

## **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 behavior 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 culture 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, 2021 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, 2021. All six are Non-Executive Directors of whom two 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 we regret to inform you that, Mr. Shrikant Sarpotdar, Independent Director of the Company passed away due to Cardiac Arrest on March 14, 2021. Mr. Shrikant Sarpotdar was appointed on the Board of the Company in the year 2019 and the Company immensely benefitted from his vision and leadership during his tenure.

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, 2021 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 is 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.

- **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 an 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 2020-21, 6 (Six) Board Meetings were held and the gap between two Board Meetings did not exceed 120 days. The meetings were held on July 08, 2020, August 21, 2020, November 09, 2020, January 28, 2021, January 31, 2021 and March 09, 2021. The necessary quorum was present for all the above Board Meetings.

- **Information placed before the Board:**

During FY 2020-21, 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.

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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 2020-21.

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, 2021:

Name of Director (DIN)	Category of Directorship	No. of Board Meetings Attended during FY 2020-21	Whether attended last AGM held on Aug 20, 2020 (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	-	1. Automotive Stampings And Assemblies Limited –Non Executive Independent Director 2. Persistent Systems Limited - Non Executive Independent Director 3. Himatsingka Seide Limited- Non Executive Independent Director	-	3
Mr. Shrikant Sarpotdar \$ (DIN: 01800442)	Non-Executive, Independent	6	Yes	-	1. Automotive Stampings And Assemblies Limited –Non Executive Independent Director	2	-
Ms. Bhavna Bindra \$ (DIN: 07314422)	Non-Executive, Independent	6	Yes	2	1. Automotive Stampings And Assemblies Limited –Non Executive Independent Director 2. Kennametal India Limited –Non Executive Independent Director	-	2
Mr. Arvind Goel (DIN: 02300813)	Non-Executive, Non-Independent	6	Yes	1	1. Automotive Stampings And Assemblies Limited –Non Executive Director 2. Tata AutoComp Systems Limited – Managing Director & CEO	-	-
Mr. Deepak Rastogi (DIN: 02317869)	Non-Executive, Non-Independent	6	Yes	1	1. Automotive Stampings And Assemblies Limited – Non Executive Director	1	2
Mr. Bharatkumar Parekh (DIN: 01521346)	Non-Executive, Non-Independent	6	Yes	1	1. Automotive Stampings And Assemblies Limited – Non Executive Director	-	1

Name of Director (DIN)	Category of Directorship	No. of Board Meetings Attended* during FY 2020-21	Whether attended last AGM held on Aug 20, 2020 (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. Sanjay Sinha (DIN: 08210898)	Non-Executive, Non-Independent	6	Yes	-	1. Automotive Stampings And Assemblies Limited – Non Executive Director	-	1

\*\* 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.

^ Mr. Pradeep Bhargava Non-Executive Independent Director was appointed as Chairman of the Board of Directors of the Company w.e.f. April 24, 2019 and shall preside as the Chairman unless and otherwise decided by the Board.

\$ Mr. Shrikant Sarpotdar ceased to be Director of the Company due to his sad demise.

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 fulfill 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 from Independent Director to adhere to this requirement for FY 2020-21 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.

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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. Shrikant Sarpotdar	Ms. Bhavna Bindra	Mr. Arvind Goel	Mr. Deepak Rastogi	Mr. Sanjay Sinha	Mr. Bharat Parekh
i. 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	√	√	√	√	√	√	√
ii) Behavioral Skills – Attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders	√	√	√	√	√	√	√
iii) Strategic thinking and decision making	√	√	√	√	√	√	√
iv) Financial Skills	√	√	√	√	√		
v) Technical/Professional skills and specialized knowledge to assist the ongoing aspects of the business				√	√	√	√

### 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 one Non-Executive Director. Mr. Shrikant Sarpotdar\* was the Chairman of the Committee and Mr. Pradeep Bhargava, Ms. Bhavna Bindra and Mr. Deepak Rastogi are the other Members.

\* Mr. Shrikant Sarpotdar passed away on March 14, 2021 hence consequently ceased to be the Chairperson & member of the Committee.

All the Members are financially literate and two members has 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 30th Annual General Meeting held on August 20, 2020.

• **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;

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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 ₹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 are operating effectively.

• **Meetings and attendance during the year:**

Four Audit Committee meetings were held during financial year 2020-21. The meetings were held on July 08, 2020, August 21, 2020, November 09, 2020, January 28, 2021. The necessary quorum was present at all the Audit Committee Meetings.

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

Name of Director	Designation	Category of Directorship	No. of meetings attended #
Mr. Pradeep Bhargava	Member	Non-Executive, Independent	4
Mr. Shrikant Sarpotdar	Chairman	Non-Executive, Independent	4
Ms. Bhavna Bindra	Member	Non-Executive, Independent	4
Mr. Deepak Rastogi	Member	Non-Executive Director	4

# Number of meetings held during financial year 2020-21: Four

\* Mr. Shrikant Sarpotdar passed away on March 14, 2021 hence consequently ceased to be the Chairperson & member of the Committee.

**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. Shrikant Sarpotdar was the Chairman# of the Committee. Mr. Pradeep Bhargava and Mr. Arvind Goel are the other Members of the Committee.

\* Mr. Shrikant Sarpotdar passed away on March 14, 2021 hence consequently ceased to be the Chairperson & member 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.



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- (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.

Two meetings of the Nomination and Remuneration Committee were held during the financial year 2020-21. The meetings were held on July 08, 2020, March 09, 2021.

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

Name of Director	Designation	Category of Directorship	No. of meetings attended#
Mr. Shrikant Sarpotdar*	Chairman	Non-Executive, Independent	2
Mr. Pradeep Bhargava	Member	Non-Executive, Independent	2
Mr. Arvind Goel	Member	Non-Executive, Director	2

# Number of meetings held during the financial year 2020-21: Two

\* Mr. Shrikant Sarpotdar passed away on March 14, 2021 hence consequently ceased to be the Chairperson & member of the Committee.

### 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 2020-21 are given below:

(₹. in Lakhs)

Name	Salary and Allowances	Perquisites	Contribution to Funds	Total
Mr. Jitendraa Dikkshit Manager	38.86	21.36	4.77	65.00

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

Name	Service contracts	Notice period and severance fees	No of equity Shares held / Stock option details
Mr. Jitendraa Dikkshit	Manager designated as Chief Executive Officer for period from October 17, 2019 to October 16, 2022.	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 ₹ 50,000/- as sitting fees to each Non-Executive Director (Independent) for attending every 'Board Meeting', 'Audit Committee Meeting', 'Nomination and Remuneration Committee Meeting' respectively and ₹ 20,000/- to each Non-Executive Director (Independent) 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 2020-21 are as under:

Sl. No.	Name of the Director	Amount (₹. in Lakhs)
1.	Mr. Pradeep Bhargava	6.00
2.	Mr. Shrikant Sarpotdar	6.20
3.	Ms. Bhavna Bindra	5.40
5.	Mr. Arvind Goel	-
6.	Mr. Deepak Rastogi	-
7.	Mr. Sanjay Sinha	-
8.	Mr. Bharat Parekh	-
	<b>Total</b>	<b>17.60</b>

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. Shrikant Sarpotdar as Chairman\*, Mr. Deepak Rastogi and Mr. Sanjay Sinha as Members.

\* Mr. Shrikant Sarpotdar passed away on March 14, 2021 hence consequently ceased to be the Chairperson & member of the Committee.

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.

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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 2020- 21 on November 09, 2020.

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

Name of Director	Designation	Category of Directorship	No. of meetings attended#
*Mr. Shrikant Sarpotdar	Chairman	Non-Executive, Independent	1
Mr. Deepak Rastogi	Member	Non-Executive, Non-Independent	1
Mr. Sanjay Sinha	Member	Non-Executive, Non-Independent	1

# Number of meetings held during financial year 2020-21: One

\*Mr. Shrikant Sarpotdar passed away on March 14, 2021 hence consequently ceased to be the Chairperson & member of the Committee.

The details of Shareholders Complaints received so far, resolved and pending during the Financial Year 2020-21 are as follows:

Opening Balance	Received during year	Resolved during year	Pending/ closing balance	Not solved to the satisfaction of Shareholders
Nil	05	05	Nil	Nil

There were no pending Shareholders complaints as on March 31, 2021.

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 is the Compliance Officer of the Company.

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, 2021.

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
Address	TACO House, Plot No- 20/B FPN085, V.G. Damle Path ,Off Law College Road, Erandwane, Pune: 411004
Email Id	cs@autostampings.com
Contact No.	020-66085000

**CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

The CSR Committee was constituted under Section 135 of the Act which comprises three Non-executive Directors' viz. Ms. Bhavna Bindra as Chairperson, Mr. Sanjay Sinha and Mr. Deepak Rastogi.

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.

Two meetings of the Corporate Social Responsibility Committee were held during the financial year 2020-21 on July 08, 2020 and November 09, 2020.

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	Chairperson	Non-Executive, Independent	2
Mr. Deepak Rastogi	Member	Non-Executive, Non- Independent	2
Mr. Sanjay Sinha	Member	Non-Executive, Non- Independent	2

# Number of meetings held during financial year 2020-21: 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 fulfill 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 2020-21 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'; and the 'Stakeholders Relationship Committee'.

#### ➤ EVALUATION OF INDIVIDUAL DIRECTORS:

- The review of the performance of all the Directors (including the Chairman) was also evaluated for FY 2020-21 by the Nomination and Remuneration Committee.
- The performance review of the Non-Independent Directors was evaluated for FY 2020-21 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. Fulfillment 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:**

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During the year under review, the Independent Directors met on March 11, 2021 and:

1. Reviewed the performance of Non-Independent Directors and the Board as a whole for FY 2020-21 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.

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 2020-21 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-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
  - The Company provides retirement benefits as applicable. Excludes employee covered by any long term settlements or specific term contracts. The remuneration for these employees would be driven by the respective long term 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/incentives. 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



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rendered by such Director in any other capacity unless:

- The services rendered are of a professional nature; and
- 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 to be passed by Postal Ballot are as under:-

AGM for the financial year	Date & Time of AGM	Venue	No. of Special Resolutions	Details of Special Resolutions passed
2019-20	August 20, 2020 at 11.00 a.m.	Through Audio Video Mean Deemed Venue:	1	1. Appointment of Mr. Jitendraa Dikkshit as a Manager designated as Chief Executive Officer
2018-19	July 1, 2019 at 10.00 a.m.	Moolgaakar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411 016.	3	1. Re-appointment of Mr. Pradeep Bhargava (DIN: 00525234) as Non-Executive Independent Director of the Company for second term of four consecutive years w.e.f. July 22, 2019. 2. Re-appointment of Ms. Rati Forbes (DIN: 00137326) as Non-Executive Independent Director of the Company for second term of one consecutive year w.e.f. July 22, 2019. 3. Approval under Section 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 wrt appointment of Mr. Neeraj Shrivastava as a Manager designated as Chief Executive Officer and approval for his remuneration for a period of 3 years from August 6, 2018 to August 5, 2021
2017-18	June 5, 2018 at 2.30 p.m.	Moolgaakar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, International Convention Centre, Senapati Bapat Road, Pune 411	-	Nil

The Shareholders passed all the Resolutions set out in the respective Notices. No Special Resolution was passed in last year through Postal ballot.

No Extraordinary General Meeting of the members was held during FY 2020-21.

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 2020-21, 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	27th Annual General Meeting held on July 28, 2017	w.r.t. transactions with Fiat India Automobiles Private Limited (being material RPTs as per Ind-AS) for a period of 5 years respectively w.e.f. April 1, 2016.
2	28th Annual General Meeting held on June 05, 2018	W.r.t. transactions with Tata Capital Financial Services Limited, Tata Steel Processing and Distribution Limited, and Tata Autocomp Systems Limited (being material RPTs as per Ind-AS) for a period of 5 years w.e.f. April 1, 2017 and April 1, 2019 respectively.
3	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.
4	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.

\* The Board of Directors of the Company on recommendation of Audit Committee at its meeting held on July 8, 2020 approved material RPTs with TATA AutoComp Hendrickson Suspensions Pvt. Ltd. of ₹110 Crore p.a. (plus applicable taxes) for a period of 5 years w.e.f. April 1, 2020 to March 31, 2025 subject to approval of Members at the ensuing 30th Annual General Meeting.

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Earlier the Members at 26th AGM of the Company held on July 25, 2016 approved RPTs with Tata AutoComp for a period of 3 years w.e.f. April 1, 2016 to March 31, 2019 for an aggregate amount of ₹ 50 Crore per annum plus applicable taxes. Further Members of the Company at 28th AGM of the Company held on June 5, 2018 approved RPTs with Tata AutoComp for a period of 5 years w.e.f. April 1, 2019 to March 31, 2024 and enhanced the aggregate amount to ₹ 75 Crore per annum plus applicable taxes. Considering business plans of the Company, the Board of Directors of the Company on recommendation of Audit Committee at its meeting held on July 8, 2020 approved enhancement in the said limit by additional ₹ 35 Crore p.a. aggregating to ₹ 110 Crore p.a. (plus applicable taxes) for a period of 5 years w.e.f. April 1, 2020 to March 31, 2025 subject to approval of Members at the ensuing 30th Annual General Meeting.

Except transactions with Tata AutoComp Systems Limited, Tata Motors Limited, Fiat India Automobiles Private Limited, Tata Capital Financial Services Limited and Tata Steel Processing and Distribution Limited 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. 35 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      Friday, May 28, 2021 at 11.00 a.m. (IST)  
Annual General Meeting through Video Conferencing / Other Audio Visual Means facility: [Deemed Venue for Meeting: Registered Office:  
'TACO House, Plot No- 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune: 411004, Maharashtra, India
- 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. Deepak Rastogi (DIN 02317869) who is being re-appointed:**

Date of Birth and Age	November 14, 1967 – 54 years
Date of first Appointment	October 26, 2018
Qualifications	Mr. Rastogi is a Chartered Accountant and an M.B.A. from SP JAIN Institute, Mumbai.
Expertise in specific functional areas	Mr. Rastogi is the President and Chief Financial Officer of Tata AutoComp Systems Limited. He has over 27 years of experience in all facets of financial management.
Terms and conditions of appointment/ re-appointment	Non-Executive Director liable to retire by rotation
Details of remuneration last drawn (FY 2020-21) and sought to be paid, if applicable	Nil
No. of Board Meetings attended during the FY 2020-21	6 (Six)
Relationships* between Directors inter-se	None
List of Companies in which Directorships held as on March 31, 2021 (excluding foreign and Section 8 Companies)	1. Automotive Stampings and Assemblies Limited
Chairmanship / Membership of specified Committees** of the Boards of above Companies as on March 31, 2021	Automotive Stampings and Assemblies Limited Audit Committee – Member Stakeholders Relationship Committee – Member
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis*	Nil

\* Mr. Deepak Rastogi 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 2021-22:
  - (i) First Quarter Results – Before August 14, 2021;
  - (ii) Half yearly Results – Before November 14, 2021;
  - (iii) Third Quarter Results – Before February 14, 2022; and
  - (iv) Results for the year ending March 31, 2022 – Before end of May, 2022.
- Dividend payment date The Board of Directors has not recommended a dividend due to loss in F.Y. 2020-21.
- Date of Book Closure **Saturday, May 22, 2021 to Friday, May 28, 2021, (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

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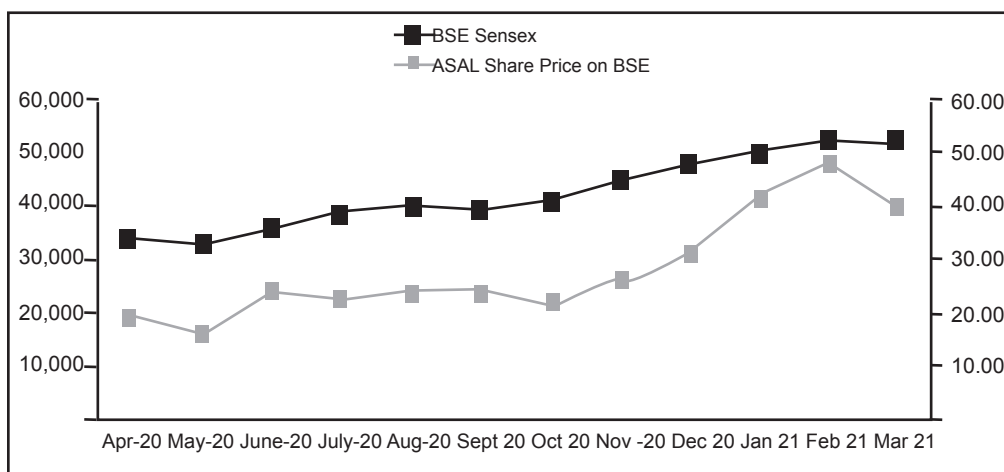
The Company has paid listing fees for the period April 1, 2021 to March 31, 2022.

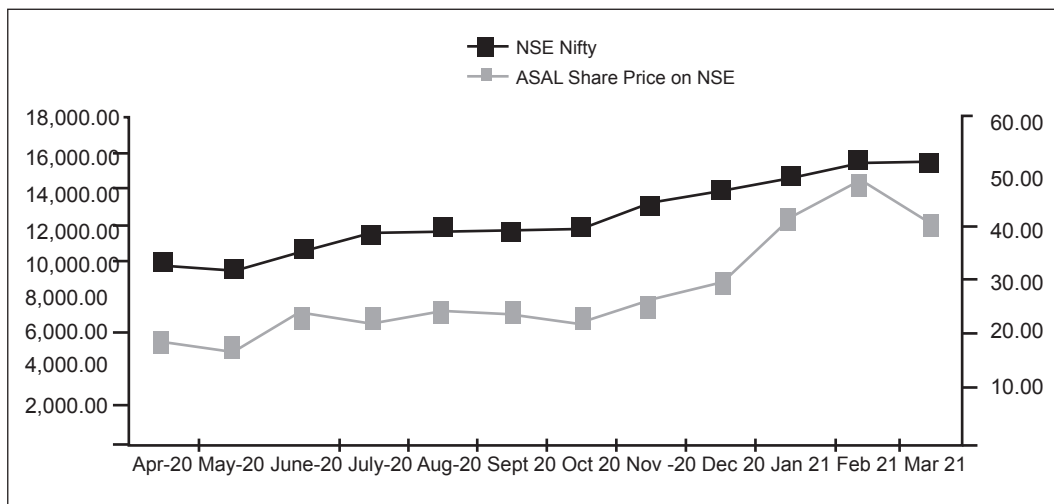
- Stock Code "520119" on BSE Limited  
"ASAL" on The National Stock Exchange of India Limited.
- Demat ISIN Number for NSDL & CDSL INE900C01027
- High/Low of market price of the Company's shares traded on BSE Limited & The National Stock Exchange of India Limited during the year 2020 – 21 is furnished 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-20	18.90	13.48	33887.25	27500.79	18.8	12.35	9889.05	8055.8
May-20	16.30	13.80	32845.48	29968.45	16.4	13.55	9598.85	8806.75
Jun-20	23.55	14.80	35706.55	32348.1	23.3	14	10553.15	9544.35
Jul-20	22.45	17.00	38617.03	34927.2	22.05	18	11341.4	10299.6
Aug-20	23.55	17.10	40010.17	36911.23	23.6	17.25	11794.25	10882.25
Sep-20	23.70	20.00	39359.51	36495.98	23.55	19.75	11618.1	10790.2
Oct-20	21.90	19.70	41048.05	38410.2	22.1	19.8	12025.45	11347.05
Nov-20	25.90	20.50	44825.37	39334.92	25.9	20.5	13145.85	11557.4
Dec-20	30.30	24.15	47896.97	44118.1	29.85	24.6	14024.85	12962.8
Jan-21	41.30	25.65	50184.01	46160.46	41.95	25.7	14753.55	13596.75
Feb-21	48.60	34.50	52516.76	46433.65	48.65	34.55	15431.75	13661.75
Mar-21	39.75	31.00	51821.84	48236.35	39.85	30.25	15336.3	14264.4

[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)





- During the F.Y. 2020-21 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
- 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 lodgment, 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.
- Distribution of Shareholding and Shareholding pattern as on March 31, 2021:

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The distribution of Shareholding as on March 31, 2021 was as follows:

Number of Shareholders	% to Total	Share Holding of Nominal Value of ₹	No. of Shares	Amount in ₹	% to Total
4132	79.2178	up to 5,000	5,94,684	59,46,840.00	3.7485
493	9.4517	5,001 to 10,000	4,02,192	40,21,920.00	2.5352
260	4.9847	10,001 to 20,000	3,92,503	39,25,030.00	2.4741
103	1.9747	20,001 to 30,000	2,63,494	26,34,940.00	1.6609
63	1.2078	30,001 to 40,000	2,24,005	22,40,050.00	1.4120
36	0.6902	40,001 to 50,000	1,68,133	16,81,330.00	1.0598
78	1.4954	50,001 to 1,00,000	54,87,310	54,87,310.00	3.4589
51	0.9778	1,00,001 and above	1,32,70,655	13,27,06,550.00	83.6505
<b>5216</b>	<b>100</b>	<b>Total</b>	<b>1,58,64,397</b>	<b>15,86,43,970.00</b>	<b>100</b>

• **Shareholding pattern as on March 31, 2021:**

Category	No. of Shares	Percentage of shareholding
Promoters	11,898,296	75.0000
Banks, Financial Institutions, Insurance Companies, Central/ State Govt. Institutions, etc.	240	0.0015
Other Bodies Corporate	196,596	1.2392
Non Resident Indians	25,745	0.1623
Others	3,743,520	23.597
<b>Total</b>	<b>15,864,397</b>	<b>100.0000</b>

• Dematerialization of shares: 99.84% equity shares of the Company and liquidity were held in dematerialized form as on March 31, 2021. The status of dematerialization of shares as on March 31, 2021 is as under:

Particulars	No. of shares	% of the total capital issued
Physical	25,498	0.16%
NSDL	1,39,33,882	87.84%
CDSL	19,05,017	12.00%
<b>Total</b>	<b>1,58,64,397</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, 2021, 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. 32 to the notes to Annual Accounts.

- Plant Locations
  - (a) Chakan Works: Gat No.427, Medankarwadi, Chakan, Taluka Khed, District, Pune- 410 501, Maharashtra
  - (b) Survey No. 679/2/2, Alandi Road, Kuruli, Chakan, Taluka: Khed, District, Pune - 410 501, Maharashtra, India
  - (c) Halol Works: Survey No. 173, Village-Khakharia, Taluka Savali, District Vadodara, Halol- 389 350, Gujarat
  - (d) 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.

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.
  
- 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.

**CEO & CFO CERTIFICATION:**

A Certificate by Mr. Jitendraa Dikkshit, Chief Executive Officer and Mr. Yogesh Jaju, Chief Financial Officer, in terms of Regulation 17(8) of Listing Regulations was placed before the Board at its meeting held on April 26, 2021.