fixtures	Total	Capital work-in-progress
<b>As at March 31, 2023</b>									
<b>Gross carrying amount</b>									
Opening gross carrying amount	-	1,850.52	19.68	11,044.95	4.42	146.36	75.79	<b>13,141.72</b>	316.27
Additions	-	305.62	0.71	1,303.02	-	4.75	77.04	<b>1,691.13</b>	37.93
Disposals / Capitalised during the year	-	-	-	(40.92)	-	-	-	<b>(40.92)</b>	(316.27)
<b>Closing gross carrying amount</b>	-	<b>2,156.14</b>	<b>20.39</b>	<b>12,307.05</b>	<b>4.42</b>	<b>151.11</b>	<b>152.83</b>	<b>14,791.93</b>	<b>37.93</b>
<b>Accumulated depreciation</b>									
Opening accumulated depreciation	-	403.33	16.01	5,070.11	4.42	81.14	15.37	<b>5,590.37</b>	-
Depreciation charge during the year	-	95.91	1.25	993.59	-	25.64	10.97	<b>1,127.36</b>	-
Disposals / write off	-	-	-	(40.92)	-	-	-	<b>(40.92)</b>	-
<b>Closing accumulated depreciation</b>	-	<b>499.24</b>	<b>17.26</b>	<b>6,022.78</b>	<b>4.42</b>	<b>106.78</b>	<b>26.33</b>	<b>6,676.81</b>	-
<b>Net carrying amount</b>	-	<b>1,656.90</b>	<b>3.13</b>	<b>6,284.26</b>	-	<b>44.34</b>	<b>126.49</b>	<b>8,115.12</b>	<b>37.93</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### b. Capital work-in-progress

Capital work-in-progress as at March 31, 2023 amounts to INR 37.93 Lakhs comprising majorly of addition to plant and machinery INR 24.48 Lakhs and for Safety INR 13.45 Lakhs, while that as at March 31, 2022 amounts to INR 316.27 Lakhs comprising majorly of addition to plant and machinery for capacity expansions.

#### Capital work-in-progress- Ageing

CWIP	As at March 31, 2023	As at March 31, 2022
<b>(a) Projects in process</b>		
Less than 1 year	37.93	316.27
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>Total</b>	<b>37.93</b>	<b>316.27</b>

There is no project whose completion is overdue or has exceeded its cost compared to its original plan.

### c. Contractual Obligation

Refer note 38 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

### d. Sale of land and building

During the previous year, the company had sold freehold land and building situated at Chakan, Pune for INR 10,100.00 lakhs. The gain arising from sale of said assets is INR 6,172.75 lakhs is recognised as exceptional item.

### e. Disclosure of building including factory building

The building as shown above is inclusive of factory building and office building. The net carrying value as of March 2022 for Factory building was INR 1,430.88 lakhs and Office building was INR 16.31 lakhs.

Considering the impact being not material, both these categories are clubbed under building in current year.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 6 : Leases

#### A. Right of use assets

	Land	Building	Total
<b>As at March 31, 2022</b>			
<b>Gross carrying amount</b>			
Opening gross carrying amount	131.43	297.13	428.56
Additions*	-	1,365.25	1,365.25
Disposals	-	(297.13)	(297.13)
Initial direct cost	-	-	-
<b>Closing gross carrying amount</b>	<b>131.43</b>	<b>1,365.25</b>	<b>1,496.68</b>
<b>Accumulated depreciation</b>			
Opening accumulated depreciation	4.02	202.56	206.58
Depreciation charge during the year	2.00	132.43	134.43
Disposals	-	(278.53)	(278.53)
<b>Closing accumulated depreciation</b>	<b>6.02</b>	<b>56.46</b>	<b>62.48</b>
<b>Net carrying amount</b>	<b>125.41</b>	<b>1,308.79</b>	<b>1,434.20</b>

	Land	Building	Total
<b>As at March 31, 2023</b>			
<b>Gross carrying amount</b>			
Opening gross carrying amount	131.43	1,365.25	1,496.68
Additions	-	-	-
Disposals	-	-	-
<b>Closing gross carrying amount</b>	<b>131.43</b>	<b>1,365.25</b>	<b>1,496.68</b>
<b>Accumulated depreciation</b>			
Opening accumulated depreciation	6.02	56.46	62.48
Depreciation charge during the year	2.00	239.66	241.66
Disposals	-	-	-
<b>Closing accumulated depreciation</b>	<b>8.03</b>	<b>296.12</b>	<b>304.14</b>
<b>Net carrying amount</b>	<b>123.40</b>	<b>1,069.13</b>	<b>1,192.54</b>

\*Addition includes sales and lease back of Chakan building.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### B. Lease liabilities

	As at March 31, 2023	As at March 31, 2022
Current	272.66	243.23
Non Current	3,394.25	3,666.91
<b>Total</b>	<b>3,666.91</b>	<b>3,910.14</b>

### C. Interest expenses on lease liabilities

	As at March 31, 2023	As at March 31, 2022
Interest on lease liabilities	296.17	57.01

### D. Expenses on short term leases / low value assets

	As at March 31, 2023	As at March 31, 2022
Short term lease	216.85	153.08

### E. Amounts recognised in the statement of cash flow

	As at March 31, 2023	As at March 31, 2022
Total cash outflow for leases	539.40	199.77

### F. Maturity analysis – contractual undiscounted cash flows

	As at March 31, 2023	As at March 31, 2022
Less than one year	549.12	539.40
One to five years	1,561.90	1,766.02
More than five years	4,130.70	3,950.65
<b>Total undiscounted lease liabilities</b>	<b>6,241.72</b>	<b>6,256.08</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 7 : Intangible assets

#### a. Intangible assets

	<b>Acquired intangible asset</b>
	<b>Computer software</b>
<b>As at March 31, 2022</b>	
<b>Gross carrying amount</b>	
Opening gross carrying amount	87.85
Additions	3.62
Disposals	-
<b>Closing gross carrying amount</b>	<b>91.47</b>
<b>Accumulated amortisation</b>	
Opening accumulated amortisation	57.19
Amortisation charge for the year	11.44
Disposals	-
<b>Closing accumulated amortisation</b>	<b>68.63</b>
<b>Net carrying amount</b>	<b>22.84</b>

	<b>Acquired intangible asset</b>
	<b>Computer software</b>
<b>As at March 31, 2023</b>	
<b>Gross carrying amount</b>	
Opening gross carrying amount	91.47
Additions	8.14
Disposals	-
<b>Closing gross carrying amount</b>	<b>99.61</b>
<b>Accumulated amortisation</b>	
Opening accumulated amortisation	68.62
Amortisation charge for the year	13.05
Disposals	-
<b>Closing accumulated amortisation</b>	<b>81.67</b>
<b>Net carrying amount</b>	<b>17.94</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 8 : Other financial assets

	As at March 31, 2023		As at March 31, 2022	
	Current	Non- current	Current	Non-current
<b>Unsecured, considered good unless otherwise stated</b>				
<b>Financial assets carried at amortised cost</b>				
Security deposits				
Considered good	10.00	125.87	10.00	116.14
Considered doubtful	-	-	-	-
	10.00	125.87	10.00	116.14
Less : provision for doubtful deposits / loss allowance	-	-	-	-
	10.00	125.87	10.00	116.14
Advance to employees	5.71	-	-	-
Bank deposits	-	2.84	-	2.94
Other receivables	1,178.91	17.66	4.14	17.66
Less: Allowances for Other receivables	-	(17.66)	-	-
	1,178.91	-	4.14	17.66
<b>Total</b>	<b>1,194.62</b>	<b>128.71</b>	<b>14.14</b>	<b>136.74</b>

### Note 9 : Deferred tax assets (net)

	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax asset</b>		
Defined benefit obligations	123.20	102.25
Provisions for doubtful debts and advances and inventory	115.29	24.08
Disallowance of Interest	14.61	13.26
Others	2.19	77.60
Tax losses carried forward	882.22	738.23
	<b>1,137.51</b>	<b>955.42</b>
<b>Deferred tax liabilities</b>		
Excess of depreciation/amortization on fixed assets under income tax law over depreciation/amortization provided in accounts	(1137.51)	(955.42)
	<b>(1137.51)</b>	<b>(955.42)</b>
<b>Total</b>	-	-

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Movement in deferred tax assets/ (liabilities)

	Defined benefit obligation	Provisions for doubtful debts and advances and inventory	Other items	Disallowances under section 43B of the Income Tax Act, 1961	Tax Losses c/fd	Depreciation *	Total
<b>At April 1, 2021</b>	74.61	87.93	60.66	30.39	668.12	(921.71)	-
(Charged)/Credited							
To Profit and Loss Account	27.64	(63.85)	16.94	(17.13)	70.11	(33.71)	-
To Other Comprehensive Income	-	-	-	-	-	-	-
<b>At March 31, 2022</b>	<b>102.25</b>	<b>24.08</b>	<b>77.60</b>	<b>13.26</b>	<b>738.23</b>	<b>(955.42)</b>	-
(Charged)/Credited							
To Profit and Loss Account	20.95	91.21	(75.41)	1.35	143.99	(182.09)	-
To Other Comprehensive Income	-	-	-	-	-	-	-
<b>At March 31, 2023</b>	<b>123.20</b>	<b>115.29</b>	<b>2.19</b>	<b>14.61</b>	<b>882.22</b>	<b>(1,137.51)</b>	-

Ind AS 12 'Income Taxes' states that deferred tax assets should be recognised and carried forward only to the extent it is probable that the entity will have sufficient taxable profit against which such deferred tax assets can be realised. As it is not probable as at 31 March 2023, deferred tax assets is recognised only to the extent of deferred tax liabilities.

\* Excess of depreciation/amortization on fixed assets under income tax law over depreciation/amortization provided in accounts.

### Note 10 : Income tax assets (net)

	As at March 31, 2023	As at March 31, 2022
Opening balance	342.12	148.55
Refund received during the year	(348.71)	-
Taxes paid during the year	119.12	193.57
<b>Closing balance</b>	<b>112.53</b>	<b>342.12</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 11 : Other non-current assets

	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, considered good unless otherwise stated</b>		
Capital advances		
Considered good	19.97	20.28
Considered doubtful	14.40	-
	34.37	20.28
Less: Provision for doubtful capital advances	14.40	-
	<b>19.97</b>	<b>20.28</b>
Balances with government authorities		
Considered good	228.55	241.44
Considered doubtful	-	-
	<b>228.55</b>	<b>241.44</b>
Taxes paid under protest		
Considered good	201.59	195.59
Considered doubtful	(126.03)	(126.03)
	<b>75.55</b>	<b>69.56</b>
<b>Total</b>	<b>324.08</b>	<b>331.28</b>

### Note 12 : Inventories

	As at March 31, 2023	As at March 31, 2022
Raw materials (includes inventory-in-transits INR NIL lakhs, March 31, 2022 INR NIL lakhs)	3,357.68	2,830.35
Work-in-progress	836.46	450.46
Finished goods (includes inventory-in-transit INR 53.28 lakhs, March 31, 2022 INR 139.84 lakhs)	368.86	368.36
Stores and spares	515.22	358.43
Scrap	54.33	45.74
<b>Total inventories</b>	<b>5,132.55</b>	<b>4,053.34</b>

#### Amount recognised in statement of profit and loss

- (i) Write-downs of inventories to net realisable value amounted to INR 13.18 lakhs (March 31, 2022 INR 7.13 lakhs). These were recognised as an expense during the year and included in 'cost of materials consumed' in Statement of Profit and Loss.
- (ii) Inventories have been offered as securities against the working capital facilities provided by the banks. Refer note 46.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 13 : Trade receivable

	As at March 31, 2023	As at March 31, 2022
Trade receivables	1,525.48	514.32
Balance with related parties	3,063.13	1,860.59
Less: Allowance for doubtful trade receivables	(72.56)	(72.85)
<b>Total</b>	<b>4,516.05</b>	<b>2,302.06</b>

### Break-up of security details

	As at March 31, 2023	As at March 31, 2022
Trade receivable considered good - secured	-	-
Trade receivable considered good - unsecured	4,516.05	2,302.06
Trade receivable which have significant increase in credit risk (refer note 44)	72.56	72.85
Trade receivable credit impaired	-	-
<b>Total</b>	<b>4,588.61</b>	<b>2,374.91</b>
Less: Loss allowance	(72.56)	(72.85)
<b>Total</b>	<b>4,516.05</b>	<b>2,302.06</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Trade receivable ageing schedule

	As at March 31, 2023	As at March 31, 2022
<b>Considered good:</b>		
<u>i. Undisputed Trade Receivables - considered good</u>		
Unbilled amounts	-	-
Not due	2,285.48	1,233.60
Less than 6 months	1,898.91	1,010.16
6 months - 1 year	169.69	6.59
1-2 years	130.25	96.67
2-3 years	76.40	1.00
More than 3 years	27.89	26.89
<b>Total</b>	<b>4,588.61</b>	<b>2,374.91</b>
<b>Considered doubtful:</b>		
<u>i. Undisputed Trade Receivables- considered doubtful</u>		
Unbilled amounts	-	-
Not due	-	-
Less than 6 months	1.08	10.19
6 months - 1 year	2.86	3.51
1-2 years	10.10	31.26
2-3 years	30.63	1.00
More than 3 years	27.89	26.89
<b>Total</b>	<b>72.56</b>	<b>72.85</b>

### Trade Receivables from private companies with common directors

	As at March 31, 2023	As at March 31, 2022
Tata AutoComp Hendrickson Suspensions Private Limited	239.09	153.48
Tata AutoComp Systems Limited	1,809.87	-
Tata Ficosa Automotive Systems Private Limited	-	6.02
Tata AutocComp Gotion Green Energy Private Limited	763.45	-
Air International Thermal TTR Private Limited	16.82	-

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 14 : Cash and cash equivalents

	As at March 31, 2023	As at March 31, 2022
<b>Balances with banks</b>		
- in current accounts	291.16	356.81
Cash on hand	0.29	0.29
<b>Total</b>	<b>291.45</b>	<b>357.10</b>

### Note 15 : Bank balances other than above

	As at March 31, 2023	As at March 31, 2022
Margin money deposits (with maturity more than 3 months but less than 12 months)	-	65.47
<b>Total</b>	<b>-</b>	<b>65.47</b>

### Note 16 : Other current assets

	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, considered good unless otherwise stated</b>		
Advances to suppliers		
Considered good	1,337.55	969.59
Considered doubtful	-	
	1,337.55	969.59
Less: Provision for doubtful advances	-	-
	<b>1,337.55</b>	<b>969.59</b>
Balances with government authorities	99.76	98.53
(i) GST related balances	99.76	98.53
Prepaid expenses	67.93	94.47
<b>Total</b>	<b>1,505.24</b>	<b>1,162.59</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 17: Equity share capital

	As at March 31, 2023	As at March 31, 2022
<b>Authorised share capital</b>		
20,000,000 (March 31, 2022 : 20,000,000) equity shares of INR 10 each	2,000.00	2,000.00
16,000,000 (March 31, 2022:16,000,000 ) preference shares of INR 10 each	1,600.00	1,600.00
	3,600.00	3,600.00
<b>Issued, subscribed and fully paid up</b>		
15,864,397 equity shares of INR 10 each. (31 March 2022: 15,864,397 equity shares of INR 10 each)	1,586.44	1,586.44

### (a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period:

	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Equity share capital (par value)	Number of shares	Equity share capital (par value)
<b>Equity shares</b>				
At the commencement and at the end of the year	15,864,397	1,586.44	15,864,397	1,586.44

### (b) Shares held by holding, subsidiary and associate of holding company

	As at March 31, 2023	As at March 31, 2022
11,898,296 equity shares (March 31,2022 : 11,898,296 equity shares) held by Tata Autocomp Systems Limited, the Holding Company	1,189.83	1,189.83
	<b>1,189.83</b>	<b>1,189.83</b>

### (c) Details of shares held by shareholders holding more than 5% of equity shares of the Company

Name of the shareholder	Number of shares held as on March 31, 2023	% holding	Number of shares held as on March 31, 2022	% holding
Tata AutoComp Systems Limited	11,898,296	75.00%	11,898,296	75.00%

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### (d) Terms and rights attached to equity shares:

The Company has only one class of equity shares having a fair value of INR 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### Note 18 : Other equity

	As at March 31, 2023	As at March 31, 2022
<b>Capital redemption reserve</b>		
At the commencement and at the end of the year	300.00	300.00
<b>Securities premium</b>		
At the commencement and at the end of the year	4,237.26	4,237.26
<b>General reserve</b>		
At the commencement of the year	444.15	444.15
Add: Additions	-	
At the end of the year	<b>444.15</b>	<b>444.15</b>
<b>Retained earnings</b>		
At the commencement of the year	(10,139.27)	(15,439.92)
Profit for the year	832.53	5,231.08
<i>Items of other comprehensive income recognised directly in retained earnings</i>		
<i>Remeasurements of post-employment benefit obligations</i>	4.67	69.57
	<b>(9,302.06)</b>	<b>(10,139.27)</b>
<b>Total</b>	<b>(4,320.66)</b>	<b>(5,157.86)</b>

### Note 19 : Provisions

	As at March 31, 2023		As at March 31, 2022	
	Current	Non- current	Current	Non- current
<b>Provision for employee benefits</b>				
Compensated absences	16.62	194.40	18.89	163.82
Gratuity (refer note 34)	-	183.87	-	210.55
<b>Other provisions (refer note 39)</b>				
Provision for indirect tax matters	81.49	-	15.53	-
Provision for warranty	7.26	32.59	7.26	3.03
<b>Total</b>	<b>105.37</b>	<b>410.87</b>	<b>41.68</b>	<b>377.40</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 20 : Financial liabilities - current borrowings

	Terms of repayment	Nature of security	Interest Rate	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>					
Loan from Banks Repayable on demand	On Demand	Hypothication of current assets and second charge on the movable and tangible fixed assets of Chakan plant of the Company	9.50% p.a. to 11.00% p.a.	-	184.28
Loan from related parties repayable on demand				-	-
<b>Unsecured</b>					
Loan from related party repayable on demand	On Demand		8.6% pa (7.7% pa till September 22)	4,600.00	4,100.00
<b>Total</b>				<b>4,600.00</b>	<b>4,284.28</b>

### Movement in financial liabilities

	As at March 31, 2023	As at March 31, 2022
<b>Non-current borrowings: (Including current maturities)</b>		
<b>Opening balance</b>	-	3,925.00
Amount borrowed during the year	-	-
Amount repaid during the year	-	(3,925.00)
Current maturities of long term borrowings	-	-
Transaction cost	-	-
<b>Closing balance</b>	-	-
<b>Short term borrowings: (Excluding current maturities of long term debt)</b>		
<b>Opening balance</b>	<b>4,284.28</b>	<b>11,815.98</b>
Amount borrowed during the year	1,500.00	13,596.10
Amount repaid during the year	(1,184.28)	(21,127.81)
Current maturities of long term borrowings	-	-
<b>Closing balance</b>	<b>4,600.00</b>	<b>4,284.27</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 21 : Trade payables

	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises (refer note 42)	462.47	1,181.31
Total outstanding dues of creditors other than micro enterprises and small enterprises		
Acceptances	1,822.86	940.57
Other than acceptances	7,543.52	4,462.49
Trade payable to related parties	181.52	579.95
Acceptances to related parties	3,819.76	3,886.17
<b>Total</b>	<b>13,830.13</b>	<b>11,050.49</b>

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 44.

### Trade Payables- Ageing

Particulars	As at March 31, 2023	As at March 31, 2022
<b>i. MSME</b>		
<u>(a) Disputed dues-MSME</u>		
Not due	-	-
Less than 1 year	-	-
1-2 years	-	-
<b>2-3 years</b>	-	-
More than 3 years	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<u>(b) Other than Disputed dues-MSME</u>		
Not due	462.47	1,152.39
Less than 1 year	-	28.91
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>Total</b>	<b>462.47</b>	<b>1,181.30</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 21 : Trade payables - Ageing (continued)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>ii. Other than MSME</b>		
<u>(a) Disputed dues- Others</u>		
Not due	-	-
Less than 1 year	-	-
1-2 years	-	-
2-3 years	-	66.07
More than 3 years	-	-
<b>Total</b>	<b>-</b>	<b>66.07</b>
<u>(b) Other than Disputed dues- Others</u>		
Not due	12,747.06	9,370.71
Less than 1 year	417.37	158.74
1-2 years	147.41	16.24
2-3 years	29.39	75.09
More than 3 years	26.43	182.33
<b>Total</b>	<b>13,367.66</b>	<b>9,803.11</b>

### Note 22 :Other financial liabilities (Current)

	As at March 31, 2023	As at March 31, 2022
Creditors for capital goods	42.86	90.81
Payable towards employee benefits expense	330.77	278.97
Interest accrued on borrowings	30.89	113.94
Security deposit	61.50	41.80
Claims payable to customers	-	6.25
Other payable	-	2.45
Foreign-exchange forward contracts (refer note 54(a))	-	0.04
<b>Total</b>	<b>466.02</b>	<b>534.26</b>

### Movement in financial liabilities

<b>Finance cost:</b>		
<b><u>Opening balance</u></b>	<b>113.94</b>	<b>106.06</b>
Finance cost incurred during the year	974.32	1,440.29
Amount paid / reclassified during the year	(1,057.36)	(1,432.41)
<b><u>Closing balance</u></b>	<b>30.89</b>	<b>113.94</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 23 : Other current liabilities

	As at March 31, 2023	As at March 31, 2022
Advance from customers	1,475.70	992.15
Statutory dues payables	738.57	458.01
Deferred grant income (INR 3 Lakhs each year released to statement of profit and loss from year end March 31,2017)	9.00	12.00
Others	0.42	0.53
<b>Total</b>	<b>2,223.69</b>	<b>1,462.69</b>

### Note 24 : Revenue from contracts with customer

	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from contracts with customers		
Sale of products	82,697.38	60,694.91
Sale of services	57.26	13.69
Other operating revenues	68.50	55.11
<b>Total</b>	<b>82,823.14</b>	<b>60,763.71</b>

#### a) Contracts with customer

	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from contracts with customer	82,823.14	60,763.71
<b>Disaggregation of revenue</b>		
Based on type of goods		
- Components	70,361.76	51,726.00
- Tools, dies and Moulds	2,806.61	1,219.29
- Scrap	9,654.78	7,818.43
<b>Based on Market</b>		
- Original equipment manufacturer	73,168.36	52,945.28
- Others	9,654.78	7,818.43
Impairment losses recognised on receivables or contract assets arising from an entity's contracts with customers	(0.29)	39.54

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### b) Details of contracts balances:

The following table provides information about trade receivables and contract liabilities from contracts with customers:

	Year ended March 31, 2023	Year ended March 31, 2022
Trade receivable	4,516.05	2,302.06
Contract liabilities	1,475.70	998.40

The contract liabilities primarily relate to the advance consideration received from customers and claims payable to customers, for which revenue is recognised as and when control in promised goods is transferred.

### Movement in the contract liability balances are as follows:

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Contract liabilities at the beginning of the year</b>	<b>998.40</b>	<b>506.10</b>
Revenue recognised that was included in the contract liability balance at the beginning of the year	(998.40)	(506.10)
Increase due to cash received, excluding amounts recognised as revenue during the year	1,475.70	998.40
<b>Contract liabilities at the end of the year</b>	<b>1,475.70</b>	<b>998.40</b>

### c) Performance obligations

There is no remaining performance obligation for any contract for which revenue has been recognised till period end. Further, the Company has not applied the practical expedient as specified in para 121 of Ind AS 115 as the Company do not have any performance obligations that has an original expected duration of one year or more or any revenue stream in which consideration from a customer corresponds directly with the value to the customer of the Company's performance completed to date.

### d) Transaction price

The Company satisfies its performance obligations pertaining to the sale of auto components at point in time when the control of goods is actually transferred to the customers. No significant judgment is involved in evaluating when a customer obtains control of promised goods. The contract is a fixed price contract and do not contain any financing component. The payment is generally due within 30-90 days. There are no other significant obligations attached in the contract with customer.

### e) Determining the timing of satisfaction of performance obligations

There is no significant judgements involved in ascertaining the timing of satisfaction of performance obligations, in evaluating when a customer obtains control of promised goods, transaction price and allocation of it to the performance obligations.

### f) Determining the transaction price and the amounts allocated to performance obligations

The transaction price ascertained for the only performance obligation of the Company (i.e. Sale of goods) is agreed in the contract with the customer. There is no variable consideration involved in the transaction price except for refund due to shortages which is adjusted with revenue.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### g) Cost to obtain contract or fulfil a contract

There is no cost incurred for obtaining or fulfilling a contract and there is no closing assets recognised from the costs incurred to obtain or fulfil a contract with a customer.

### Note 25 : Other Income

	Year ended March 31, 2023	Year ended March 31, 2022
Interest income from financial assets carried at amortised cost	11.85	1.53
Net gain on sale of property, plant and equipments	5.58	39.37
Interest on income tax refund	23.06	-
Provisions for tax contingencies written back	15.53	149.04
Provision for doubtful debts written back	0.29	-
Provision for sundry balances written back	27.66	-
Other non-operating income	149.64	37.50
<b>Total</b>	<b>233.61</b>	<b>227.44</b>

### Note 26 : Cost of materials consumed

	Year ended March 31, 2023	Year ended March 31, 2022
Inventory of raw materials at the beginning of the year	2,830.35	2,767.94
Add: Purchases	67,546.92	49,389.50
Less: Inventory of raw material at the end of the year	3,357.68	2,830.35
<b>Total</b>	<b>67,019.59</b>	<b>49,327.09</b>

### Note 27 : Changes in inventories of finished goods and work-in-progress

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Opening stock</b>		
Work-in-progress	450.46	404.51
Finished goods	368.36	157.31
Scrap	45.74	44.43
	864.56	606.25
<b>Closing stock</b>		
Work-in-progress	836.46	450.46
Finished goods	368.86	368.36
Scrap	54.33	45.74
	1,259.65	864.56
<b>Total</b>	<b>(395.09)</b>	<b>(258.31)</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 28 : Employee benefits expense

	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and wages	3,486.12	2,624.93
Contributions to provident fund and other fund (refer note 34)	242.10	227.69
Staff welfare expenses	319.01	255.98
<b>Total</b>	<b>4,047.23</b>	<b>3,108.60</b>

### Note 29 : Finance costs

	Year ended March 31, 2023	Year ended March 31, 2022
Interest and finance charges on financial liabilities measured at amortised cost	797.37	1,332.82
Other borrowing costs	176.95	107.47
Interest expenses on lease liabilities	296.17	57.01
<b>Total</b>	<b>1,270.49</b>	<b>1,497.30</b>

### Note 30 : Depreciation and amortisation expense

	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property, plant and equipment	1,127.36	938.54
Depreciation on Right-of-use assets	241.66	134.43
Amortisation of intangible assets	13.05	11.44
<b>Total</b>	<b>1,382.07</b>	<b>1,084.41</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 31 : Other expenses

	Year ended March 31, 2023	Year ended March 31, 2022
Consumption of stores, spares and consumables	797.16	536.28
Power and fuel	1,220.71	1,037.55
Site expenses and contract labour charges	2,552.58	2,078.67
Rent and service charges	216.85	153.08
Repairs and maintenance:		
Buildings	116.90	89.79
Machinery	427.58	366.18
Others	57.50	38.50
Insurance	123.40	106.68
Rates and taxes	42.01	128.13
Communication expenses	15.61	18.06
Travelling and conveyance	65.00	31.51
Freight and forwarding	1,018.19	863.63
Consumption of packing material	8.25	2.72
Legal and professional fees [Refer Note 32 (a)]	272.88	142.51
Provision for bad and doubtful debts	-	39.54
Net loss on foreign currency transaction and translation	7.32	13.45
Security and housekeeping charges	160.32	131.66
Processing charges	1,448.99	870.82
Warranty	29.57	-
Miscellaneous expenses	319.11	350.64
<b>Total</b>	<b>8,899.93</b>	<b>6,999.40</b>

### Note 32 a) Legal and Professional fees include payment to auditors

	Year ended March 31, 2023	Year ended March 31, 2022
As Auditor		
Statutory audit	9.00	8.00
Tax audit	1.00	1.00
Limited reviews	6.00	3.00
Reimbursement of expenses and certification fees	2.92	2.50
<b>Total</b>	<b>18.92</b>	<b>14.50</b>

### Note 32 b) Corporate social responsibility expenditure

The Company does not meet the criteria specified in sub section (1) of section 135 of the Companies Act, 2013, read with Companies [Corporate Social Responsibility (CSR)] Rules, 2014. Therefore it is not required to incur any expenditure on account of CSR activities during the year.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 33 : Income tax expense

#### Tax Losses

The Company does not have taxable income in current and previous year and hence no tax expenses have been recognized. Further since it is not probable that future taxable amounts will be available to utilize the deferred tax assets in respect of following unused tax losses and unabsorbed depreciation, no deferred tax assets have been recognized.

	Year ended March 31, 2023	Year ended March 31, 2022
Unused tax losses for which no deferred tax asset has been recognised :		
- Business Losses	7,140.85	8,520.13
- Unabsorbed depreciation	3,036.44	2,145.10
Potential tax benefit	2,646.09	2,772.96

The potential tax benefit is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group operate and generate taxable income.

Unused tax losses with respect to unabsorbed depreciation do not have an expiry date.

Unused tax losses with respect to business losses have following expiry dates

Expiry Date	Year ended March 31, 2023	Year ended March 31, 2022
March 31, 2024	-	1,379.29
March 31, 2025	1,088.30	1,088.30
March 31, 2027	3,199.45	3,199.45
March 31,2028	567.41	567.41
March 31,2029	641.27	641.27
March 31,2030	1,644.41	1,644.41
<b>Total</b>	<b>7,140.84</b>	<b>8,520.13</b>

#### Reconciliation of tax expense and the accounting profit:

	Year ended March 31, 2023	Year ended March 31, 2022
Profit before income tax expense	832.54	(767.34)
<b>Tax Rate of 26% (FY 2021-22 – 26%)</b>	<b>216.46</b>	<b>(199.51)</b>
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income:		
Other items	2.92	0.56
Unrecognised deferred tax asset	(219.38)	198.95
Adjustments for current tax of prior periods		
<b>Income tax expense</b>	<b>-</b>	<b>-</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

The Government of India, on September 20, 2019, vide the Taxation Laws (Amendment) Act 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company to pay income taxes at reduced tax rates as per the provisions / conditions defined in the said section. The Company has evaluated and decided to continue under the existing tax regime.

### Note 34 : Employee benefits

#### (A) Defined benefit plans

##### a) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary and dearness allowance per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

	Present value of obligation	Fair value of plan assets	Net amount
<b>Opening defined benefit obligation as at April 1, 2021</b>	780.21	(493.25)	286.96
Current service cost	54.60	-	54.60
Interest expense/(income)	49.01	(32.64)	16.37
<b>Total amount recognised in profit or loss</b>	<b>103.60</b>	<b>(32.64)</b>	<b>70.96</b>
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(4.58)	(4.58)
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	(15.34)	-	(15.34)
Experience (gains)/losses	(49.61)	-	(49.61)
<b>Total amount recognised in other comprehensive income</b>	<b>(64.94)</b>	<b>(4.58)</b>	<b>(69.52)</b>
Employer contributions	-	(2.47)	(2.47)
Benefit payments	(75.38)	-	(75.38)
<b>Closing defined benefit obligation as at March 31, 2022</b>	<b>743.49</b>	<b>(532.93)</b>	<b>210.55</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

	Present value of obligation	Fair value of plan assets	Net amount
<b>Opening defined benefit obligation as at April 1, 2022</b>	<b>743.49</b>	<b>(532.93)</b>	<b>210.55</b>
Current service cost	50.51	-	50.51
Interest expense/(income)	49.83	(38.37)	11.46
<b>Total amount recognised in profit or loss</b>	<b>100.34</b>	<b>(38.37)</b>	<b>61.97</b>
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	2.40	2.40
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	(39.48)	-	(39.48)
Experience (gains)/losses	32.41	-	32.41
<b>Total amount recognised in other comprehensive income</b>	<b>(7.07)</b>	<b>2.40</b>	<b>(4.67)</b>
Employer contributions	-	(62.63)	(62.63)
Benefit payments	(21.35)	-	(21.35)
<b>Closing defined benefit obligation as at March 31, 2023</b>	<b>815.41</b>	<b>(631.54)</b>	<b>183.87</b>

The net liability disclosed above relates to funded plan is as follows:

	As at March 31, 2023	As at March 31, 2022
Present value of funded obligations	815.41	743.49
Fair value of plan assets	631.54	532.93
<b>Non - current liability recognised in Balance Sheet</b>	<b>183.87</b>	<b>210.56</b>

Valuation in respect of gratuity has been carried out by independent actuary, as at the balance sheet date, based on the following assumptions:

	As at March 31, 2023	As at March 31, 2022
Discount rate	7.3%	6.8%
Salary escalation	8.0%	8.0%
Rate of return on plan assets	6.8%	6.7%
Attrition Rate- Management	16.0%	16.0%
Attrition Rate- Non- Management	3.0%	3.0%

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 34 : Employee benefits (continued)

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	As at March 31, 2023	As at March 31, 2022
Increase/(decrease) in present value of defined benefit obligation as at the end of the year		
(i) 1% increase in discount rate	(71.28)	(70.34)
(ii) 1% decrease in discount rate	81.82	81.44
(iii) 1% increase in rate of salary escalation	80.53	79.74
(iv) 1% decrease in rate of salary escalation	(71.52)	(70.27)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

### b) The following payments are expected contributions to defined benefit plan in future years.

The weighted average duration of the defined benefit obligation is 10 years.

	As at March 31, 2023	As at March 31, 2022
<b>Defined benefit obligation</b>		
Less than a year	42.74	34.40
Between 1 - 2 years	47.74	37.59
Between 2 - 5 years	185.63	156.12
Over 5 years	537.63	391.47
<b>Total</b>	<b>813.74</b>	<b>619.58</b>

Category of plan assets are as follows -

	As at March 31, 2023	As at March 31, 2022
Unquoted Insurer managed funds*	100%	100%

\* The Company maintains gratuity fund, which is being administered by LIC. Fund value confirmed by LIC as at March 31, 2023 is considered to be the fair value.

Contribution expected to be paid to the plan during the next financial year INR 21.33 lakhs (Previous year INR 2.31 lakhs).

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### (B) Defined Contribution Plans

The Company has recognised the following amounts in the Statement of Profit and Loss

	As at March 31, 2023	As at March 31, 2022
Contribution to Employees' Superannuation Fund	19.61	16.72
Contribution to Provident Fund	143.47	105.75
Contribution to Labour Welfare fund	0.41	0.39
Contribution to Employees' State Insurance	15.78	7.06

### (C) Risk exposure

Through its defined benefit obligations, the company is exposed to a number of risks, the most significant of which are detailed below:

1. Interest rate risk: The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
2. Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.
3. Demographic risk: For example, as the plan is open to new entrants, an increase in membership will increase the defined benefit obligation. Also, the plan only provides benefits upon completion of a vesting criteria. Therefore, if turnover rates increase then the liability will tend to fall as fewer employees reach vesting period.

### Note 35: Segment Information

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosure about products and services, geographic areas and major customer. The Company is engaged mainly in the business of manufacturing and trading of automobile components, design and engineering services. Based on the "management approach" as defined in Ind AS 108, the 'Chief Operating Decision Maker (CODM) considers entire business as single operating segment. The Company's operating divisions are managed from India. The principal geographical areas in which the Company operates is India.

#### i) Product information:

	Year ended March 31, 2023	Year ended March 31, 2022
<b>Based on type of goods</b>		
- Components	70,361.76	51,726.00
- Tools, dies and Moulds	2,806.61	1,219.29
- Others	9,654.78	7,818.43
	<b>82,823.14</b>	<b>60,763.71</b>
<b>Based on Market</b>		
- Original equipment manufacturer	73,168.36	52,945.29
- Others	9,654.78	7,818.43
	<b>82,823.14</b>	<b>60,763.71</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### ii) Geographical information

	Non-current assets*		Revenue	
	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
India	9,800.14	9,998.08	82,823.14	60,763.72
<b>Total</b>	<b>9,800.14</b>	<b>9,998.08</b>	<b>82,823.14</b>	<b>60,763.72</b>

\* Non-current asset excludes financial assets.

### iii) Major customer

The revenue from customers which is more than 10% of Company's total revenue:

	Year ended March 31, 2023	Year ended March 31, 2022
Tata Motors Limited	13,545.06	26,942.58
Fiat India Automobiles Private Limited	24,218.73	15,922.03
Tata Motors Passenger Vehicles Limited	24,618.05	7,147.46
	<b>62,381.84</b>	<b>50,012.07</b>

### Note 36 : Related party transactions

#### a) Related parties and their relationship

##### Promoters/ Promoter group

- i) Tata Sons Private Limited (Ultimate holding company) (Formerly known as Tata Sons Limited)
- ii) Tata AutoComp Systems Limited (Holding company)

##### Fellow subsidiaries (with whom transactions have taken place during the year)

- i) Tata Toyo Radiator Limited
- ii) TACO Engineering Services GMBH
- iii) Tata AutoComp Hendrickson Suspensions Private Limited
- iv) TM Automotive Seating Systems Private Limited
- v) Tata AutoComp Gotion Green Energy Solutions Private Limited
- vi) Air International TTR Thermal Systems Private Limited

##### Other group companies (with whom transactions have taken place during the year)

- i) Tata Capital Financial Services Limited
- ii) Tata AIG General Insurance Company Limited
- iii) Tata Motors Limited
- iv) Fiat India Automobiles Private Limited
- v) Tata Advanced Systems Limited (formerly TAL Manufacturing Solutions Limited)

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

- vi) Tata Technologies Limited
- vii) Tata Steel Limited
- viii) Tata Steel Downstream Products Limited (formerly Tata Steel Processing and Distribution Limited)
- ix) Tata Communications Limited
- x) Tata Teleservices Limited
- xi) Tata Ficos Automotive Systems Private Limited
- xii) Voltas Limited
- xiii) Tata Steel BSL Limited (formerly Bhushan Steel Limited)
- xiv) Tata Power Renewable Energy Limited
- xv) Trent Hypermarket Pvt Ltd
- xvi) Tata Motors Passenger Vehicles Limited (formerly TML Business Analytics Services Limited)
- xvii) Tata Passenger Electric Mobility Limited
- xviii) Roots Corporation Limited

### Key management personnel

- i) Mr. Jitendraa Dikkshit, CEO (Manager)
- ii) Mr. Pradeep Bhargava, Director
- iii) Ms. Bhavna Bindra, Director
- iv) Mr. Arvind Goel, Director
- v) Mr. Deepak Rastogi, Director (till September 16, 2022)
- vi) Mr. Sanjay Sinha, Director (till October 23, 2021)
- vii) Mr. Bharat Parekh, Director
- viii) Mr. Prakash Gurav, Director
- ix) Mr. Amit Dey (from September 30, 2022)

## Automotive Stampings and Assemblies Limited

### Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

#### (b) Transactions with related parties

	Transaction value		Closing balance	
	Year ended March 31, 2023	Year ended March 31, 2022	As at March 31, 2023	As at March 31, 2022
<b>Sale of goods</b>				
- Tata Motors Limited	13,545.06	26,942.58	560.28	634.52
- Tata Motors Passenger Vehicles Limited	24,618.05	7,147.46	44.06	791.50
- Fiat India Automobiles Private Limited	24,218.73	15,922.03	62.94	360.73
- Tata AutoComp Systems Limited	4,446.82	31.59	572.78	(553.74)
- Taco Hendrickson Suspensions Private Limited	1,233.27	538.21	(239.09)	(146.96)
-Tata Ficosa Automotive Systems Limited	-	56.77	-	1.80
-Air International TTR Thermal Systems Private Limited	17.70	-	16.82	-
-Tata Passenger Electric Mobility Limited	12.60	-	14.87	-
-Tata AutoComp Gotion Green Energy Solutions Private Limited	640.85	-	763.45	-
-Tata Toyo Radiator Limited	17.31	-	-	-
<b>Purchase of goods and services</b>				
- Tata Motors Limited	605.57	2,218.24	(38.68)	(484.41)
- Tata International Limited	6.25	3.91	(1.08)	-
- Tata Motors Passenger Vehicles Limited	802.17	751.47	383.24	886.03
- Tata Steel Limited	1,932.46	1,403.64	59.22	(210.91)
- Tata Steel Downstream Products Limited	16,303.51	11,359.58	(3,943.28)	3,960.06
- Tata Steel BSL Limited	-	688.17	(12.00)	12.00
- Tata AutoComp Systems Limited	70.09	-	(45.77)	-
-Taco Hendrickson Suspensions Private Limited	-	31.98	-	37.74
- Tata Capital Financial Services Limited	-	5.83	-	-
- TM Automotive Seating Systems Private Limited	8.45	-	(9.96)	-
- Others	-	-	-	1.25
<b>Purchase of service</b>				
- Tata Sons Limited	-	-	-	0.27
- Tata Capital Financial Services Limited	-	6.30	(0.00)	0.00
-Tata Communications Limited	8.95	9.49	(2.53)	0.24
-Tata Power Renewable Energy Limited	20.52	17.48	(1.89)	-
- Tata AutoComp Systems Limited	65.80	12.29	(1.09)	3.65
- Tata AIG General Insurance Co Ltd	-	-	(5.84)	5.84
- Roots Corporation Limited	0.55	0.08	(0.29)	(0.01)
- Tata Teleservices Limited	-	-	(0.00)	-
- Tata Teleservices (Maharashtra) Limited	0.06	-	(0.02)	-
<b>Brand equity business promotion contribution</b>				
- Tata Sons Private Limited	68.36	-	-	-
<b>Sale of services and reimbursement</b>				
- Tata Motors Passenger Vehicles Limited	20.30	-	23.96	-
- Fiat India Automobiles Private Limited	2.50	-	-	-
- Tata AutoComp Systems Limited	34.45	-	91.94	-

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

	Transaction value		Closing balance	
	Year ended March 31, 2023	Year ended March 31, 2022	As at March 31, 2023	As at March 31, 2022
<b>Purchase of Property, plant and equipment</b>				
-Taco Hendrickson Suspensions Private Limited	-	0.00	-	0.00
- Voltas Limited	2.90	3.02	(0.82)	(0.91)
- Tata AutoComp Systems Limited	0.93	-	-	-
<b>Recovery of expenses</b>				
-Tata AutoComp Systems Limited	-	-	51.28	52.56
-Tata Toyo Radiator Limited	-	6.65	-	-
<b>Reimbursement of expenses</b>				
- Tata AutoComp Systems Limited	193.84	168.51	(44.68)	26.52
-Tata Toyo Radiator Limited	-	7.53	-	-
<b>Loan availed</b>				
- Tata AutoComp Systems Limited	1,500.00	7,300.00	4,600.00	4,100.00
- Tata AutoComp Systems Limited - ICD	-	-	-	-
- Tata Capital Financial Services Limited	-	6,932.89	-	-
<b>Loan repaid</b>				
- Tata AutoComp Systems Limited	1,000.00	6,600.00	-	-
- Tata AutoComp Systems Limited -ICD	-	500.00	-	-
- Taco Hendrickson Suspensions Private Limited	-	6,000.00	-	-
- Tata Capital Financial Services Limited	-	11,100.00	-	-
<b>Interest paid</b>				
- Tata AutoComp Systems Limited	342.89	864.49	-	-
- Tata Capital Financial Services Limited	-	209.09	-	-
- Taco Hendrickson Suspensions Private Limited	-	11.11	-	-
- Tata Steel Downstream Products Limited	217.85	-	-	-
<b>Sale of Property, plant and equipment</b>				
- Tata AutoComp Systems Limited	-	4.55	-	-
<b>Remuneration to key managerial personnel</b>				
-Mr. Jitendraa Dikkshit (Refer note d below)				
Short-term employee benefits	97.73	87.63	-	-
<b>Sitting fees paid to key managerial personnel</b>				
- Mr. Pradeep Bhargava	7.00	6.50	-	-
- Mr. Prakash Gurav	7.60	6.20	-	-
- Ms. Bhavna Bindra	3.70	5.00	-	-
- Mr. Arvind Goel	2.00	-	-	-

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

- a) The closing balances above are net of advances.
- b) All outstanding balances are unsecured and are repayable in cash.
- c) For borrowing terms and conditions refer note 20.

In addition to the above related party transactions Tata AutoComp Systems Limited (Holding Company) has provided a letter of comfort for loans of INR NIL as of March 31, 2023 (As at March 31, 2022 INR 183.33 lakhs to State Bank of India, INR NIL lakhs to HDFC Bank Ltd and INR NIL lakhs to credit Tata capital financial services limited with respect to facilities availed by the Company.

- d) As post employment obligations and other long-term employee benefits obligations are computed for all employees in aggregate, the amounts relating to key management personnel cannot be individually computed and hence are not included in the above.

### Note 37 : Contingent liabilities (To the extent not provided for)

	As at March 31, 2023	As at March 31, 2022
Excise duty and VAT related matters (Refer note (a) below)	83.83	82.82
Labour matters (refer note (c) below)	216.22	417.23
Goods and Services tax matters	7.66	-
Others matters (refer note (d) below)	52.43	52.43

**Note:** In addition to the above, there are certain pending cases in respect of labour matters, the impact of which is not quantifiable and is not expected to be material.

- (a) The Company has received various demand/notices from the Excise and GST/ VAT / Sales Tax department on various matters. The Company has filed / is in the process of filing of appeal for these demand/notices and does not expect any significant outflows. Major demand is for mismatch between details as per the Company with that of filed by vendors and other matters such as for alleged evasion of Central Excise duty and alleged contravention of Central Excise Rules for which demand is raised and interest / penalty is charged. Further, the Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in the financial statements. The management believes that the ultimate outcome of above proceeding will not have a material adverse effect on the Company's financial position and results of operations
- (b) There are numerous interpretative issues relating to the Supreme Court (SC) judgment dated 28th February, 2019, relating to components/allowances paid that need to be taken into account while computing an employer's contribution to provident fund under the Employees' Provident Funds and Miscellaneous Provident Act, 1952. The Company has also obtained a legal opinion on the matter and basis the same there is no material impact on the financial statements as at 31 March 2021. The Company would record any further effect on its financial statements, on receiving additional clarity on the subject.
- (c) The Company is contesting various demands relating to labour matters and the management believes that its position will likely be upheld in the appellate process. The management believes that the ultimate outcome of above proceeding will not have a material adverse effect on the Company's financial position and results of operations.
- (d) This represents remote liability pertaining to other employee related matters. The management believe that the chances of outflow of resources is remote.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 38 : Capital Commitments

	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital contracts and not provided for (net of advances)	433.40	127.78

### Note 39 : Movements in provisions for probable claims and indirect tax matters

For the year ended March 31, 2023

	As at March 2023 Indirect tax matter	As at March 2022 Indirect tax matter	As at March 2023 Warranty	As at March 2022 Warranty
Carrying amount at the beginning of the year	15.53	246.79	10.29	10.29
Additional provision made during the year	81.49	15.53	-	29.57
Amounts used/written back during the year	(15.53)	(246.79)	-	-
<b>Carrying amounts at the end of the year</b>	<b>81.49</b>	<b>15.53</b>	<b>10.29</b>	<b>39.86</b>
Current	81.49	15.53	7.26	7.26
Non-Current	-	-	3.03	32.59

- a. This represents provisions made for probable liabilities / claims arising out of pending dispute / litigations with various regulatory authorities in respect of VAT and CST cases. These provisions are affected by numerous uncertainties and management has taken all efforts to make the best estimates. Timing of outflow of resources will depend upon timing of decision of cases.
- b. The Company has made warranty provision on account of sale of products with warranty clause. These provisions are based on management's best estimate and past trends. Actual expenses for warranty are charged directly against the provision. Un-utilized provision is reversed on expiry of the warranty period.

### Note 40: Earnings per Share

		Year ended March 31, 2023	Year ended March 31, 2022
Net earnings attributable to equity shareholders	INR in lakhs	832.53	5,231.08
Weighted average no. of equity shares		15,864,397	15,864,397
Earnings per share (Basic and Diluted)	INR	5.25	32.97
Nominal value of an equity share	INR	10.00	10.00

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 41 : Ratios

Ratios	Numerator	Denominator	As on March 31, 2023	As on March 31, 2022	Variation with preceding year	Comments if variation is above 25%
Current Ratio	Current Assets	Current Liabilities	0.59	0.45	30.21%	Refer (i) below
Debt-Equity Ratio	Total Debt	Shareholder's Equity	(3.02)	(2.29)	31.77%	Refer (ii) below
Debt Service Coverage Ratio	Earnings available for debt service	Debt service	2.86	0.12	2205.85%	Refer (iii) below
Return on Equity Ratio	Net profit after tax	Average shareholder's equity	(0.26)	(0.84)	-68.59%	Refer (iv) below
Inventory Turnover Ratio	Cost of goods sold	Average inventory	14.51	12.70	14.25%	NA
Trade Receivables turnover ratio	Net sales	Average accounts receivables	24.30	22.43	8.30%	NA
Trade Payable turnover ratio	Purchases	Average accounts payables	5.43	5.27	3.05%	NA
Net Capital turnover ratio	Net sales	Working capital	(9.35)	(6.29)	48.67%	Refer (v) below
Net profit ratio	Net profit	Net sales	0.01	0.09	-88.32%	Refer (vi) below
Return on capital employed	Earnings before interest and taxes	Average capital employed	0.42	1.46	-71.57%	Refer (vii) below

#### i) Current Ratio:

Declined compared to previous year by 16.92% due to settlement of commodity fluctuation completed at year end, 10.28% for one time tooling program billing completed at year end and balance majorly owing to customer credit term mix.

#### ii) Debt-Equity Ratio:

It continues to be negative as the company has negative net worth which was decreased from INR (3,571.42) Lakhs as at March 31, 2022 to INR (2,734.22) Lakhs as at March 31, 2023. During the year, the company's borrowing has increased from INR 4,284.28 Lakhs to INR 4,600.00 Lakhs owing to capex for new program

#### iii) Debt Service Coverage Ratio:

It has significantly improved as the company has improved earnings.

#### iv) Return on Equity Ratio:

Decline from previous year owing to one-time exceptional income in financial year 21-22

#### v) Net Capital turnover ratio:

Decline from previous year due to temporary increase in working capital.

#### v) Net profit ratio and Return on capital employed:

Dip owing to one-time exceptional income in financial year 21-22 and temporary increase in working capital in current year.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 42 : Disclosures required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are given as follows:

	As at March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any micro and small supplier at the end of each accounting year:		
- Principal	462.47	1,181.31
- Interest	0.79	0.23
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		
- Payments made to suppliers beyond the appointed date (Principal amount)	4,465.25	2,110.56
- Interest on the principal amount	-	-
	4,465.25	2,110.56
Interest paid, other than under Section 16 of Micro, Small and Medium Enterprises Development Act, 2006.	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	22.61	5.22
Interest under section 16 Micro, Small and Medium Enterprises Development Act, 2006 accrued during the year.	23.40	5.45
The amount of interest accrued and remaining unpaid at the end of each accounting year		
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	109.01	85.61

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 43 : Fair Value Measurement

#### Financial Instrument by category:

The carrying value and fair value of financial instruments by categories as of March 31, 2022 were as follows:

	Amortised cost	Financial assets / liabilities at fair value through profit or loss	Total Carrying value
		Designated upon initial recognition	
<b>Financial assets:</b>			
<i>Non-current</i>			
Other financial assets	128.71	-	128.71
<i>Current</i>			
Trade receivables	4,516.05	-	4,516.05
Cash and cash equivalents	291.45	-	291.45
Bank balances other than cash and cash equivalent	-	-	-
Other financial asset	1,194.62	-	1,194.62
<b>Financial liabilities:</b>			
<i>Non-current</i>			
Borrowings	-	-	-
Lease liabilities	3,394.25	-	3,394.25
<i>Current</i>			
Borrowings	4,600.00	-	4,600.00
Trade payable	13,830.13	-	13,830.13
Lease liabilities	272.66	-	272.66
Other financial liabilities	466.02	-	466.02

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 43 : Fair Value Measurement(Contd.)

The carrying value and fair value of financial instruments by categories as of March 31, 2022

	Amortised cost	Financial assets / liabilities at fair value through profit or loss	Total Carrying value
		Designated upon initial recognition	
<b>Financial assets:</b>			
<i>Non-current</i>			
Other financial asset	136.74	-	136.74
<b>Trade receivables</b>	2,302.06	-	2,302.06
Cash and cash equivalents	357.10	-	357.10
Bank balances other than cash and cash equivalent	65.47	-	65.47
Other financial asset	14.14	-	14.14
<b>Financial liabilities:</b>			
<i>Non-current</i>			
Borrowings	-	-	-
Lease liabilities	3,666.91	-	3,666.91
<i>Current</i>			
Borrowings	4,284.28	-	4,284.28
Trade payable	11,050.49	-	11,050.49
Lease liabilities	243.23	-	243.23
Other financial liabilities	534.22	0.04	534.26

### Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3 – If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 43 : Fair Value Measurement (Contd.)

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2023:

	As at March 31, 2023	Fair value measurement at end of the reporting period using	
		Level 1	Level 3
<b>Liabilities</b>			
Derivative financial instruments - foreign currency forward contracts	-	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2022:

	As at March 31, 2022	Fair value measurement at end of the reporting period using	
		Level 1	Level 3
<b>Liabilities</b>			
Derivative financial instruments - foreign currency forward contracts	0.04	-	-

- The carrying amount of trade receivables, cash and cash equivalent, bank balances other than cash and cash equivalent, other current financial assets, short term borrowings, trade payables and other financial liabilities are considered to be same as their fair values, due to their short term nature.

#### Valuation technique used to determine fair value:

Specific valuation technique used to value financial instruments include

- Fair value of forward foreign exchange contracts is determined using forward exchange rates as at the balance sheet date
- Fair value of the remaining financial instruments is determined using discounted cash flow analysis.

#### Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. Discussions of valuation processes and results are held between the CFO, VP Finance and the valuation team.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 44 : Financial risk management

In the course of its business, the Company is exposed primarily to market risk, liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as credit risks. The risk management policy is approved by the board of directors. The risk management framework aims to:

- Create a stable business planning environment by reducing the impact of currency fluctuations on the Company's business plan.
- Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

#### (A) Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the, foreign currency exchange rates, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

##### (a) Foreign currency risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EUR and Others. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The Company's risk management policy is to hedge around 50% to 70% of forecasted foreign currency sales and purchases for the subsequent 6 months. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

	As at March 31, 2023					As at March 31, 2022				
	USD	RMB	EUR	SEK	Others	USD	RMB	EUR	SEK	Others
Financial liabilities										
Trade payables	112.75	-	2.04	-	-	58.95	-	1.93	-	-
<b>Exposure to foreign currency risk</b>	<b>112.75</b>	<b>-</b>	<b>2.04</b>	<b>-</b>	<b>-</b>	<b>58.95</b>	<b>-</b>	<b>1.93</b>	<b>-</b>	<b>-</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

#### Forward contracts receivable / payable

	As at March 31, 2023	As at March 31, 2022
Forward contracts payable USD	-	43.79

#### (b) Interest rate risk

The Company has fixed rate borrowings and variable rate borrowing. The Company's fixed rate borrowings and loans to subsidiaries and joint ventures are carried at amortised cost. They are therefore not subject to interest rate risk as defined in In AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company's exposure to variable borrowing rate are as follows:

	As at March 31, 2023	As at March 31, 2022
Variable rate borrowings	-	-
Fixed rate borrowings	-	184.28
<b>Total borrowings</b>	-	184.28

At the end of the period the Company has following variable borrowing outstanding:

	As at March 31, 2023			As at March 31, 2022		
	Weighted average interest rate	Balance	% of total loans	Weighted average interest rate	Balance	% of total loans
Term loan from bank (in Rs.)	0.00%	-	0.00%	0.00%	-	0%

#### B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet this. The Company invests its surplus funds in bank fixed deposit and liquid mutual funds which carry no / low mark to market risk.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non-derivative financial liabilities, and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities	Upto 1 year	Between 1 and 2 years	2 year and above	Total
<b>March 31, 2023</b>				
<b>Non-derivatives</b>				
Borrowings non current	-	-	-	-
Borrowings current	4,600.00	-	-	4,600.00
Trade payables	13,626.90	147.41	55.82	13,830.13
Other financial liabilities	-	-	-	-
Lease liability	549.12	503.76	5,188.84	6,241.72
<b>Total non-derivative liabilities</b>	<b>18,776.02</b>	<b>651.17</b>	<b>5,244.66</b>	<b>24,671.85</b>
<b>Derivatives (net settled)</b>				
Foreign exchange forward contracts	-	-	-	-
<b>Total derivative liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Contractual maturities of financial liabilities	Upto 1 year	Between 1 and 2 years	2 year and above	Total
<b>March 31, 2022</b>				
<b>Non-derivatives</b>				
Borrowings non current	-	-	-	-
Borrowings current	4,284.28	-	-	4,284.28
Trade payables	11,050.49	-	-	11,050.49
Other financial liabilities	534.26	-	-	534.26
Lease liability	539.40	549.12	5,167.56	6,256.08
<b>Total non-derivative liabilities</b>	<b>16,408.43</b>	<b>549.12</b>	<b>5,167.56</b>	<b>22,125.11</b>
<b>Derivatives (net settled)</b>				
Foreign exchange forward contracts	0.04	-	-	0.04
<b>Total non-derivative liabilities</b>	<b>0.04</b>	<b>-</b>	<b>-</b>	<b>0.04</b>

## **Notes forming part of financial statements for the year ended March 31, 2023**

(All figures in INR Lakhs, unless otherwise stated)

### **(C) Credit risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness. For the Company, credit risk arises from cash and cash equivalents, other balances and deposits with bank and financial institutions and trade receivables.

#### *Credit risk management*

For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty ability to meet its obligations
- actual or expected significant changes in the operating results of the counterparty
- significant increase in credit risk on other financial instruments of the same counterparty
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 90 days past due.

A default on a financial asset is when the counterparty fails to make contractual payments within 365 days of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

#### *Exposure to credit risk*

The carrying amount of financial assets represents the maximum credit exposure.

None of the Company's cash equivalents, including time deposits with banks, are past due or impaired. Regarding trade receivables and other receivables, and other financial assets that are neither impaired *nor past due, there were no indications as at March 31, 2022, that defaults in payment obligations will occur.*

Financial assets that are neither past due nor impaired

None of the Company's cash equivalents, including time deposits with banks, are past due or impaired. Regarding trade receivables and other receivables, and other financial assets that are neither impaired *nor past due, there were no indications as at March 31, 2022, that defaults in payment obligations will occur.*

The Company follows 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date) model for recognition of impairment loss on financial assets measured at amortised cost or fair value through other comprehensive income other than trade receivables.

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

The ageing of trade receivable as on balance sheet date is given below. The age analysis has been considered from the due date.

	As at March 31, 2023			As at March 31, 2022		
	Gross	Allowance	Net	Gross	Allowance	Net
Period (in months)						
Not due	2,285.48	-	2,285.48	1,413.21	-	1,413.21
Overdue up to 3 months	1,674.57	-	1,674.57	760.56	-	760.56
Overdue 3-6 months	224.34	1.08	223.26	69.97	1.48	68.49
Overdue more than 6 months	404.22	71.48	332.74	131.16	71.37	59.80
<b>Total</b>	<b>4,588.61</b>	<b>72.56</b>	<b>4,516.05</b>	<b>2,374.91</b>	<b>72.85</b>	<b>2,302.06</b>

The following table summarises the change in loss allowance measured using lifetime expected credit loss model:

	Amount
<b>Loss allowance on April 30, 2021</b>	-
Changes in loss allowance	72.85
<b>Loss allowance on March 31, 2022</b>	<b>72.85</b>
Changes in loss allowance	(0.29)
<b>Loss allowance on March 31, 2023</b>	<b>72.56</b>

### Note 45 : Capital Management

#### (a) Risk management

The Company's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long term borrowings and short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Total debt includes all long and short-term debts and lease liabilities as disclosed in notes 21, 24 and 5 to the financial statements.

	As at March 31, 2023	As at March 31, 2022
Total debt	8,266.91	8,194.42
Total equity	(2734.22)	(3571.42)
<b>Net debt to equity ratio</b>	<b>(3.02)</b>	<b>(2.29)</b>

## Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

### Note 46 : Assets pledged as security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
<b>Financial assets</b>		
<i>First charge</i>		
Other receivables	4,516.05	1,994.15
<b>Non-financial assets</b>		
<i>First charge</i>		
Inventories	5,132.41	3,984.39
<b>Total current assets pledged as security</b>	<b>9,648.46</b>	<b>5,978.54</b>
<b>Non-current</b>		
<i>First charge</i>		
Plant and machinery	3,320.57	5,662.41
Land	-	104.76
Building	-	1,289.90
<b>Total non-currents assets pledged as security</b>	<b>3,320.57</b>	<b>7,057.07</b>
<b>Total assets pledged as security</b>	<b>12,969.03</b>	<b>13,035.61</b>

### Note 47: Exceptional item - Gain on sale of leasehold land and building

#### A. Chakan : Sale and Lease Back

In the board meeting held on April 5, 2021, the Board of Directors approved the sale of the Company's land along with building situated at Chakan. The Company had obtained an approval from the shareholders through the postal ballot. As at March 31, 2022 the Company had received entire consideration of INR 10,100 lakhs from the buyer and the sale deed for the said transaction was been executed on January 24, 2022. The Company has taken building and portion of land on lease for 15 years on which the operations of the Company will continue. Consequently, the right to use of asset of INR 743.88 lakhs, lease liability of INR 3427.16 lakhs is recognised in books and net gain of INR 6,172.42 lakhs is recognised exceptional item.

Particulars	Amount
Sales Consideration	10,100.00
Written Down Value (WDV)	(1,121.80)
<b>Total Gain</b>	<b>8,978.20</b>
Expenses Incurred	(122.18)
Lease Liability recognized for lease payments	(3,427.48)
Right of Use Assets recognized	743.88
<b>Net Gain recognized as Exceptional Item</b>	<b>6,172.42</b>

**Notes forming part of financial statements for the year ended March 31, 2023**

(All figures in INR Lakhs, unless otherwise stated)

**B. Sale of Land and Factory Building at Halol Plant**

On January 31, 2021, consent of the Board of Directors was obtained for transfer of the freehold land situated at Halol along with the building. The carrying value of said assets was presented as "Assets held for sale" under the current assets and the advance consideration received from buyers amounting to INR 245 lakhs is presented under "Other current liabilities" as at March 31, 2021. The Company has completed the sale of said assets during the year and has recognised gain on Asset held for sale of amounting to INR 485.78 lakhs. Further, the Company has also incurred expenses of INR 660.11 lakhs during the year for one-time termination compensation of employees relating to the Halol plant consequent to its closure, expenses for transfer of identified plant and equipment from Halol plant to other manufacturing facilities of the Company, write off of certain property, plant and equipment having no continuing use and certain other expenses. These items have been disclosed as exceptional item.

<b>Particulars</b>	<b>Amount</b>
Sales Consideration	1,225.0
Written Down Value (WDV)	(739.0)
<b>Gross Gain on Sale</b>	<b>486.0</b>
Direct Expenses	14.5
<b>Net gain on Sales</b>	<b>471.5</b>
Other Expenses Incurred*	(645.5)
<b>Net Loss recognized as Exceptional Item (B)</b>	<b>(174.0)</b>
<b>Total Exceptional Gain during the year (A+B)</b>	<b>5,998.42</b>

**\* Expenses Incurred**

<b>Particulars</b>	<b>Amount</b>
Freight Expenses	430.00
One time termination compensation	200.00
Other Misc. Expenses	16.54
<b>Total Other Expenses</b>	<b>646.54</b>

**Note 48:**

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

## Automotive Stampings and Assemblies Limited

### Notes forming part of financial statements for the year ended March 31, 2023

(All figures in INR Lakhs, unless otherwise stated)

#### Note 49: Other Statutory information

- a. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- b. There are no transactions and / or balance outstanding with companies struck off under section 248 of the Companies Act, 2013.
- c. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- d. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- e. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - ii) provided any guarantee, security or the like to or on behalf of the Ultimate Beneficiarie
- f. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
  - i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - ii) provided any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- g. The Company does not any transactions which are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- h. The company does not have any investments through more than two layers of investment companies as per section 2(87) (d) and section 186 of Companies Act, 2013.

**Note 50:** Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date attached

**For B S R & Co. LLP**  
Chartered Accountants  
Firm Registration Number: 101248W / W-100022

**Abhishek**  
Partner  
Membership No: 062343  
ICAI UDIN: 23062343BGYFTA5457

Place: Pune  
Date: April 28, 2023

**For and on behalf of the Board of Directors of  
Automotive Stampings and Assemblies Limited**  
CIN:L28932PN1990PLC016314

**Pradeep Bhargava**  
Chairman  
DIN: 00525234  
**Jayadev Mishra**  
Chief Financial Officer

**Amit Dey**  
Director  
(DIN 09750551)

**Jitendraa Dikkshit**  
Chief Executive Officer  
**Shrikant Joshi**  
Company Secretary

Place: Pune  
Date: April 28, 2023

**ASAL  
AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED**

CIN: L28932PN1990PLC016314

Registered Office: TACO House, Plot No- 20/B FPN085, V.G. Damle Path, Off Law College Road,  
Erandwane, Pune: 411004, Maharashtra  
Tel: 91 20 66085000 Fax: 91 20 6608 5034

E-mail: cs@autostampings.com Website: www.autostampings.com

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014- Form No. MGT -11]

33<sup>rd</sup> Annual General Meeting – Monday, the 14<sup>th</sup> day of August, 2023 at 11.00 a.m.

Name of the Member(s)		E-mail id	
Registered address		Folio no. / *Client ID	
		*DP ID	

\* Applicable for Investors holding shares in electronic form.

I/ We being the member(s) of ..... shares of the above named Company, hereby appoint:

1. Name: ..... Email ID:.....

Address : .....  
.....

2. Name: ..... Email ID:.....

Address : .....  
.....

3. Name: ..... Email ID:.....

Address : .....  
.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Monday, the 14<sup>th</sup> day of August, 2023 at 11.00 a.m. at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 2)		
		For	Against	Abstain
<b>Ordinary business</b>				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.			
2	To re-appoint a Director in place of Mr. Bharatkumar Parekh (DIN : 01521346) who retires by rotation and, being eligible, offers himself for re-appointment.			
<b>Special business</b>				
3	Appointment of Mr. Suhas Dode as a Manager designated as Chief Executive Officer.			
4	Appointment of Mr. Deepak Mahendra (DIN : 00213074) as Non- Executive Independent Director.			

Signed this..... day of .....2023

.....  
Signature of the Member

.....  
Signature of the Member

# ASAL

Thirty-Third Annual Report 2022-23

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## Automotive Stampings and Assemblies Limited

### Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of Annual General Meeting (on or before Saturday, August 12, 2023 at 11:00 a.m. IST).
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.
3. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

**ASAL  
AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED**

CIN: L28932PN1990PLC016314

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Pune: 411004, Maharashtra

Tel: 91 20 66085000 Fax: 91 20 6608 5034

E-mail: cs@autostampings.com Website: www.autostampings.com

**ATTENDANCE SLIP**

(To be presented at the entrance)

Sr. No.....

Folio No. / DP ID & Client ID	
Name and address of the first named Member / proxy / Authorized Representative	
Name of Joint Holder(s), if any	
No. of Shares held	

I/we certify that I/we am/are Member(s)/proxy for the Member(s) of the Company.

I/we hereby record my/our presence at the THIRTY THIRD ANNUAL GENERAL MEETING of the Company on Monday, the 14<sup>th</sup> day of August, 2023 at 11.00 a.m. at Moolgaokar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016.

.....  
Member's / Proxy's Signature

.....  
Signature of Joint holder

**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number)	*Sequence No. / PAN
230710002	

\*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the Sequence Number field.

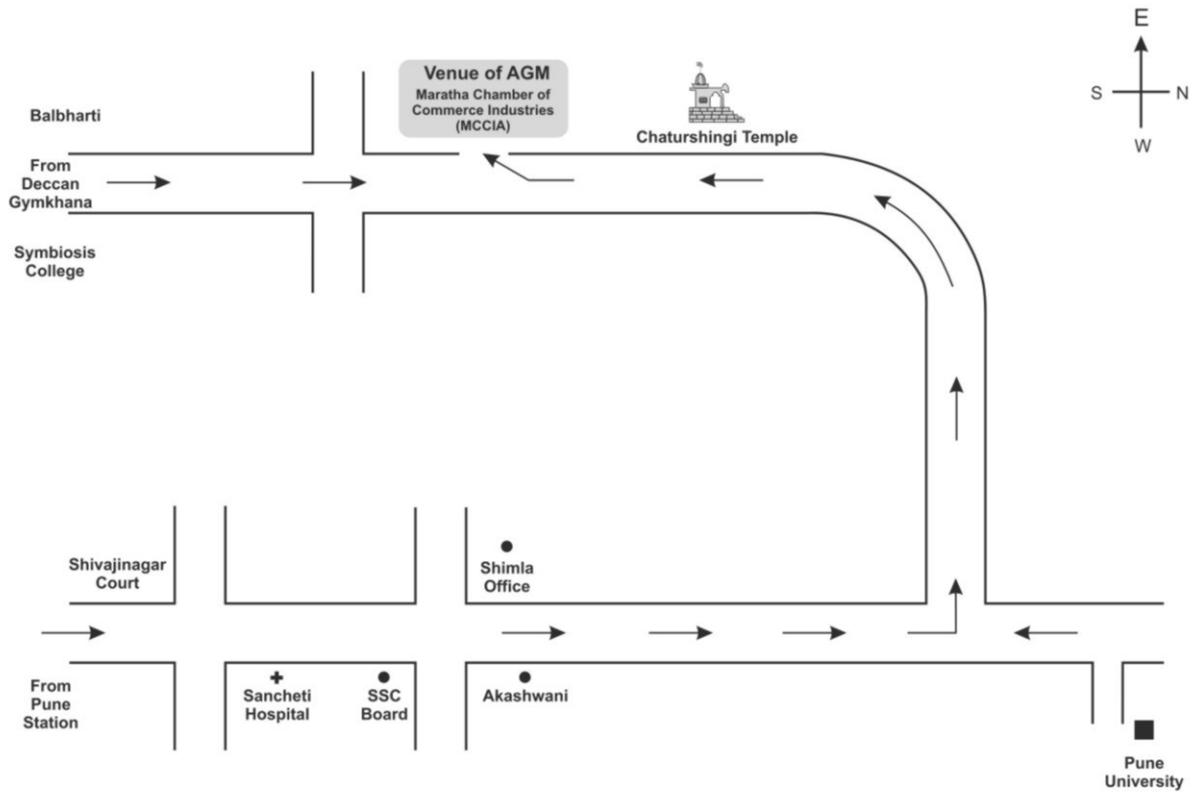
**Notes:**

1. Please read the instructions relating to e-voting printed under the Notes to the Notice of the 33rd Annual General Meeting to be held on Monday, the 14<sup>th</sup> day of August, 2023 at 11.00 a.m.
2. Members/Proxies are requested to bring the attendance slips with them when they come to the Meeting and hand them over at the entrance after affixing their signature on them. Joint Members may obtain additional Attendance Slips at the entrance.
3. The remote e-Voting period starts from **Friday, August 11, 2023 (9.00 AM IST)** and ends on **Sunday, August 13, 2023 (5.00 PM IST)**. The voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.

### Route Map to the AGM Venue

**Venue & Landmark:**

Moolgaokar Auditorium,  
Ground Floor, A Wing, MCCIA Trade Tower,  
International Convention Centre,  
Senapati Bapat Road, Pune 411 016.



Distance from Pune Station: 6.6 km

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