

ASAL

AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED

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

POSTAL BALLOT NOTICE (Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

NOTICE is hereby given pursuant to section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, as amended from time to time, that Resolution appended below is proposed to be passed by way of Postal Ballot. The Company is offering e-voting facility to all the Members of the Company.

1. Appointment of Mr. Anil Khandekar as a Manager

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 198 and 269 read with and in accordance with the requirements of Schedule XIII and the other applicable provisions, if any, of the Companies Act, 1956 and the provisions of the Companies Act, 2013 as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Members be and is hereby accorded to the appointment and remuneration of Mr. Anil Khandekar as a "Manager" u/s 269 of the Companies Act, 1956, designated as the 'Chief Executive Officer' of the Company (hereinafter referred to as 'the appointee') for a period commencing from April 1, 2014 to March 31, 2017 upon the terms and conditions as set out below and also in the Agreement being entered into in this behalf with him, with liberty to the Board of Directors and / or the 'Remuneration and Nominations Committee' to alter and vary the terms and conditions of the said appointment and/or the Agreement in such manner as may be agreed to between the Directors and the appointee:-

i. Remuneration:

- Salary:** In the scale of Rs. 1,00,000/- to Rs.1,75,000/- per month with authority to the Board and/or 'Remuneration and Nominations Committee' to fix his salary within the above scale from time to time. Present salary being Rs. 1,19,000/- per month. The increments may be decided by the Board and/or 'Remuneration and Nominations Committee' from time to time subject however, to an amount not exceeding Rs.1,75,000/- per month.
- Incentive Remuneration:** Upto 200% of salary to be paid at the discretion of the Board and/or 'Remuneration and Nominations Committee' and based on certain performance criteria.
- Perquisites and allowances:** The appointee 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 175% of his annual salary earned in a financial year under the following criteria:
 - In arriving at the value of the perquisites insofar as there exists 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.
 - Use of Company's car for official duties and adequate communication facilities at residence shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
 - Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, 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.

ii. Minimum remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the appointee, the Company has no profit or its profits are inadequate, the Company will pay remuneration for a period not exceeding 3 years to the appointee by way of salary, incentive remuneration, perquisites and allowances not exceeding the limits stipulated hereinabove.

RESOLVED FURTHER THAT the Board of Directors and/or 'Remuneration and Nominations Committee' be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this Resolution."

Registered Office:
G-71/2, M.I.D.C. Industrial Area,
Bhosari, Pune 411026

Certified True Copy
For Automotive Stampings and Assemblies Limited

BY ORDER OF THE BOARD

Pune, March 10, 2014


Secretary

Shailendra Dindore
Secretary

NOTES:

- The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 read along with Section 192A of the Companies Act, 1956 read along with Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 is annexed hereto for the consideration of the Members.
- The notice is being sent to all the Members, whose names appear in the Register of Members/ Records of Depositories as on March 14, 2014.
- The Board of Directors of the Company has appointed Mr. S. V. Deulkar, Practicing Company Secretary, to act as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- The Postal Ballot Form together with the self-addressed business reply envelope is enclosed for use by Members.
- You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before

the close of working hours on Thursday, April 24, 2014 to be eligible for being considered. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted by the Company.

6. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with (Passing of Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer **e-voting facility** as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching the Postal Ballot.
7. The instructions to Members for e-voting are as under:

I. In case of Members receiving e-mail from LINK INTIME INDIA PVT. LTD.

- (i) Open e-mail which contains Notice of Postal Ballot, your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- (iii) Now click on "Shareholders" to cast your votes
- (iv) Now, select the Electronic Voting Sequence Number - "EVSN" alongwith "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

* Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'DEFAULT NUMBER' in the PAN field or use physical Postal Ballot Form for voting.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in Physical form will then reach directly to the voting screen.
- (viii) Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution 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.
- (ix) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- (x) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- (xi) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- (xii) On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- (xiii) Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- (xiv) 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.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at deulkarcs@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com.
- (xvii) In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cDSLindia.com or cs@autostampings.com.
- (xviii) Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through Postal Ballot shall prevail and voting done by e-Voting shall be treated as invalid.

II. In case of Members receiving Postal Ballot Form by Post:


Members to whom the physical Postal Ballot Forms are despatched may also vote electronically through the following procedure:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

- (ii) Please follow all steps from Sl. No. 7 (i) (ii) to Sl. No. 7 (i) (xviii) above, to cast vote.

8. In terms of the green initiatives undertaken by the Company, the notice of Postal Ballot has been dispatched in an electronic form to those Members whose E-mail IDs have been registered in the records of the Depositories / Registrar and Transfer Agent. Members who have received by e-mail and wish to vote physically, can seek duplicate Postal Ballot Form from LINK INTIME INDIA PVT. LTD., Block 202, 2nd Floor, Akshay Complex, Near Ganesh Mandir, Off Dhole Patil Road, Pune 411 001.

Certified True Copy
 For Automotive Stampings and Assemblies Limited

 30-07-2014

9. Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If Members are opting for e-voting, then do not vote by physical Ballot or vice-versa. However, in case Members cast their vote by Physical Ballot and e-voting both, then voting done through valid physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
10. The voting period for e-voting module ends on April 24, 2014. The e-voting module shall also be disabled by CDSL on the same day.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders on the date of dispatch of notice pursuant to Section 192A(2) of the Act.
12. The Scrutinizer will submit his report to the Director of the Company after completion of the scrutiny of the Postal Ballot Forms. The result of the voting by Postal Ballot shall be announced by a Director of the Company on Monday, April 28, 2014 at 3.00 p.m. at the Registered Office of the Company. The result of Postal Ballot shall also be published in newspaper.

ANNEXURE TO THE NOTICE

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and 192A of the Companies Act, 1956)

Mr. Anil Khandekar has joined the Company as the Chief Executive Officer Designate on February 1, 2014.

The Board of Directors of the Company, at its meeting held on March 10, 2014, appointed Mr. Anil Khandekar as a "Manager" under Section 269 of the Companies Act, 1956, designated as the 'Chief Executive Officer' of the Company, for a period of 3 years from April 1, 2014 to March 31, 2017.

The 'Remuneration and Nominations Committee' of the Board, at its meeting held on March 10, 2014, has approved the remuneration payable to him.

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

Schedule XIII 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 3 years by way of a Special Resolution.

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 being 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 'Remuneration and Nominations 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 Companies Act, 1956 or any amendments or re-enactments thereof made hereafter in this regard or as sanctioned by the Central Government, as the case may be.
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 the Manager.
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 minor 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 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 -
 - (i) The power to make calls on shareholders in respect of money unpaid on their shares in the Company.
 - (ii) The power to issue debentures.
 - (iii) 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 269, 309 read with Schedule XIII of the Companies Act, 1956, other applicable provisions thereof and the provisions of the Companies Act, 2013 as may be applicable (including any statutory modification or re-enactment 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.

The Agreement between the Company and the appointee is available for inspection by any Member at the Registered Office of the Company between 10 a. m. and 12 noon on any working day of the Company.

The Board recommends the adoption of the Resolution of the Notice.

None of the Directors of the Company is interested in the said Resolution.

Additional Information relevant to the said appointment of Manager as per Schedule XIII Part II Section II 1 (B)

I. General Information

- (i) Nature of Industry: The Company is manufacturer of sheet metal components, assemblies and sub-assemblies for the automotive industry.
- (ii) Date or expected date of commencement of commercial production: The Company was incorporated on 13th March, 1990. The existing plants of the Company at Pune and Haridwar are in Commercial Production for more than last 16 years. The Plant at Pantnagar in Uttarakhand has been operational since last 6 years.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (iv) Financial performance based on given indicators - as per published audited financial results for the accounting year ended March 31, 2013.

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 For Automotive Stampings and Assemblies Limited

Particulars	(Rs. in Lakhs)
Turnover & Other Income	46,517.76
Profit / (Loss) before tax as per Profit & Loss Account	(631.62)
Profit / (Loss) after tax as per Profit & Loss Account	(442.62)
Profit / (Loss) as computed under Section 309 (5) read with Section 198 of the Companies Act, 1956	(565.47)
Net Worth	7,412.46

- (v) Export performance and foreign exchange earned for the financial year ended March 31, 2013: Nil.
- (vi) Foreign Investments or collaborators, if any: Not applicable

II. Information about the appointee:

- (i) Background details:
Mr. Anil Khandekar (46) is a B. E. (Mech.) from Government College of Engineering, Karad.
His work experience includes a rich diversity of assignments at Cummins India Limited, Fleetguard Filters Limited, Filtrum Tools & Components Pvt. Limited and Agarwal Group of Industries. Prior to joining the Company, he was with Tata Ficosa Automotive Systems Limited as a Chief Executive Officer.
He has a total work experience of 24 years with 11 years as Business Unit Head.

- (ii) Past Remuneration drawn:

Particulars	Amount (Rs. in Lakhs)
Annualized salary including Retirement Benefits in the form of contributions to Provident Fund and Superannuation Fund (Based on the last drawn salary from the previous employer)	49.29

- (iii) Recognition & Awards / Achievements:
Theory of Constraints:-
 - Passed Fundamental Examination conducted by Dr. Goldratt Institute, held in Barcelona, Spain.
 - Passed Thinking Process examination held in Miami, USA.
- (iv) Job Profile and suitability:
Mr. Anil Khandekar is responsible for overall management of the Company, subject to the supervision and control of the Board of Directors. 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.

- (v) Remuneration proposed:

Salary	In the range of Rs.1,00,000/- to Rs.1,75,000/- per month. Present salary being Rs. 1,19,000/- per month.
Incentive Remuneration	Upto 200% of salary to be paid at the discretion of the Board and/or 'Remuneration and Nominations Committee'.
Perquisites & Allowance #	Upto 175% of salary.
Minimum Remuneration in case of inadequacy of profits during any financial year	Salary, incentive remuneration and perquisites and allowances as mentioned above.

The increments may be decided by the Board and/or 'Remuneration and Nominations Committee' from time to time subject however to the salary not exceeding Rs.1,75,000/- per month.

Excludes Company's contribution to provident, superannuation and gratuity funds and leave encashment at the end of the tenure.

- (vi) 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 by 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.
- (vii) 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:

- (i) Reasons for inadequate profits:
The Company incurred a loss after tax of Rs. 442.62 Lakhs in FY 2012-13 as against Profit after tax of Rs. 597.34 Lakhs in FY 2011-12.
The Company is operating in Auto Component segment. The automobile industry and consequently, the auto component industry is going through a very tough situation in view of pressure on sales due to economic downturn. The Industrial Relations problems at Pune plants of the Company also affected Sales and resulted in increase in expenses.
- (ii) Steps taken by the Company to improve performance:
To address these challenges, the Company has initiated several measures towards achieving organisational and operating efficiencies and controlling costs, alongside working on improvements in processes and controls.
- (iii) 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.

Registered Office:
G-71/2, M.I.D.C. Industrial Area,
Bhosari, Pune 411026

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For Automotive Stampings and Assemblies Limited

BY ORDER OF THE BOARD
For Automotive Stampings and Assemblies Limited

Pune, March 10, 2014


Secretary

Shailendra Dindore
Secretary

ASAL AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED

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

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before exercising your vote)

- (1) Name and Registered Address of the sole/first named Shareholder
(In Block Letters)
- (2) Name(s) of the Joint Holder(s), if any (In Block Letters)
- (3) Registered Folio No./ DP ID / Client ID No.
* Applicable to investors holding shares in dematerialised form
- (4) Number of Shares held
- (5) I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated March 10, 2014 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate places in the box below:

Item No.	Description	No. of Shares	I/We assent for the Resolution (For)	I/We dissent for the Resolution (Against)
1	Special Resolution for appointment of Mr. Anil Khandekar as Manager under Section 269 of the Companies Act, 1956.		<input checked="" type="checkbox"/>	<input type="checkbox"/>

Certified True Copy
For Automotive Stampings and Assemblies Limited
Date: _____ (Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

INSTRUCTIONS

1. A shareholder desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the enclosed self-addressed envelope. The postage, if posted in India, will be borne and paid by the Company.
2. Envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expense of the shareholder, shall also be accepted by the Company.
3. This form should be completed and signed by the shareholders. In case of joint share holding, this form should be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder. The signature should match with the specimen signature(s) registered with the Company.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before the close of working hours on **Thursday, April 24, 2014**. Postal ballot forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the Member's signature does not tally;
 - c. If the Member has marked (✓) both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds; and
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Transfer Agents, LINK INTIME INDIA PVT. LTD., Block No. 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Pune 411 001.
8. The Scrutinizer's decision on the validity of Postal Ballot will be final.
9. The Postal Ballot shall not be exercised by proxy.
10. In the case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of the relevant board resolution/authorization together with the specimen signature(s) of the duly authorized signatories.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders on the date of dispatch of notice pursuant to Section 192A(2) of the Act.
12. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
13. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. There will be one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holders.

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Secretary