

# ASAL

Automotive Stampings and Assemblies Limited

CIN: L28932PN1990PLC016314

ASAL/SE/2019-20  
May 27, 2019

The Executive Director,  
**BSE Limited**  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Bldg., P.J. Towers,  
Dalal Street, Mumbai 400 001.

The Executive Director,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Bandra (East),  
Mumbai 400 051.

Scrip Code: **520119**

Scrip Code: **ASAL**

Dear Sir/ Madam,

**Sub.: Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2019.

Kindly take the same on record.

Thanking you,  
Yours faithfully,  
For **Automotive Stampings and Assemblies Limited**



**Ashutosh Kulkarni**  
**Company Secretary**  
M. No. – A18549  
Encl: As above



Website: [www.autostampings.com](http://www.autostampings.com)

Regd. Off: TACO House, Plot No- 20/B FPN085, V.G. Damle Path, Off Law College Road, Erandwane, Pune- 411004  
Chakan: Gat No 427, Medankarwadi, Chakan, Tal Khod, Dist: Pune -410 501 Tel: 91 2135 679800-03  
Halol: Survey No. 173, Village Khakharia, Taluka: Savali, Dist: Vadodara, Halol - 389 350, Gujarat Tolefax: 91 2667 288042, 0937/7666122  
Uttarakhand: Plot No. 71, Sector 11, Integrated Industrial Estate, Pantnagar, US Nagar 263153 State- Uttarakhand Tel: 91 05944250652

A **TATA** Enterprise

**Secretarial compliance report of Automotive Stampings and Assemblies Limited  
for the year ended 31<sup>st</sup> March, 2019**

To,  
Automotive Stampings and Assemblies Limited  
Pune-411004

We **SVD & Associates** have examined:

- a) all the documents and records made available to us and explanation provided by **Automotive Stampings and Assemblies Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2019** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI(LODR)");
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009 (as applicable till 8<sup>th</sup> November 2018) and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 effective from 09<sup>th</sup> November, 2018;(not applicable to the Company during the review Period);



- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 as applicable till 10<sup>th</sup> September, 2018 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 effective from 11<sup>th</sup> September, 2018 **(not applicable to the Company during the review Period)**;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the Company during the review Period)**;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the Company during the review Period)**;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(not applicable to the Company during the review Period)**;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulation 2018
- j) 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;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (9 Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors	The chairperson of the Company has ceased to be a Director on <i>attaining the Superannuation w.e.f. 05th February, 2019 and in the Board Meeting held</i>	compliance under regulation 17 (1) (b) of SEBI (LODR), during that period cannot be ascertained



		<p>on 12th March, 2019 the Board has appointed one of the Independent Director as Chairman of the Meeting. In the absence of appointment of any other person as chairperson of the Company, the compliance under regulation 17 (1) (b) of LODR, during that period cannot be ascertained</p>	
2.	<p>Composition of Stakeholders' Relationship Committee (SRC) of the Company in terms of Regulation 20 of SEBI (LODR) Regulations, 2015 and Email observation dated 26.10.2018 received from BSE relating to the Corporate Governance Report (Regulation 27(2) of SEBI (LODR) Regulations 2015) submitted for the Quarter ended September, 2018</p>	<p>SRC has only one Member w.e.f 6<sup>th</sup> September, 2018 till the reconstitution of committee dated 26<sup>th</sup> October, 2018</p>	<p>Due to resignation of a Non-Executive Director w.e.f 6<sup>th</sup> September, 2018, the SRC had only one Member until the next appointment that was done w.e.f 26<sup>th</sup> October, 2018.</p>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard



Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/  
Regulations and circulars/ guidelines Issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	NA	NA	NA	NA

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	NA	NA	NA	NA

Place: Pune

Date: 24<sup>th</sup> April, 2019

For SVD & Associates

Company Secretaries




S. V. Deulkar

Partner

FCS No: 1321

C P No: 965