



AUTOLINE INDUSTRIES LTD.

19TH ANNUAL REPORT

2014-15

VISION

D.R.I.V.E.

Dependable Reliable Innovative solutions to
create Value for stakeholders through
Effective empowerment

MISSION

People	➡	<i>Empowering people to act like owners.</i>
Customer	➡	<i>Exceeding Customer Expectations.</i>
Stakeholders	➡	<i>Adding value for stakeholders.</i>
Workplace	➡	<i>Functioning with energy and passion.</i>
Environment	➡	<i>Driving quality, safety and environmental care .</i>
Effectiveness	➡	<i>Accentuate Effectiveness through efficient actions.</i>

VALUES

Respect	➡	<i>Treat everyone with dignity and respect.</i>
Integrity	➡	<i>Say and do only what is right.</i>
Diversity	➡	<i>Embrace the diverse perspectives.</i>
Growth	➡	<i>Work towards growth as a way of life.</i>
Inclusion	➡	<i>Maintain an open & inclusive environment in team Autoline.</i>
Quality	➡	<i>Right the first time, on time, every time.</i>

Mr. Vilas Lande
Chairman Emeritus

BOARD OF DIRECTORS

Mr. Prakash B. Nimbalkar	: Non-Executive Chairman (Independent Director)
Mr. Shivaji T. Akhade	: Managing Director
Mr. Sudhir V. Mungase	: Whole Time Director
Mr. M. Radhakrishnan	: Non- Executive Director (upto May 27, 2015) (Managing Director and Chief Executive Officer upto May 31, 2014)
Mr. Umesh N. Chavan	: Executive Director and Chief Executive Officer (w.e.f. June 25, 2014)
CA. Vijay K. Thanawala	: Independent Director
Mr. Amit K. Goela	: Non – Executive Director
Dr. Jayashree Fadnavis	: Independent Director (w.e.f. March 28, 2015)

STATUTORY AUDITORS	INTERNAL AUDITORS	CHIEF FINANCIAL OFFICER	COMPANY SECRETARY
M/s. A.R. Sulakhe & Associates Chartered Accountants, Pune	M/s. CMRS & Associates Chartered Accountants, Pune	CA R. T. Goel	CS Ashish Gupta

REGISTERED OFFICE

S. Nos. 313, 314, 320 to 323 Nanekarwadi,
Chakan, Taluka- Khed, District- Pune-410501
Tel: +91-2135-664865/6, Fax: +91-2135-664864/53
CIN- L34300PN1996PLC104510
E-mail: investorservices@autolineind.com
Website: www.autolineind.com

BANKERS

Bank of Baroda
The Catholic Syrian Bank Ltd.
Axis Bank Ltd
NKGSB Co-op Bank Ltd.
Vidya Sahakari Bank Ltd.

FACTORY/ UNITS

- 1) S. Nos. 291 to 295, Nanekarwadi, Chakan, Taluka - Khed, Dist - Pune-410 501.
- 2) S. Nos. 313, 314, 320 to 323, Nanekarwadi, Chakan, Taluka - Khed, Dist - Pune - 410 501.
- 3) S. No. 613, Mahalunge, Chakan, Taluka - Khed, Dist - Pune - 410 501.
- 4) F-II, 24/25 MIDC, Pimpri, Pune - 411 018.
- 5) E-12-17 (7) & (8), MIDC, Bhosari, Pune - 411 026.
- 6) Plot Nos. 5, 6, and 8 Sector 11, II E, TML Vendor Park, SIDCUL, Rudrapur, Uttarakhand- 263 153.
- 7) Plot Nos 180 - D and 186 A, Belur Industrial Area Growth Centre, Industrial Area Garag, Opp. High Court, Dharwad, 580011, Karnataka.

SUBSIDIARIES / ASSOCIATES

- | | |
|--|--|
| 1) Autoline Industrial Parks Limited - | S. Nos. 313, 314, 320 to 323, Nanekarwadi, Chakan, Taluka - Khed, Dist. Pune - 410501. |
| 2) Autoline Design Software Limited - | First Floor, E-12(17) (8), MIDC, Bhosari, Pune - 411026. |
| 3) Koderat Investments Limited - | Griva Digeni 115, Trident Centre, 3101, Limassol, Cyprus |

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
 Block 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road,
 Near Ganesh Mandir, Pune- 411001,
 Phone: (020) - 26161629, 26160084, Fax: (020) 26163503
 E-mail: pune@linkintime.co.in
 Website: www.linkintime.co.in

KEY MANAGEMENT TEAM

Mr. Shvaji T. Akhade	- Managing Director
Mr. Sudhir Mungase	- Whole - time Director
Mr. Umesh Chavan	- Executive Director & CEO
CA R. T. Goel	- Chief Financial Officer
CS Ashish Gupta	- Company Secretary
Mr. Digambar C. Pargaonkar	- Chief Operating Officer (Operations)
Mr. Santosh Pande	- Chief Business Development Officer
Mr. Vijay Kulkarni	- Head - Human Resources
Mr. Sanjeev Devadkar	- Head - Materials
Mr. Satish Satpute	- Head - Commercials
Mr. G.V. Rangaraju	- Head - Tool Room
Mr. Ramesh Chavan	- Head - IT

ANNUAL REPORT 2014-15

FINANCIAL HIGHLIGHTS OF LAST FIVE YEARS (CONSOLIDATED)

(₹ In Millions except share data)

PARTICULARS	2014-15	2013-14	2012-13	2011-12	2010-11
OPERATING RESULTS					
Sales and Other Income	5074.63	6798.95	8052.44	7506.74	6660.73
Profit Before Depreciation, Interest & Tax	(43.06)	247.26	624.64	788.31	726.12
Less: Depreciation	276.29	246.70	230.75	210.52	186.64
Finance cost	323.67	338.72	374.84	311.61	185.47
Profit before Tax (PBT)	(560.55)	(381.44)	87.56	470.04	354.01
Profit after Tax (PAT)	(570.66)	(399.61)	106.71	394.89	282.06
APPLICATION OF FUNDS					
Net Fixed Assets	2522.95	2956.75	3098.83	3014.70	3590.77
Other Non-Current Assets	486.29	508.33	838.51	774.50	283.74
Current Assets	2149.45	3225.38	2994.33	3015.68	2239.89
Total	5158.69	6690.46	6931.67	6804.88	6114.4
SOURCES OF FUNDS					
Share Capital	123.41	122.85	122.49	122.05	122.05
Reserves	1376.85	2153.44	2524.44	2481.87	2338.08
Minority Interest	186.80	162.01	374.88	377.27	431.40
Capital Reserve on Consolidation	474.80	538.16	140.26	67.36	0
Total Shareholder's Fund	2161.86	2976.46	3162.07	3048.55	2891.53
Share Application Money	10.00	-	-	-	-
Borrowings	1288.76	569.47	889.86	1004.84	1189.84
Deferred Tax Adjustments	123.85	124.46	125.36	115.82	88.44
Current Liabilities	1574.22	3020.07	2754.38	2635.67	1944.59
Total	5158.69	6690.46	6931.67	6804.88	6114.4
OTHERS					
Face Value of Share	10	10	10	10	10
Number of Issued Shares	12341054	12285246	12249465	12204969	12204969
Earnings Per Share (EPS)	(45.47)	(31.52)	9.81	33.41	22.40
Dividend (%)	0	0	10	40	30

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NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of Autoline Industries Limited will be held on Tuesday, September 29, 2015 at 2.30 p.m. at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Tal. Khed, Dist. Pune- 410501, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) The audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - (b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2015.
2. To appoint a Director in place of Mr. Sudhir Mungase (DIN: 00006754), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, appointment of M/s. A.R. Sulakhe & Co. Chartered Accountants (Registration No. 110540), who were appointed as the Auditors of the Company, to hold office from the conclusion of Eighteenth Annual General Meeting till the conclusion of the twenty third Annual General Meeting, be and is hereby ratified by the Members in this Annual General Meeting and remuneration shall be fixed by the Board of Directors of the Company in consultation with the Auditors.”

SPECIAL BUSINESS

4. To appoint Dr. Jayashree Fadnavis (DIN: 01690087) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement (as amended from time to time) and any other applicable provisions if any, Dr. Jayashree Fadnavis (DIN: 01690087), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from March 28, 2015 and who holds office up to the date of 19th Annual General Meeting, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto 3 (three) consecutive years ending on March 27, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To approve the remuneration of Mr. Sudhir Mungase (DIN:00006754), Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, (“the Act”) and subject to such other necessary approvals, permissions and sanctions, as may be required, the consent of the Members be and is hereby accorded for payment of remuneration of ₹ 4,00,000/- per month to Mr. Sudhir Mungase (DIN:00006754), Whole-time Director for the period starting from October 1, 2014 to September 30, 2016 within the limits specified in Section 197 of the Act, read with Schedule V to the Act, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT as per the proviso to Section II (A) of Part II of Schedule V, the limits specified in Schedule V Part II Section II(A) of the Act, be doubled and Board of the Company be and is hereby authorized to revise, alter the remuneration up to the limit as prescribed in Section 197 of the Act, and in case of no profit or inadequacy of profit in any financial year, upto the limit as prescribed in section II of part II of Schedule V of the Act, subject to compliance with the other applicable provisions of the Act, and Rules made thereunder including any statutory modification(s) or re-enactment thereof for remaining tenure of Mr. Sudhir Mungase (DIN:00006754) as a Whole-time Director of the Company.

RESOLVED FURTHER THAT wherein in any financial year, during the currency of his appointment, if the Company has adequate profits, the Board of Directors or Committee thereof of the Company, be and is hereby authorized to pay the additional remuneration over and above ₹ 4,00,000/- per month but within the overall entitlements of 10% of net profits by way of salary, perquisites, commission and any other allowances to Mr. Sudhir Mungase (DIN:00006754), Whole time Director subject to the provisions of Section 197 of the Act, and other applicable provisions, if any.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 of the Act, Mr. Sudhir Mungase (DIN:00006754) shall be liable to retire by rotation and all other terms and conditions of his appointment as approved by the members in 15th Annual General Meeting held on December 30, 2011 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To approve the remuneration of Mr. Shivaji Akhade (DIN:00006755), Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, (“the Act”) and subject to such other necessary approvals, permissions and sanctions, as may be required, the consent of the Members be and is hereby accorded for payment of remuneration of ₹ 6,00,000/- per month to Mr. Shivaji Akhade (DIN: 00006755), Managing Director for the period starting from October 1, 2014 to September 30, 2016 within the limits specified in Section 197 of the Act, read with Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT as per the proviso to Section II (A) of Part II of Schedule V, the limits specified in Schedule V Part II Section II(A) of the Act, be doubled and Board of the Company be and is hereby authorized to revise, alter the remuneration up to the limit as prescribed in Section 197 of the Act, and in case of no profit or inadequacy of profit in any financial year, upto the limit as prescribed in section II of part II of Schedule V of the Act, subject to compliance with the other required provisions of the Act, and Rules made thereunder including any statutory modification(s) or re-enactment thereof for remaining tenure of Mr. Shivaji Akhade (DIN:00006755) as Managing Director of the Company.

RESOLVED FURTHER THAT wherein in any financial year, during the currency of his appointment, if the Company has adequate profits, the Board of Directors or Committee thereof of the Company, be and is hereby authorized to pay the additional remuneration over and above ₹ 6,00,000/- per month but within the overall entitlements of 10% of net profits by way of salary, perquisites, commission and any other allowances to Mr. Shivaji T. Akhade (DIN:00006755), Managing Director subject to the provisions of Section 197 of the Act, and other applicable provisions, if any.

RESOLVED FURTHER THAT all other terms and conditions of his appointment as approved by the members in 15th Annual General Meeting held on December 30, 2011 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors of
Autoline Industries Limited

(Ashish Gupta)

Company Secretary & Compliance Officer

Pune, August 8, 2015

Registered Office: S. No. 313, 314, 320 to 323 Nanekarwadi,

Chakan, Taluka- Khed, District- Pune 410501

CIN: L34300PN1996PLC104510

E-mail: investorservices@autolineind.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

A proxy form for the AGM is enclosed. Proxies are requested to bring their identity document to prove identity at the time of attending the Meeting.

2. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday September 26, 2015 to Tuesday, September 29, 2015. (both days inclusive).
5. Brief resume and other details of Mr. Sudhir Mungase (DIN: 00006754), director retiring by rotation and proposed to be re-appointed and Dr. Jayashree Fadnavis (DIN: 01690087) additional director proposed to be appointed as director in

Independent category are given below as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges :

Name of the Directors	Mr. Sudhir Mungase	Dr. Jayashree Fadnavis
Date of birth and age	April 1, 1975 Age: 40 years	August 15, 1962 Age: 53 years
Date of first Appointment	December 16, 1996	March 28, 2015
Expertise in specific Functional areas	<ul style="list-style-type: none"> Associated with manufacturing operations and maintenance activities of the company for the past 15 years Acquired experience in Sheet Metal Press Operations. Looks after the production and maintenance under the direct supervision and guidance of the Managing Director. Monitoring overall activities of Special Township project of Autoline Industrial Parks Limited a subsidiary of Autoline Industries Limited. 	<ul style="list-style-type: none"> Chief Executive Officer and Director of Elixir Group of Companies. More than 29 years of experience in social and educational sectors. Has worked as an executive co-ordinator for International Relations, World Peace Centre (UNESCO)-Paris Has worked as a Director with Professional Aids for Management Administration & Communication (PAMAC) in Nagpur.
Qualifications	Undergraduate	MBA, Diploma in ECE and Child Psychology, Ph. D in Soft Skills
Committee memberships*	Nil	Nil
Directorship	<ol style="list-style-type: none"> Autoline Industries Ltd. Autoline Industrial Parks Ltd. Autoline Design Software Ltd. Lincwise Software Private Limited. Sumeet Packers Pvt. Ltd Mahalaxmi Cargo Services Pvt. Ltd 	<ol style="list-style-type: none"> Elixir Training Services Private Limited. Elixir Centre for HR Solutions Private Limited. Elixir Logical Thinkers Movies Private Limited. Elixir Jewels Private Limited.
No. of Shares held in the Company	600958	Nil
DIN	00006754	01690087

Mr. Sudhir Mungase (DIN: 00006754) is the Co-founder, Promoter and Whole time Director of the Company. As a whole time Director of the Company, he is drawing remuneration of ₹ 4,00,000/- per month. Mr. Sudhir Mungase is brother-in-law of Mr. Shivaji Akhade, Managing Director of the Company.

*Details related with number of meetings of the Board attended during the financial year 2014-15 and their other directorship and membership/ chairmanship of committees of other boards are given in Corporate Governance Report which forms part of this Annual Report.

- Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
- Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent of the Company.
- Annual Report 2014-15 is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2014-15 are being sent by the permitted mode.
- The Notice of the 19th Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hardcopy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
- Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report 2014-15 will be available on the Company's website-www.autolineind.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: pune@linkintime.co.in / investorservices@autolineind.com.
- Members are requested to send all their documents and communications pertaining to shares to Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company (Link Intime) at their address at Block 202, 2nd Floor, Akshay

Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune 411 001, Telephone No (020)-26161629, 26160084, Fax No (020)-26163503 for both physical and demat segment of Equity Shares. Please quote on all such correspondence- "Unit-Autoline Industries Limited". E-mail address of Link Intime is pune@linkintime.co.in.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Link Intime/the Company.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website-www.autolineind.com under the section 'Investor Relations'.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/Link Intime, for consolidation into a single folio.
17. Non-Resident Indian Members are requested to inform Link Intime immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC code and address of the bank with pin code number, if not furnished earlier.

18. Transfer to Investor Education and Protection Fund (the IEPF) :

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends (including interim dividends) as and when declared up to the financial year 2006-07 on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 31, 2014 (date of last Annual General Meeting) on the website of the Company (www.autolineind.com) and also on the website of the Ministry of Corporate Affairs.

The details of dividend paid by the Company and their respective due dates of the proposed transfer to such Fund of the Central Government if they remain un-cashed are as under:

Date of declaration of dividend	Date of dividend warrant	Dividend for the year	Dividend Per share ₹.	Due date of the proposed transfer to the Central Government
27.09.2008	13.10.2008	2007-08	5.00	02.11.2015
25.09.2009	05.10.2009	2008-09	1.00	30.11.2016
24.09.2010	05.10.2010	2009-10	2.00	29.10.2017
30.12.2011	12.01.2012	2010-11	3.00	04.02.2019
27.09.2012	08.10.2012	2011-12	4.00	02.11.2019
26.09.2013	30.09.2013	2012-13	1.00	01.11.2020

It may please be noted that no claim will lie from a member once the transfer is made to the credit of Investor Education and Protection Fund of the Central Government, under the provisions of Section 124 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014.

In view of the above regulation, the Shareholders are advised to send the un-cashed dividend warrants to Link Intime/ the Registered Office of the Company for revalidation and en-cash them before the due date for transfer to IEPF/the Central Government.

19. Members desiring any information with regard to Accounts/Reports are requested to write to the Company Secretary at least 10 days before the meeting so as to enable the Management to keep the information ready.
20. The voting for the agenda items shall be done by casting of votes by using Remote e-voting (e-voting) that is an electronic voting system from a place other than the venue of the Meeting or by Poll at the meeting for all those Members who are present at the Annual General Meeting but have not casted their votes by availing the remote e-voting facility.
21. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
22. **Voting through electronic means:**

The Companies Act, 2013 has prescribed the provisions of voting through electronic means. In Compliance with provisions of Section 108 of the Companies Act, 2013 and rules thereof and Clause 35B of the Listing Agreement, the Company is pleased to provide Members, facility of electronic voting system to exercise their right to vote on business to be transacted at the 19th Annual General Meeting (AGM) of the Company by electronic means through National Securities Depository Limited (NSDL).

In case of Members receiving Notice by e-mail:

- i. Open the e-mail and also open PDF file namely "AIL 19th AGM_e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on 'Shareholder – Login'.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
- viii. Select “EVEN” (E-Voting Event Number) of Autoline Industries Limited. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- x. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi. Once the vote on the resolution is casted, the Member shall not be allowed to change it subsequently.
- xii. Institutional Shareholders (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 to sunil.nanal@kanjcs.com, with a copy marked to evoting@nsdl.co.in.

In case of Members receiving Physical Notice of 19th AGM by Courier / Registered Post:

Members are requested to follow the instructions below to cast their vote through e-voting:

- i. User ID and Password for e-voting is provided in the Attendance Slip. Please note that the password is an initial password.
- ii. Login on to the website: www.evoting.nsdl.com
- iii. Click on ‘Shareholder – Login’
- iv. Put user ID and Password noted in step (a) above as initial password and login.
- v. If you are logging in for first time, Password Change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note the new password for all the future e-voting cycles. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- vii. Select “EVEN” (E-Voting Event Number) of Autoline Industries Limited.
- viii. Now you are ready for e-voting as “Cast Vote” page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- x. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional Shareholders (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 to sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in

23. The e-voting period will commence on Saturday, September 26, 2015, (09:00 a.m.) and ends on Monday, September 28, 2015 (5:00 p.m.) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.

General Instructions for e-voting:

In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

- If you are already registered with NSDL for e-voting, then you can use your existing User ID and password for casting your vote.
- 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 future communication(s).
- The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 22, 2015.
- Mr. Sunil G. Nanal (FCS No. 5977), Partner M/s. KANJ and Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
- The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.autolineind.com and on the website of NSDL www.nsdl.co.in and communicated to the Stock Exchanges immediately after declaration.

EXPLANATORY STATEMENT

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

Item No. 4

The Board, at its meeting held on March 28, 2015, appointed Dr. Jayashree Fadnavis (DIN: 01690087), as an Additional Director in the category of Independent Director of the Company with effect from March 28, 2015, to comply with the provisions of section 149 (1) of the Companies Act, 2013 which requires to have at least one women director.

Justification for the appointment of Dr. Jayashree Fadnavis:

Education: Dr. Jayashree Fadnavis has done her MBA, with a Diploma in ECE and Child Psychology. She has also done Ph. D in Soft Skills for Life Management from corporate to common man.

Experience: Dr. Jayashree Fadnavis has spent over 30 years in the area of education, personality development and social work. She is the co-founder and Managing Director of Elixir Academy for Self Development, which has 14 training centers all over India, and employs over 500 people.

Awards & recognition: She has several accolades to her credit, to name a few:

She is a Director with Human Rights Association, Nagpur. She had worked for distribution of tribal works.

She has conducted 'Effective Parenting' training programs in various schools from Pune, Nagpur and Delhi.

She is awarded as the Dynamic woman of the year 2002 in the field of Education.

She is awarded as best woman entrepreneur of the year by Junior Chamber, Nagpur in 1997.

She is Visiting faculty on "Personality Development/Communication Skills" to over 50 schools/colleges.

She is a life member of Indian Association for Preschool Education since 1987.

She is an Executive Co-coordinator International Relations for World Peace Centre (UNESCO).

She possesses appropriate skills, experience and knowledge which will be helpful to the Company to discharge its responsibilities towards Corporate Governance and Corporate Social Responsibility.

Dr. Jayashree Fadnavis (DIN: 01690087) is satisfying the criteria of Section 149 of the Companies Act, 2013 and Listing Agreement.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. Jayashree Fadnavis holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the deposit of requisite amount proposing the candidature of Dr. Jayashree Fadnavis for the office of Director.

The Company has received from Dr. Jayashree Fadnavis (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

The Nomination and Remuneration Committee of the Company has recommended the name of Dr. Jayashree Fadnavis as an Independent Director on the Board of Directors of the Company. Appointment of Dr. Jayashree Fadnavis in the category of Independent Director will strengthen the Independence of the Board of the Company. In the opinion of the Board, Dr. Jayashree Fadnavis fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and that she is independent of the management. The letter of appointment setting out the terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the Company, during normal business hours, by any members.

No Director, Key Managerial Personnel or their relatives, except Dr. Jayashree Fadnavis, in any way, is interested or concerned, financially or otherwise, in the resolution. Other details of Dr. Jayashree Fadnavis are given at note no. 5 of Notice.

The Board recommends the Ordinary Resolution set out in Item No. 5 for the approval by the Members.

Item No. 5

The Members are informed that at the AGM dated December 30, 2011, the Members of the Company had approved the appointment of Mr. Sudhir Mungase as a Whole-time Director till September 30, 2016 and approved his remuneration of ₹ 4,00,000 for three years till September 30, 2014.

The Nomination and Remuneration Committee, at its meeting held on December 22, 2014 recommended to the board the remuneration payable to Mr. Sudhir Mungase as Whole Time Director for the remainder period i. e. till September 30, 2016. While deciding remuneration, the Committee considered financial position of the company, trend in the industry, Mr. Sudhir Mungase's qualification, experience, past performance, etc. and the Nomination and remuneration policy of the Company and recommended the Board to pay the existing remuneration of ₹ 4,00,000/- (Rupees Four Lakhs) per month to Mr. Sudhir Mungase. The Board has approved above remuneration at its meeting held on December 22, 2014.

It is further brought to the notice of members that as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the remuneration payable to Mr. Sudhir Mungase, as a Whole-time Director, needs approval of Members by way

of Special Resolution. As per the proviso to Section II (A) of Part II of Schedule V, considering the effective capital of the Company as on the date of appointment of Mr. Sudhir Mungase as a Whole-time Director of the Company the limits of yearly remuneration up to ₹ 120 Lakhs, which is double of normal limit as specified in said section II (A) is being proposed.

In the view of the above statements, it is requested to the Members to pass a Special Resolution to approve the remuneration payable to Mr. Sudhir Mungase for a period up to September 30, 2016.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sudhir Mungase and Mr. Shivaji Akhade, are interested or concerned, financially or otherwise in the Resolution. Other details of Mr. Sudhir Mungase are given at note no. 5 of Notice.

The Board recommends the Special Resolution set out in Item No. 5 for the approval by the Members.

Information as required under Schedule V Part II Section II (B) (iv) and other details are given below at Item no. 6.

Item No. 6

The Members are informed that at the AGM dated December 30, 2011, the Members of the Company had approved the appointment of Mr. Shivaji Akhade as Managing Director till September 30, 2016 and approved his remuneration of ₹ 4,00,000/- per month for three years till September 30, 2014.

The Nomination and Remuneration Committee, at its meeting held on December 22, 2014 recommended to the Board the remuneration payable to Mr. Shivaji Akhade as Managing Director for the remainder period i. e. till September 30, 2016 and accordingly the Board of Directors in its meeting held on December 22, 2014 decided to pay monthly remuneration of ₹ 6,00,000/- for remainder period effective from October 1, 2014. While deciding remuneration the Committee considered financial position of the company, trend in the industry, Mr. Shivaji Akhade's qualification, experience, past performance, etc. and the Nomination and remuneration policy of the Company.

Later on considering the financial performance of the Company during the financial year 2014-15 and the request of Managing Director, the Nomination and Remuneration Committee in its meeting held on August 8, 2015 has considered and recommended to the board the revision in the remuneration payable to Mr. Shivaji Akhade, Managing Director. The Board at its meeting held on August 8, 2015 considered the same and revised the remuneration to ₹ 5,00,000/- per month effective from April 1, 2015.

It is further brought to the notice of members that as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the remuneration payable to Mr. Shivaji T Akhade as Managing Director, needs approval of Members by way of Special Resolution. As per the proviso to Section II (A) of Part II of Schedule V, considering the effective capital of the Company as on the date of appointment of Mr. Shivaji Akhade as Managing Director of the Company the limits of yearly remuneration up to ₹ 120 Lakhs, which is double of normal limit as specified in said section II(A) is being proposed.

In the view of the above statements, it is requested to the Members to pass a Special Resolution to approve the remuneration payable to Mr. Shivaji Akhade for a period up to September 30, 2016.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Shivaji Akhade and Mr. Sudhir Mungase, are interested or concerned, financially or otherwise in the Resolution.

The Board recommends the Special Resolution set out in Item No. 6 for the approval by the Members.

Information as required under Schedule V Part II Section II (B) (iv) for Item nos. 5 & 6 are as under:

Sr. No.	Particulars	Information						
I.	General Information							
1	Nature of Industry	Automobile Industry (Auto ancillary)						
2	Date of commencement of commercial production	Immediately after the incorporation as Private Limited Company on December 16, 1996.						
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable						
4	Financial performance based on given indicators	As per the audited annual accounts as on March 31, 2015: (Standalone) <table><tr><td>Particulars</td><td>Amount (in ₹ Millions)</td></tr><tr><td>Revenue from Operations</td><td>3617.83</td></tr><tr><td>PAT</td><td>(326.01)</td></tr></table>	Particulars	Amount (in ₹ Millions)	Revenue from Operations	3617.83	PAT	(326.01)
Particulars	Amount (in ₹ Millions)							
Revenue from Operations	3617.83							
PAT	(326.01)							

Sr. No.	Particulars	Information	
5	Foreign investments or collaborations, if any.	Foreign Investments in the Company as on March 31, 2015 are as under: 1. Foreign Nationals – holding 134225 equity shares – 1.09% of the total paid up capital of the Company. 2. Foreign Institutional Investors – holding 355307 equity shares – 2.88% of the total paid up capital of the Company. 3. NRIs - holding 540089 equity shares – 4.38% of the total paid up capital of the Company.	
II.	Information about the appointee:	Mr. Sudhir Mungase	Mr. Shivaji Akhade
1	Background details	Mr. Sudhir Mungase aged 40 years having 18 years of experience, is Co- founder and one of the Promoters & Whole-time Director of the Company since inception. He was appointed first time on December 16, 1996 in the company and re-appointed as Whole-time Director w.e.f. December 30, 2011. He is undergraduate by qualification	Mr. Shivaji Akhade, aged 49 years, is a commerce graduate having 23 years long and varied experience in trading as well as manufacturing. He is Co-founder and one of the Promoters & Managing Director of the Company since inception. He was appointed first time on December 16, 1996 in the company and re-appointed as Managing Director w.e.f. October 1, 2011.
2	Past remuneration	₹ 4,00,000/- per month	₹ 4,00,000/- per month
3	Recognition or awards		'Pimpri Chinchwad Udyog Bhushan Puraskar' from Annasaheb Magar Foundation.
4	Job profile and his suitability	Mr. Sudhir Mungase is associated with manufacturing and maintenance operations in the Company since inception. He has acquired expertise in Sheet Metal and Allied Operations. He oversees the production and maintenance functions.	Mr. Shivaji Akhade has been providing the vision and the direction to the Company since its inception. Professionals have been recruited from the Automobile Industry for working in the various functional areas. Mr. Shivaji Akhade is fully conversant with the technicalities of the production and other processes as a result of his expertise in the early days of the Company, when he himself looked after all the functions.
5	Remuneration proposed	₹ 4,00,000/- per month. In addition to above remuneration, the Board of Directors is authorized to pay additional remuneration by way of salary, perquisite, commission and any other allowances within an overall ceiling limit as may be prescribed under the Companies Act, 2013 or within such limits as may be approved by the Central Government, if required.	₹ 6,00,000/- per month. In addition to above remuneration, the Board of Directors is authorized to pay additional remuneration by way of salary, perquisite, commission and any other allowances within an overall ceiling limit as may be prescribed under the Companies Act, 2013 or within such limits as may be approved by the Central Government, if required.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the company, the profile of the Directors, the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar level counterparts in other companies.	Taking into consideration the size of the company, the profile of the Directors, the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar level counterparts in other companies.

Sr. No.	Particulars	Information
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Promoter and holding 6,00,958 equity shares– 4.87% of total paid up capital of the Company as on March 31, 2015.</p> <p>Relationship with Managerial personnel- Mr. Sudhir Mungase is brother-in-law of Mr. Shivaji Akhade.</p> <p>Promoter and holding 6,33,681 equity shares– 5.13 % of total paid up capital of the Company as on March 31, 2015.</p> <p>Relationship with Managerial personnel- Mr. Shivaji Akhade is brother-in-law of Mr. Sudhir Mungase.</p>
III.	Other information:	
1	Reasons of loss or inadequate profits	The Company is predominantly in Automotive Sector and the products which are being produced by the company are exclusively for industrial use and as such there is no independent consumer market of its final products. Thus the company's performance is wholly dependant on the performance of automobile industries to whom the company supplies. Auto sector has witnessed economic slowdown and is now going through the recovery phase. Sluggish Market condition has also hit the Major automobile customers of the Company and hence the Company has incurred losses during the Financial Year 2014-15.
2	Steps taken or proposed to be taken for improvement	<p>In order to improve profitability on sustainable basis, the Company is taking/considering following major steps:</p> <p>a) Cost saving and improving substantial operational efficiency by consolidating existing manufacturing facilities.</p> <p>b) Improving financial positions of the company through debt restructuring and other corporate actions.</p> <p>c) Diversifying the customer base.</p> <p>d) Diversification from Automotive to Non-Automotive sectors</p> <p>e) Disposal of surplus assets generated as a result of consolidation of plants</p> <p>f) Focus on international market through greater geographical penetration, as overall margins in exports are better than domestic market.</p>
3	Expected increase in productivity and profits in measurable terms	Considering the steps taken/ proposed to be taken by the company and growing markets and lower inflation & interest rates, growth in other manufacturing & service sectors, the Company is hopeful to overcome the losses and turnaround to its earlier days.

Details related with number of meetings of the Board attended during the financial year 2014-15 by both directors and their other directorship and membership/ chairmanship of committees of other boards are given in Corporate Governance Report which forms part of this Annual Report.

By Order of the Board of Directors of
Autoline Industries Limited

(Ashish Gupta)

Company Secretary & Compliance Officer

Pune, August 8, 2015

Registered Office: S. No. 313, 314, 320 to 323 Nanekarwadi,

Chakan, Taluka- Khed, District- Pune-410501

CIN: L34300PN1996PLC104510

E-mail: investorservices@autolineind.com

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present **19th Directors' Report** on the business and operations of your Company together with the Audited Financial Statements for the year ended March 31, 2015.

Financial Results

The financial highlights for the year under review compared to the previous financial year are given below:

(₹ in Millions except EPS data)

PARTICULARS	Standalone		Consolidated	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
Revenue from operations (Net)	3617.83	3,969.07	5067.20	6,770.54
Earnings before Interest, Financial Charges, Depreciation, Tax & Amortization – EBIDTA	(150.74)	25.20	(43.06)	247.26
Less: Finance Cost	308.99	311.36	323.67	338.72
Less: Depreciation & amortization expenses	262.87	220.28	276.29	246.70
Add: Exceptional items	66.24	63.72	66.24	63.72
Add: Extraordinary items	341.07	(107.01)	16.23	(107.01)
Profit Before Tax	(315.29)	(549.73)	(560.55)	(381.45)
Tax Expense	10.72	2.29	10.11	18.17
Profit After Tax but before deducting minority interest (PAT)	(326.01)	(552.01)	(570.66)	(399.62)
Minority Interest	-	-	(1.44)	(2.06)
Profit Attributable to group	-	-	(569.22)	(397.56)
Earnings per Share (Basic) (in ₹)	(25.57)	(35.39)	(45.47)	(31.52)
Earnings per Share (Diluted) (in ₹)	(25.50)	(36.01)	(45.37)	(32.17)

PERFORMANCE REVIEW (CONSOLIDATED)

- Revenue from operations Net ₹ 5067.20 Millions (Previous Year ₹ 6770.54 Millions).
- Operating EBIDTA (Earnings before Interest, Financial Charges, Depreciation, Tax & Amortization) decreased from ₹ 247.26 Millions to ₹ (43.06) Millions.
- Profit before Tax (PBT) decreased from ₹ (381.45) Millions to ₹ (560.55) Millions.
- Profit after Tax (PAT) decreased from ₹ (399.62) Millions to ₹ (570.66) Millions.
- Due to incurring a loss during the year under review the Company does not propose to transfer any amounts to reserve.

The standalone revenue from operations of the Company for year ended March 31, 2015 was ₹ 3617.83 Millions down by 8.85% as compared to previous year and registered net loss of ₹ 326.01 Millions as compared to loss for previous year of ₹ 552.01 Millions. Decline in turnover is mainly attributed to the sluggishness in the automobile industry more over high dependence on single customer has also affected business performance during the year.

The Company is in revival phase and steps have already been taken and few are being planned for to come out from current situation.

DIVIDEND

In view of losses incurred during the year under review, the Board of Directors do not recommend dividend for the financial year 2014-15. (No dividend was declared in the previous year).

STATE OF THE COMPANY'S AFFAIRS AND BUSINESS OVERVIEW

Your Company has witnessed the de-growth of domestic auto industry during previous couple of years. It resulted into negative bottom line and financial stress in the Company. Because of sound standing, strong position, and possession of valuable assets it could absorb the set back of previous two years and is able to confront with the same.

There are strong signs of recovery of economy with lower fiscal and current account deficit, slowing inflation, lowering interest rate and weak commodity prices coupled with steep decline in oil price over the previous year. The Government continued to support the economy with several measures including the easing of monetary policy and Foreign Direct Investment. All these led to revival and growth in some sector of the economy. The measures taken by the Government will give boost to auto industry and economy in the near future.

Your Company is having full of range of Mechanical / Hydraulic Presses right from smallest 40 Ton to highest 2000 Ton Capacity and is the one of few companies in Pune to have 2000 Ton Capacity Press. Your Company is second largest in Pune for the 'State of the Art' Tool Room with capability for making upto 3.5 Meter long Dies/ Tools and is spread over 60,000 sq. ft. premises. Your Company is having latest Designing (CAD), Analyzing (CAE) and manufacturing (CAM) Software with more than 40 dedicated engineers to support Request for Quotations (RFQs) from design stage to production. Availability of In-house designing and engineering facility gives your Company advantage over the competitors.

Your Company is supplying auto components and/or designing/engineering services to almost all Domestic and International Original Equipment Manufacturers (OEMs) such as Tata, General Motors, Volkswagen, Ashok Leyland, Nissan, Renault, Ford, Skoda Auto, Fiat, Mercedes Benz, AMW Asia, Mahindra, Piaggio, Bharat Benz, Cummins etc. Your Company is providing Value Added Engineering Services in terms of both cost reduction and adaptation to Indian conditions with considerable cost savings. Continuous R & D efforts and development of new design and products is an ongoing activity in the Company and make your Company's position strong in the auto industry.

Consolidation of Business

Currently your Company is operating through 7 manufacturing facilities and in-house Design & Style Centre based in India. Moving towards the Company's strategic plan of consolidation of business the Company has shifted one of its manufacturing facility situated at T-135 Block, MIDC, Bhosari Unit to Chakan Unit-I & II. Every manufacturing facility of the Company was having separate tool room for tool designing and manufacturing. Considering the advantage of consolidation your Company has brought the Tool Room facility under one roof to its Chakan Unit-II and designated it Commercial Tool Room which is now spread in apprx. 50,000 sq. feet of built-up area and operated by dedicated Team of Experts of In-house tool designing, automated manufacturing facilities using advanced robotics. The Company will achieve substantial operational efficiency and cost savings by avoiding inter-plant movement, reduction in manpower and savings in overheads through consolidation and will be able to utilize available resources in Chakan Unit.

After going through the consequential results of consolidation of one unit and observing other requirements, your Company will plan for further consolidation as informed in previous Annual Report of the Company to achieve the object of cost reduction and improving performance.

Debt Restructuring

Your Company had initiated steps for restructuring of its debt during the year under review and we are pleased to inform you that your Company has got excellent debt restructuring package from the bankers of the Company. The Joint Lender Forum (formed by Bank of Baroda, The Catholic Syrian Bank Ltd., Axis Bank Ltd., NGSB Co-op. Bank Ltd. and Vidya Sahakari Bank Ltd.) has approved restructuring of existing debts of the Company with effect from 01/12/2014 and issued their sanction letters.

The Company has already informed about the debt restructuring through corporate announcement on BSE and NSE, as per debt restructuring, inter-alia:

- i. The Company has got moratorium of 24 Months for payment of interest and repayment of principal installments;
- ii. The Company has received in-principle approval for additional term loan of ₹ 25 Crores;
- iii. Promoters have to bring their contribution to the sum of ₹ 4.25 Crores in phases out of which ₹ 3.25 Crores have been contributed during the FY 2014-15;
- iv. Interest on restructured loans, pertaining to this period of 2 years will be paid in next 5 years;
- v. Interest rate has been reduced to 12% p.a. by all the Bankers of the Company.

The debt restructuring package has been implemented and your directors are hopeful that this will be one of the milestones for revival of your Company.

At the request of the Company Tata Motors Limited has also granted moratorium of 1 year for repayment of its short term loan.

Your Company places on record, special appreciation for support extended by the Bankers as well as Tata Motors Limited for restructuring of loans.

Disinvestment

Financial Year 2014-15 is the year in which your Company has disinvested or taken steps to disinvest major surplus assets of the Company. The Company has sold its following assets/units during the year under review:

- i. **T-135, MIDC, Bhosari, Pune (T-Block Unit):** The Company, after shifting of manufacturing facilities to Chakan Unit- I & II, has disposed of lease hold land and building constructed thereon for a consideration of ₹ 11.50 Crores, the funds has been used for part repayment of term loan availed from Axis Bank Ltd.
- ii. **Autoline Industries USA, Inc., Butler, Indiana, USA (Autoline-Butler) and its step down subsidiaries:** This entity was 100% overseas subsidiary of your Company and located in USA. Your Company made investment initially by purchasing of 211 stocks fully paid at ₹ 9.02 Crores. On August 29, 2014 Autoline-Butler issued 789 shares of common stock to your Company in consideration of loan given on November 30, 2007. Divestment was done by transferring 100% stake to CJ Holdings North America, LLC at \$ 7.237 million equivalent to ₹ 45.63 Crores which resulted in profit of ₹ 34.11 Crores after deducting expenses incurred on account of this transaction. The profit on account of divestment has been accounted for as an extra-ordinary item.

Due to divestment of stocks as mentioned above Autoline Industries USA, INC, and its step down subsidiaries have ceased to be subsidiary of the Company during the year under review.

In view of consolidation of business, giving focus on Indian manufacturing facilities and to meet the funds requirement, your Company had decided to sale aforesaid assets/units during the year under review. .

Future Business Strategy

Currently your Company is going through revival phase and to overcome from current distress situation the Company is focusing on diversification of customers and business as against the existing dependency on few customers and single segment of business so as to utilize the optimum capacity of existing infrastructure. Detail on future business plans is given in Management Discussion and Analysis Report which forms part of this Report.

SUBSIDIARIES:

I. Autoline Industrial Parks Limited, Pune, India (AIPL):

AIPL was incorporated to develop Industrial Parks, Township Projects etc. Moving towards this object AIPL has purchased a piece of land at Village Mahalunge, Taluka, Khed, District Pune, (Maharashtra), India for setting up of Township under the Special Township Project (STP) of Government of Maharashtra. During the period under review, AIPL has received 'Locational Clearance' from Urban Development Department, Government of Maharashtra, Mumbai vide its Notification No. TPS-1813/3153/CR-544/13/UD-13 dated September 10, 2014 for its land 42.2666 Hectore (104 Acres under Special Township Project) located at Village- Mahalunge, Tal: Khed, Dist: Pune. Now the Company is pursuing for Environment Clearance for its special township project and various other activities are also going on side by side.

II. Autoline Design Software Limited, Pune, India (ADSL):

ADSL is a multifaceted, end-to-end Engineering Solutions Company that provides Engineering and Designing Software Services and Business Solutions. With the acquisition of ADSL in 2007, the Company's proposition to its customers has improved as a provider of high end design and value engineering and mass-manufacturing capabilities that can continually innovate through process engineering, re-engineering and re-tooling to improve manufacturing efficiency. This acquisition has given the Company edge to provide one stop complete solution to our valued customers, enabling a quick & fast response to customer for design concept to rapid prototype manufacturing. With the help of proven team of Design Engineers and Strong tool room & manufacturing backup the ADSL is planning to explore new business opportunities with different customers for off-shore and onsite engineering services and to establish Autoline Design Software Limited as an independent profit making organization

III. Koderat Investments Limited, Cyprus – (Koderat):

In September 2008, Autoline acquired 100% stake in Koderat Investments Limited "Koderat" (making it Wholly Owned Subsidiary), a Company incorporated and existing under the laws of Cyprus; acting as a Special Purpose Vehicle (SPV). Further "Koderat" acquired 49% equity share capital of "SZ Design S.r.l.", and "Zagato S.r.l.", Italian limited liability companies, Milan these companies are into the developing and providing designing and engineering services.

The net worth of the SZ Design- Srl, has been eroded due to various write offs. SZ Design Srl was declared bankrupt by the Tribunal of Milan on January 2, 2015 and judiciary receiver has been appointed by the Bankruptcy Tribunal. The impact thereof is yet to be ascertained.

Net assets value of Zagato Srl has turned into negative due to incurring of losses in previous years and majority shareholder of Zagato Srl has passed resolution to exclude Koderat Investment Ltd. as a shareholder. Your Company is examining this matter carefully and impact thereof is yet to be ascertained.

EXTRACT OF ANNUAL RETURN

The extract of the annual return in the prescribed **Form MGT-9** is enclosed as "Annexure-A" to this Report.

SUBSIDIARIES' PERFORMANCE

A report on the performance and financial position of each of the subsidiaries of the Company pursuant to Rule 8 (1) read with Rule 5 of Companies (Accounts) Rules, 2014 in Form AOC-1 is annexed as "Annexure -B" and forms a part of this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of your Company is duly constituted with adequate mix and composition of executive, non-executive and independent directors. During the year, Dr. Jayashree Fadnavis (DIN: 01690087) was appointed as an Additional Director (In the category of Independent Director) of the Company on March 28, 2015 till the conclusion of this Annual General Meeting. The Members are requested to regularize her appointment as a Director of the Company.

In accordance with the provisions of the Companies Act, 2013 and Company's Articles of Association, Mr. Sudhir Mungase (DIN: 00006754), Whole-time Director of the Company is liable to retire by rotation at the conclusion of this Annual General Meeting and being eligible, he has offered himself for re- appointment at this Annual General Meeting.

Mr. M. Radhakrishnan (DIN: 00006752), Non-Executive Director and one of the promoters and co-founder of the Company has resigned from the board of the Company with effect from May 27, 2015 due to his health issues. The Board has accepted his resignation. He was associated with the Company since its inception and served as Managing Director and CEO of the Company in past.

Board placed on record its sincere appreciation for the valuable services and directions given by Mr. M. Radhakrishnan as a Promoter, Co-founder, Director, Managing Director & CEO, during his long 15 years tenure and association with the Company and acknowledged guidance provided by him to the Company during various difficult situations.

Mr. Ravi Ketkar, resigned from the post of CFO with effect from August 31, 2014 and Mr. R.T. Goel is appointed by the Board of Directors w.e.f. September 1, 2014 as CFO of the Company.

Mr. Ashutosh Kulkarni resigned from the post of Company Secretary and Compliance Officer with effect from October 26,

2014 and Mr. Ashish Gupta is appointed by the Board of Directors w.e.f. March 28, 2015 as Company Secretary and Compliance Officer of the Company.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- i) In the preparation of the Annual Accounts for the year ended March 31, 2015, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2015 and of the Profit and Loss of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The directors have laid down internal financial controls to be followed by the Company and such controls are adequate and are operating effectively.
- vi) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and such systems are adequate and are operating effectively, which are being further strengthened.

NUMBER OF BOARD MEETINGS

The Board of Directors duly met **Nine (9)** times during the year under review. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

INDEPENDENT DIRECTORS

Mr. Prakash Nimbalkar (DIN: 00109947), Mr. Vijay K Thanawala (DIN: 00001974) and Dr. Jayashree Fadnavis (DIN: 01690087) are the Independent Directors on the board of the Company and have remained independent throughout the year as contemplated in Section 149(6) of the Companies Act, 2013. Further, all the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Company familiarizes the Independent Directors through various Programmes with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The details of such familiarisation programmes are available on the Company's website and can access at the link <http://www.autolineind.com/wp-content/uploads/2015/08/familiarisation-programmes-for-independent-directors.pdf>

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on various parameters such as level of engagement, contribution and independence of judgment; thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholder Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

NOMINATION AND REMUNERATION COMMITTEE AND COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Your Company has duly established a Nomination and Remuneration Committee. The Committee has presented to the Board the policy with respect to appointment of directors including criteria for determining qualifications, positive attributes, independence of directors, remuneration for the directors, key managerial personnel and other senior employees etc. and thereafter the Board approved the same. The Nomination and Remuneration Policy of your Company is enclosed to this Report as "Annexure-C".

The Non-executive Directors have no pecuniary relationship or transaction with the Company. Further the Company makes no payments to the Non-executive Directors other than sitting fees which is in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder.

RISK MANAGEMENT POLICY

Your Directors have formed a Risk Management Committee chaired by Mr. Prakash Nimbalkar (DIN: 00109947). A Risk Management Policy is also in place. The Management has put in place adequate and effective system and man-power for the purposes of risk management.

At present your company has not identified any element of risk which may threaten the existence of your company except the general and business risks as given under the para Threats and Risks and Concern in Management Discussion and Analysis Report which forms part of this Annual Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To

maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted CSR Committee and composition of CSR Committee is given in the Corporate Governance Report of the Company.

The Company is incurring losses from last two years and hence the provisions of Section 135 of the Companies Act, 2013 with respect to CSR are not applicable to your Company.

AUDIT COMMITTEE

Your Company has established an Audit Committee whose composition and other details are mentioned in the Corporate Governance report.

The Audit Committee, on a regular basis, gives its recommendation to the Board. The Board gives due consideration to those recommendations. However, there have been no instances of recommendations given by the Audit Committee being not accepted by the Board during the year.

AUDITORS

STATUTORY AUDITORS

M/s. A.R. Sulakhe & Co. Chartered Accountants (FRN 110540) who are the statutory auditors of your Company, hold office in accordance with the provisions of the Companies Act, 2013 up to twenty third Annual General Meeting of the Company and whose appointment was subject to ratification by the Members at every Annual General Meeting and at a remuneration as may be decided by the Board. They have confirmed their eligibility for being Auditors of the Company under the Companies Act, 2013 and that they are not disqualified.

AUDITORS' REPORT:

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

The Auditors in their Independent Audit Report to the Members of Autoline Industries Limited have observed that "Provisions for Gratuity and Leave Encashment is made on an estimated basis, which is not in accordance with Accounting Standard-15 (Employee Benefit). In the absence of the required information effect of the same on the Standalone financial statements are not quantified."

The Board considered the observation made by Auditors and explained that the Company is in process of obtaining Actuarial Valuation Report for the same and taking into consideration the provision already made on estimated basis, impact of difference between the provisions already made and actuarial valuation report on the financials will be insignificant.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. KANJ & Associates, Company Secretaries, Pune, a firm of Practicing Company Secretaries, was engaged by your Board for the purposes of Secretarial Audit for the year ended March 31, 2015.

Secretarial Audit Report in terms of Section 204 (1) is enclosed as "Annexure D".

The Secretarial Auditors in their Secretarial Audit Report have observed that:

1. Pursuant to section 197 read with Schedule V of the Act, prior approval of Central Government was required for appointment of Mr. Umesh Chavan as Executive Director of the Company. The Company has made post facto application to the Central Government on August 6, 2015. To that extent, the Company has not complied with the requirements of Section 197 of the Act.

Comments by the Board of Directors: Initially Mr. Umesh Chavan was appointed as CEO of the Company later on he was appointed as Executive Director and CEO of the Company by the Board in its meeting held on June 25, 2014. The remuneration paid to him is as per the terms and conditions of his appointment as CEO in view of this inadvertently the Company did not file application to the Central Government prior to his appointment as Executive Director. The Company has subsequently filed necessary applications with the Central Government.

2. The Company has not filed Form MGT-14, pursuant to Section 179 (3) read with Rule 8 of Companies (Meetings of the Board and its powers) Rules, 2014 in connection with the appointment of Chief Executive Officer of the Company at the Meeting of the Board held on June 3, 2014.

Comments by the Board of Directors: The observation is self-explanatory and the Company is taking necessary steps to regularize the matter.

3. The Company had two independent directors instead of three during the period June 25, 2014 to March 28, 2015. Therefore to that extent, the Company did not comply with the Clause 49 (II) (A) (2) of the Listing Agreement during that period.

Comments by the Board of Directors: The Company was looking for suitable candidate who can become Independent Director as per the requirements of Companies Act, 2013 and Listing Agreement and before the end of financial year 2014-15 the Company appointed Dr. Jayashree Fadnavis as an Independent Director which fulfilled the requirement of clause 49 (II) (A) (2) of the Listing Agreement.

4. *The audited financial results for the year ended March 31, 2014 were filed within the time limits prescribed under clause 41 (1) (c) (ii) of the Listing Agreement. However the same were not accompanied by the Auditors' Report, which was submitted to Bombay Stock Exchange and National Stock Exchange on June 16, 2014 with a delay of 16 days.*

Comments by the Board of Directors: The Company inadvertently missed to submit the Auditors' Report to the Stock Exchanges within prescribed time which resulted in delay of 16 days.

5. *The Company has not filed Annual Performance Report of its wholly owned subsidiary Koderat Investments Limited, Cyprus for the financial year 2013-14. Thus to that extent it has not complied with Regulation 15 of the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000.*

Comments by the Board of Directors: The Company inadvertently missed to file the Annual Performance Report of its wholly owned subsidiary to Reserve Bank of India for financial year 2013-14. The Company will ensure that such filing will be made within prescribed time henceforth.

6. *During the year under review, the Company disinvested its entire investment in Autoline Industries Inc., USA, wholly owned subsidiary. However the Company has not filed part IV of Form ODI reporting such disinvestment as per requirement of Regulation 16 of the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000.*

Comments by the Board of Directors: At the time of disinvestment in Autoline Industries Inc., USA, the Company applied for change in authorized dealer to facilitate inward remittance. Since the RBI formalities relating to change in authorized dealer are still in process the Company could not file part IV of Form ODI reporting and will be filed as soon as the said formalities relating to change in Authorised dealer are completed.

INTERNAL AUDITORS

Internal Audit during the year under review was carried out by M/s. CMRS & Associates, Chartered Accountants, Pune. Your Company has appointed M/s. Ketan H. Shah & Associates, Chartered Accountants, Pune as Internal Auditors for financial year 2015-16 under section 138 of the Companies Act, 2013.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has a vigil mechanism in the form of Whistle Blower Policy (WBP) to deal with instances of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of your Company.

LOANS, GUARANTEES AND INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

DEPOSITS

Your Company has not accepted any deposits from the public falling within the ambit of Section 73 under chapter V of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

RELATED PARTIES TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons and their associates /relatives which may have a potential conflict with the interest of the Company at large.

All the Related Party Transactions were approved by the Audit Committee and also by the Board, wherever necessary. The company has not entered into any transaction with related parties during the year under review which require reporting in Form – AOC 2 in terms of Companies Act, 2013 read with companies (Accounts) Rules, 2014. The policy on Related Party Transactions and the Policy on Determination of Material Subsidiaries as approved by the Board is also uploaded on your Company's website: www.autolineind.com.

OTHER MATTERS

- i. No significant or material orders were passed by the Regulators or Courts or Tribunals which will impact the going concern status and Company's operations in future.
- ii. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) of the Company and its associates are covered under this policy.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- iii. The Company has not issued Equity Shares with differential rights as to Dividend, Voting or Otherwise.

- iv. The Company has not issued shares (including Sweat Equity Shares) to Employees of the Company under any Scheme save and except ESOP referred to in this report.
- v. No material changes and commitments occurred during April 1, 2015 till the date of this Report which would affect the financial position of your Company
- vi. There has not been any change in the nature of business of the Company during the year under review.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by your Company, together with a certificate from the Company's Auditors confirming compliance form an integral part of this Report.

Management Discussion & Analysis Report is given separately in this Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of your Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 issued by the Institute of Chartered Accountants of India form part of this Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

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

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as under:

Sr. No.	Particulars		
(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Name of the Director	Ratio
		Mr. Shivaji T Akhade (DIN: 00006755)	40.91
		Mr. Sudhir Mungase (DIN: 00006754)	36.36
		Mr. Umesh Chavan (DIN: 06908966)	37.88
(ii)	Percentage increase in remuneration of each director, CEO, CFO and CS in the financial year 2014-15.	Name of the Director	% Increase
		Mr. Shivaji T Akhade (MD)	25%
		Mr. Sudhir Mungase (WTD)	NIL
		Mr. Umesh Chavan (ED & CEO)	Not Applicable#
		Mr. R T Goel (CFO)	Not Applicable#
		Mr. Ashish Gupta (CS)	Not Applicable#
(iii)	Percentage increase in the median remuneration of employees in the financial year 2014-15	18.50%	
(iv)	Number of permanent employees on the rolls of Company;	1463	
(v)	Explanation on the relationship between average increase in remuneration and Company performance	The Company has incurred loss during the financial year 2014-15 of ₹ 32.60 Crores as compare to loss of ₹ 55.20 Crores during the financial year 2013-14. However there was 15.57% average increase in remuneration having regards to the inflationary rates, retaining the employees and other economic aspects.	
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	<p>Performance of the Company was not satisfactory for the financial year 2014-15. Since the Company has incurred loss during the financial year 2014-15 of ₹ 32.60 Crores (39.13% decrease in loss) as compared to loss of ₹ 55.20 Crores during the financial year 2013-14. Hence there is no increase in the remuneration of Key Managerial Personnel during the financial year 2014-15 except increase in remuneration of Managing Director by 25%.</p> <p>Further new appointments for the post of CEO, CFO and CS were made in the financial year 2014-15 at different dates therefore details of increase is not given/considered in such cases.</p> <p>The remuneration paid to the KMP of the Company is in accordance with the remuneration policy of the Company which, while deciding such remuneration, gives due consideration to trend in the industry, qualification, experience, contribution to Company, past performance, past remuneration and other relevant factors.</p>	

Sr. No.	Particulars		
	Particulars	31/03/2015	31/03/2014
(vii)	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies.	Market Capitalization ₹ 73.61 Cr. PE Ratio (2.33)	₹ 88.74 Cr. (1.62)
	Market Capitalization decreased by 15.13% as compared to previous year (based on BSE and NSE average date). PE ratio is in negative because of losses incurred by the Company during FY 2013-14 and 2014-15. The Company has allotted equity shares on public offer of equity shares on January 24, 2007 at a price of ₹ 225/- each and closing price on BSE & NSE (Average) was ₹ 59.65 as on March 31, 2015. Thus market price per share has decreased by 73.49% since last public offer.		
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2014-15 was 15.57% whereas the average percentage increase in the managerial remuneration for the same financial year was 12.5%. Increase in managerial remuneration is due to increase of ₹ 12,00,000/- per annum in the remuneration of Managing Director to bring his remuneration to a reasonable level since the existing remuneration was too low as compared to the market trend and considering the nature of responsibilities, associated with the position. This increment was made after three years.	
(ix)	Comparison of the each remuneration of the Key Managerial Personnel Against the performance of the Company	The Company has incurred losses during the financial year 2014-15 of ₹ 32.60 Crores (39.13% decrease in losses) and during the financial year 2013-14 of ₹ 55.20 Crores. There is 25% increase in the remuneration of Managing Director Mr. Shivaji T Akhade (DIN: 00006755) except above there is no increase in the remuneration of KMP during financial year 2014-15.	
(x)	The key parameters for any variable component of remuneration availed by the directors	The remuneration package of Mr. Umesh Chavan, CEO & Executive Director contains variable component. The key parameters for the variable component are: 1. 1% of Net profit on new business developed by Mr. Umesh Chavan. 2. 10% on Cost reduction achieved in material and direct manufacturing costs every year as compared to previous financial years.	
(xi)	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	There are no employees in the Company who are paid remuneration in excess of the highest paid Director during the year.	
(xii)	Affirmation	The Board affirms that the remuneration paid to the Directors and other employees is as per the remuneration policy of the Company.	

#They were appointed during the financial year 2014-15 And because of new appointments during the year, data of increase in remuneration were not available and therefore not considered for increase in managerial remuneration/comparison.

Detail of remuneration paid to Mr. M. Radhakrishnan (Managing Director & CEO) was not considered in the calculation given above as he was employed only for 2 months during the financial year 2014-15.

SHAREHOLDING OF DIRECTORS AS ON MARCH 31, 2015

Sr. No.	Name of the Director	DIN	No. of Equity Shares	Percentage Holding
1	Mr. Prakash B. Nimbalkar	00109947	6700	0.54%
2	Mr. Shivaji T. Akhade	00006755	633681	5.13%
3	Mr. M. Radhakrishnan	00006752	109953	0.89%
4	Mr. Sudhir V. Mungase	00006754	600958	4.87%
5	Mr. Umesh Chavan	06908966	NIL	NIL
6	Mr. Amit Goela	01754804	125000	1.01%
7	CA Vijay K. Thanawala	00001974	2525	0.02%
8	Dr. Jayashree Fadnavis	01690087	NIL	NIL

INTER SE RELATIONSHIP BETWEEN DIRECTORS

There are no inter se relationships between the Directors except that Mr. Sudhir Mungase (DIN: 00006754), Whole-time Director of the Company is brother-in-law of Mr. Shivaji Akhade (DIN: 00006755), Managing Director of the Company.

EMPLOYEES' STOCK OPTION SCHEME - ESOS

In accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the Company has instituted Employee Stock Option Scheme 2008 (Autoline ESOS 2008) pursuant to the Special Resolution passed by Shareholders at 12th Annual General Meeting held on September 27, 2008. As per Autoline ESOS 2008, 1,60,000 Options were granted to 171 Permanent employees and 15,000 options were granted to 5 Independent Directors. During the year under review, 55808 options were exercised and 5 employees holding 2891 options have resigned.

These options are available for re-issue. The details of the scheme as per Companies (Share Capital and debentures) Rules, 2014, SEBI (ESOP and ESPS) Guidelines 1999 and SEBI (Employee based benefits Scheme) Regulations, 2014 are given in the "Annexure-F" to this report.

Acknowledgements

Your Directors express their sincere appreciation for the assistance and co-operation received from the various Central and State Government Departments, customers, vendors and lenders specifically Bank of Baroda, The Catholic Syrian Bank Ltd., Axis Bank Ltd., NKGSB Co-op. Bank Ltd., Vidya Sahakari Bank Ltd. for extending financial support by way of sanctioning Debt Restructuring Package for the Company and to Tata Motors Ltd., Tata Capital Financial Services Ltd. for their continued help during a very challenging times of the Company. The directors also gratefully acknowledge the support given by and trust entrusted by all shareholders of the Company and directors also wish to place on record their deep sense of appreciation for unstinted commitment and committed services by all the staff members and workers of the Company.

FOR AND ON BEHALF OF THE BOARD**PRAKASH NIMBALKAR****CHAIRMAN****DIN: 00109947**

Date: August 8, 2015

Place: Pune

Annexure - A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sr. No.	Particulars	Details
i.	CIN	L34300PN1996PLC104510
ii.	Registration Date	16/12/1996
iii.	Name of the Company	AUTOLINE INDUSTRIES LIMITED
iv.	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non Government Company
v.	Address of the Registered office and contact details	Survey Nos. 313, 314, 320 to 323, Nanekarwadi, Chakan, Taluka Khed, District - Pune-410501 Tel. No. 02135 664865/6 Fax no.: 02135 664864 website: www.autolineind.com E-mail: investorservices@autolineind.com
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited (Unit : Autoline Industries Limited) Block 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune-411001, Tel : 020 - 2616 1629 / 2616 0084 Fax : 020 - 2616 3503 E-mail: pune@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products /services	NIC Code of the Product/Service	% to total turnover of the company
1.	Forging, Pressing, Stamping and Roll framing of Metal Powder Metallurgy	3440	More than 90%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	AUTOLINE INDUSTRIAL PARKS LIMITED Regd. Office - S. No. 313, 314, 320 to 323, Nanekarwadi, Chakan, Pune-410501	U45209PN2007PLC130639	Subsidiary	43.78	2(87) (i)
2	AUTOLINE DESIGN SOFTWARE LIMITED Regd. Office - 1 st Floor, E 12-17 (8), MIDC Bhosari, Pune-410501	U72200PN2004PLC148734	Subsidiary	100	2(87) (ii)
3	KODERAT INVESTMENTS LTD Griva Digeni 115, Trident Centre, 3101, Limassol, Cyprus	N.A.	Subsidiary	100	2(87) (ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	Number of Shares held at the beginning of the year (01.04.2014)				No. of shares held at the end of the year (31.03.2015)				Percentage Change during the Year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	2446567	0	2446567	19.91	2250567	0	2250567	18.24	-1.67
(b) Central government	0	0	0	0.00	0	0	0	0.00	0
(c) State Government	0	0	0	0.00	0	0	0	0.00	0
(d) Bodies Corporate	1000000	0	1000000	8.14	1000000	0	1000000	8.11	-0.03
(e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
(f) Any Other	0	0	0	0.00	0	0	0	0.00	0
Sub Total (A) (1)	3446567	0	3446567	28.05	3250567	0	3250567	26.34	-1.72
(2) Foreign									
(a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
(b) Other - Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0
(d) banks/FI	0	0	0	0	0	0	0	0	0
(e) Any Other	0	0	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	3446567	0	3446567	28.05	3250567	0	3250567	26.34	-1.72
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks/FI	6835	0	6835	0.06	37921	0	37921	0.31	0.25
(c) Central Government	0	0	0	0	0	0	0	0	0
(d) State Government(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	382000	0	382000	3.11	355307	0	355307	2.88	-0.23
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)									
Nationalised Banks	270	0	270	0.00	0	0	0	0	0.00
Non Nationalised Banks	10760	0	10760	0.09	0	0	0	0	-0.09
Sub-Total (B) (1)	399865	0	399865	3.25	393228	0	393228	3.19	-0.07
(2) Non-institutions									
(a) bodies Corporate									
(i) Indian	1239299	0	1239299	10.09	1338768	0	1338768	10.85	0.76
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual Shareholders holding nominal share capital upto ₹ 1 Lakh	3935466	15302	3950768	32.16	4331068	7302	4338370	35.15	2.99
(ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	2044603	0	2044603	16.64	1963625	0	1963625	15.91	-0.73
(c) Others (specify)									
Clearing Members	297399	0	297399	2.42	247607	0	247607	2.01	-0.41
Other Directors & Relatives	132076	0	132076	1.08	134575	0	134575	1.09	0.01
Foreign Company	35139	88323	123462	1.00	35139	88323	123462	1.00	0.00
Foreign Nationals	400	10763	11163	0.09	0	10763	10763	0.09	0.00
Non-resident Indians (Repat)	498328	3367	501695	4.08	515719	3767	519486	4.21	0.13
Non-resident Indians (Non Repat)	138349	0	138349	1.13	20603	0	20603	0.17	-0.96
Sub-Total (B) (2)	8320659	118155	8438814	68.69064	8587104	110155	8697259	70.4742	1.78
Total public Shareholding (B)=(B)(1)+(B)(2)	8720524	118155	8838679	71.95	8980332	110155	9090487	73.66	1.72
C. Shares Held by Custodians for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand total (A+B+C)	12167091	118155	12285246	100	12230899	110155	12341054	100	0

(ii) Shareholding of Promoters:

Sr. No.	Shareholders' name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			Percentage Change in Shareholding during the Year
		No. of Shares	% of Total share capital of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of Total share capital of the Company	% of shares pledged/encumbered to total shares	
1	Rema Radhakrishnan	504717	4.11	0	308717	2.50	0.00	-1.61
2	Shivaji T Akhade	633681	5.16	0	633681	5.13	9.23	-0.02
3	Sudhir V. Mungase	600958	4.89	0	600958	4.87	9.73	-0.02
4	Vilas V. Lande	597258	4.86	0	597258	4.84	9.79	-0.02
5	M. Radhakrishnan	109953	0.90	0	109953	0.89	53.20	0.00
6	Lincwise Software Private Limited	1000000	8.14	0	1000000	8.10	100.00	-0.04
	TOTAL	3446567	28.05	0	3250567	26.34	37.96	-1.72

(iii) Change in Promoters shareholding:

Sr. No.	Rema Radhakrishnan	Reason	Shareholding at the beginning of the Year (01.04.2014)		Cumulative Shareholding during the year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
A	At the beginning of the year		504717	4.11	504717	4.11
B	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)					
1	11.06.2014	Sale of Shares	23700	0.19	481017	3.92
2	11.06.2014	Sale of Shares	26300	0.21	454717	3.70
3	13.06.2014	Sale of Shares	24000	0.19	430717	3.51
4	13.06.2014	Sale of Shares	37000	0.30	393717	3.21
5	30.10.2014	Sale of Shares	10000	0.08	383717	3.13
6	31.10.2014	Sale of Shares	25000	0.20	358717	2.92
7	12.03.2014	Sale of Shares	50000	0.41	308717	2.52
C	At the end of the year		308717	2.50		

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year (01. 04.2014)		Date	Reason	Increase / Decrease in Share holding during the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total share capital of the Company			No. of Shares	% of Total share capital of the Company	No. of Shares	% of Total share capital of the Company
1	JHUNJHUNWALA REKHA RAKESH	731233	5.95			0	0	731233	5.95
				31.03.2015				731233	5.93
2	JHUNJHUNWALA RAKESH RADHESHYAM	520000	4.23			0	0	520000	4.23
				31.03.2015				520000	4.21
3	PRAVINCHANDRA BATAVIA	228000	1.86			0	0	228000	1.86
				31.03.2015				228000	1.85
4	EMERGING INDIA FOCUS FUNDS	210000	1.71			0	0	210000	1.71
				31.03.2015				210000	1.70
5	THE INDIAMAN FUND (MAURITIUS) LIMITED.	145000	1.18			0	0	145000	1.18
				31.03.2015				145000	1.17
6	UTPAL H SHETH	125000	1.02			0	0	125000	1.02
				31.03.2015				125000	1.01
7	RIVIERA FINANCE (INDIA) LIMITED	95052	0.77	During 08.12.2015 to 12.12.2015	Purchase of shares	14948	0.12	110000	0.89
				31.03.2015				110000	0.83
8	STAR GLOBAL RESOURCES LTD	101500	0.83			0	0	101500	0.83
				31.03.2015				101500	0.82
9	VENKATESALU N NAIDU	50000	0.41	08.09.2014 to 12.09.2014	Sale of shares	20000	0.16	30000	0.24
				15.09.2014 to 19.09.2014	Sale of shares	29000	0.23	1000	0.01
				22.09.2014 to 30.09.2014	Purchase of shares	24000	0.19	25000	0.20
				01.12.2014 to 05.12.2014	Purchase of shares	10000	0.08	35000	0.28
				15.12.2014 to 19.12.2014	Purchase of shares	35000	0.28	70000	0.57
				09.03.2015 to 13.03.2015	Purchase of shares	7811	0.06	77811	0.63
				16.03.2015 to 20.03.2015	Purchase of shares	19944	0.16	97755	0.79
				23.03.2015 to 27.03.2015	Purchase of shares	2245	0.02	100000	0.81
10	DUKE EQUITY PARTNERS, INC	88323	0.72			0	0	88323	0.72
				31.03.2015				88323	0.72

Note : Shareholding of top 10 shareholders are based on shareholding position as on March 31, 2015.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Director/KMP	Shareholding at the beginning of the year (01. 04.2014)		Date	Reason	Increase / Decrease in Share holding during the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total share capital of the Company			No. of Shares	% of Total share capital of the Company	No. of Shares	% of Total share capital of the Company
1	Mr. Prakash Nimbalkar	5034	0.04	24.05.2014	ESOP	1666	0.014	6700	0.05
				31.03.2015				6700	0.05
2	Mr. Shivaji Akhade	633681	5.16	31.03.2015				633681	5.16
								633681	5.16
3	Mr. M. Radhakrishnan	109953	0.90	31.03.2015				109953	0.90
								109953	0.90
4	Mr. Sudhir Mungase	600958	4.89	31.03.2015				600958	4.89
								600958	4.89
5	Mr. Vijay Thanawala	1692	0.01	24.05.2014	ESOP	833	0.007	2525	0.02
				31.03.2015				2525	0.02
6	Mr. Amit Goela	125000	1.02	31.03.2015				125000	1.02
								125000	1.02

Note : Mr. Umesh Chavan, Dr. Jayashree Fadnavis, Directors and Mr. R. T. Goel, Mr. Ashish Gupta, KMPs did not hold any shares in the Company during FY 2014-15

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(₹ In Millions)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	1753.15	221.89	17.00	1992.05
(ii) Interest due but not paid	18.82	3.16	0	21.98
(iii) Interest accrued but not due	0	0	0	0
TOTAL {(i)+(ii)+(iii)}	1771.97	225.05	17.00	2014.03
Change in Indebtedness during the Financial Year				
Addition	981.15	32.50	20.67	1034.32
Reduction	990.26	193.76	0	1184.02
Net Change	(9.11)	(161.26)	20.67	(149.71)
Indebtedness at the end of the financial year				
(i) Principal Amount	1762.86	63.79	37.67	1864.32
(ii) Interest due but not paid	0	0	0	0.00
(iii) Interest accrued but not due	0	0	0	0.00
TOTAL {(i)+(ii)+(iii)}	1762.86	63.79	37.67	1864.32

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In Millions)

Sr No	Particulars of Remuneration	Name of the MD/WTD/Manager				Total Amount
		Shivaji Akhade	Sudhir Mungase	Umesh Chavan*	M. Radhakrishnan**	
1	Gross Salary	6.00	4.80	4.55	0.80	16.15
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	6.00	4.80	4.55	0.80	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	
	(c) Profits in lieu of salary u/s 17 (3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL	NIL
	as % of profit					
	Others (Specify)					
5	Others (Specify)	NIL	NIL	NIL	NIL	NIL
	TOTAL	6.00	4.80	4.55	0.80	16.15
	Ceiling as per the Act	6.00	6.00	6.00	6.00	

*Mr. Umesh Chavan appointed as CEO w.e.f. 06/06/2014 and as an Executive Director w.e.f. 25/06/2014

**Remuneration paid for two months as he has resigned as Managing Director & CEO w.e.f. 01/06/2014.

B. Remuneration to other directors:

(₹ In Millions)

Sr No	Particulars of Remuneration	Name of the Director					Total Amount
		Prakash Nimbalkar	M. Radhakrishnan*	Vijay Thanawala	Amit Goela	Jayashree Fadnavis **	
1	Independent Directors						
	Fee for attending board and Committee Meetings	0.65	0	0.345	0	0	
	Commission	0	0	0	0	0	
	Others, (Specify)	0	0	0	0	0	
	Total (1)	0.65	0	0.345	0	0	0.995
2	Other Non-Executive Directors						
	Fee for attending board and Committee Meetings	0	0.305	0	0.05	0	
	Commission	0	0	0	0	0	
	Others, (Specify)	0	0	0	0	0	
	Total (2)	0	0.305	0	0.05	0	0.355
	Total (B)=(1+2)	0.65	0.305	0.345	0.05	0	1.35
	Total Managerial Remuneration						17.50
	Overall Ceiling as per the Act	Not applicable as only sitting fees paid					

*Resigned as MD & CEO w.e.f. 01/06/2014 and was non-executive director from then.

** Appointed as an Independent Director w.e.f. 28/03/2015

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ In Millions)

Sr No	Particulars of Remuneration	Name of the Director				Total Amount
		CS Ashutosh Kulkarni*	CS Ashish Gupta**	CFO Ravi Ketkar***	CFO R. T. Goel****	
1	Gross Salary	0.47	0.05	1.14	2.25	3.92
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0.47	0.05	1.14	2.25	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil	
	(c) Profits in lieu of salary u/s 17 (3) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil	
2	Stock Option	476	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil	Nil
	as % of profit	-	-	-	-	
	Others (Specify)	-	-	-	-	
5	Others (Specify)	Nil	Nil	Nil	Nil	Nil
	TOTAL	0.47	0.05	1.14	2.25	3.92

*CS Ashutosh Kulkarni resigned as Company Secretary w.e.f. 26/10/2014, therefore salary paid till his resignation on 25/10/2014 is considered.

**CS Ashish Gupta appointed as Company Secretary w.e.f. 28/03/2015, therefore salary paid from the date of appointment till 31/03/2015 is considered.

***CA Ravi Ketkar resigned as Chief Financial Officer w.e.f. 31/08/2014 therefore salary paid till his resignation on 30/08/2014 is considered.

**** CAR. T. Goel appointed as Chief Financial Officer w.e.f. 1/09/2014 therefore salary paid from the date of appointment till 31/03/2015 is considered.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/comounding of offences for the breach of any Sections of Companies Act against the Company or its Directors or other officers in default, if any during the year.

FOR AND ON BEHALF OF THE BOARD

PRAKASH NIMBALKAR
CHAIRMAN
DIN: 00109947

Date: August 8, 2015
Place: Pune

Annexure - B
Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 of Companies Act, 2103 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures
Part “A”: Subsidiaries

1	Sl. No.	1	2	3
2	Name of the subsidiary	Autoline Design Software Limited	Autoline Industrial Parks Limited	Koderat Investments Limited
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2014-15	2014-15	2014-15
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	₹	₹	EURO (Exchange Rate ₹ 67.51)
5	Share capital	35537420	686336000	1000
6	Reserves & surplus	(1351501)	325411518	(197619)
7	Total assets	44524409	1030420714	4578006
8	Total Liabilities	44524409	1030420714	4578006
9	Investments	Nil	152445	4571629
10	Turnover	26881077	Nil	Nil
11	Profit before tax	(6887908)	(2557415)	(10180)
12	Provision for tax (Deferred Tax Asset)	(612869)	Nil	Nil
13	Profit after tax	(6275040)	(2557415)	(10180)
14	Proposed Dividend	Nil	Nil	Nil
15	% of shareholding	100%	43.78%	100%

Names of subsidiaries which are yet to commence operations Nil

Names of subsidiaries which have been liquidated or sold during the year. Autoline Industries USA, Inc., Butler, Indiana, USA

Part – “B”: Associates and Joint Ventures:

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures : Nil

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PRAKASH NIMBALKAR
Chairman
DIN: 00109947

SHIVAJI AKHADE
Managing Director
DIN: 00006755

UMESH CHAVAN
Executive Director and CEO
DIN: 06908966

R T GOEL
Chief Financial Officer

ASHISH GUPTA
Company Secretary

Place : Pune

Date : August 8, 2015

Annexure - C

Nomination and Remuneration Policy

The Board of Directors of Autoline Industries Limited ("the Company"), in view of enforcement of Companies Act, 2013 read with rules framed there under and the amendments to Clause 49 of the Listing Agreements re-designated the Remuneration Committee as "Nomination and Remuneration Committee" at the Meeting held on May 24, 2014 with immediate effect.

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement (as may be amended from time to time).

1. DEFINITIONS

- a) **"Act"** means the Companies Act, 2013 and the rules framed thereunder including any modifications, amendments, clarifications, circulars or reenactment thereof.
- b) **"Policy"** means Nomination and Remuneration Policy.
- c) **"Senior Management"** shall mean personnel of the company (which include persons engaged as retainer or on contractual basis) and who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Explanation 1: In case of any dispute whether a person is member of senior management or not, decision of concerned Executive Director shall be final.

Explanation 2: Considering the criticality of a particular function, even if a person is not covered in the above definition, the Chairman will have discretion to treat him as member of senior management for the purpose of this Policy.

- d) Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 or the Listing Agreement, as the case may be, as may be amended from time to time shall have the meaning respectively assigned to them therein.

2. TERMS OF REFERENCE/ROLE OF COMMITTEE

The Terms of Reference of the Committee shall be:

- a) To identify persons who are qualified to become directors of the Board and those who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- b) To ensure that the level and composition of remuneration is reasonable and is sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- c) To ensure that relationship of remuneration to performance in respect of Directors, Key Managerial Personnel and employees of Senior Management is clear and meets appropriate performance benchmarks.
- d) To ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- e) To formulate the criteria for determining qualifications of Directors, Key Managerial Personnel and employees of Senior Management, and also to determine criteria for positive attributes and independence of Directors.
- f) To formulate criteria for evaluation of every Director including Independent Director and the Board.
- g) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- h) To recommend to the Board on Remuneration payable to the Directors including sitting fees and Commission to Non-Executive Directors, Key Managerial Personnel and employees of Senior Management.
- i) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- j) To devise a policy on Board diversity from time to time.
- k) To develop a succession plan for the Board and to regularly review the plan;

3. STATUTORY POWERS OF THE COMMITTEE

- a) The committee shall have a power to express opinion whether the Director possesses the requisite qualification for the practice of the profession, when remuneration is proposed to be paid for the services to be rendered in any other capacity and such services to be rendered are of a professional nature.
- b) Where in any financial year during the currency of tenure of a managerial person, a Company has no profits or its profits are inadequate, the Committee may approve the payment of remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013.

4. COMPOSITION OF COMMITTEE

The Company through its Board of Directors shall constitute the nomination and remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.

Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

5. CHAIRPERSON

- a) The Chairperson of the Committee shall be an Independent Director.
- b) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one of the Independent Director amongst them to act as a Chairperson.
- c) The Chairman of the Nomination and Remuneration Committee meeting shall endeavor to be present at the Annual General Meeting.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such time as and when required but at least once in six months.

7. MISCELLANEOUS

- a) A member of the Committee is not entitled to be present when his or her own or his or her relative(s) remuneration is discussed at a meeting or when his or her or his or her relative(s) performance is being evaluated.
- b) The Committee may invite Executive Directors, functional heads and outside experts, as it considers appropriate, to be present at the meetings of the Committee.
- c) The Company Secretary of the Company shall act as Secretary of the Committee.

8. Amendments:

Any amendment(s) in Clause 49 of the Listing Agreement and/or The Companies Act, 2013 and the rules framed there under, shall ipso facto apply to this policy without requiring to be approved by the Board of Directors. Any such changes shall be communicated to the Committee and the Board of Directors for effectively implementing this policy.

Annexure - D**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015***[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,

Autoline Industries Limited

Survey Nos.313, 314, 320 to 323, Nanekarwadi, Chakan

Taluka Khed, District - Pune, 410501

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Autoline Industries Limited (hereinafter called "the Company") bearing CIN: L34300PN1996PLC104510. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Autoline Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Autoline Industries Limited for the financial year ended on March 31, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the Company during the year under review);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the year under review);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the year under review); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the year under review);

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (were not applicable to the Company during the year under review).
- (ii) The Listing Agreements entered into by the Company with the BSE Limited (Bombay Stock Exchange) and the National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

A. Companies Act, 2013:-

1. Pursuant to Section 197 read with Schedule V of the Act, prior approval of Central Government was required for appointment of Mr. Umesh Chavan as Executive Director of the Company. The Company has made post facto application to the Central Government on August 6, 2015. To that extent, the Company has not complied with the requirements of Section 197 of the Act.
2. The Company has not filed Form MGT-14, pursuant to section 179 (3) read with Rule 8 of Companies (Meetings of the Board and its powers) Rules, 2014 in connection with the appointment of Chief Executive Officer of the Company at the Meeting of the Board held on June 3, 2014.

B. Listing Agreement

1. The Company had two independent directors instead of three during the period June 25, 2014 to March 28, 2015. Therefore to that extent, the Company did not comply with the Clause 49 (II) (A) (2) of the Listing Agreement during that period.
2. The audited financial results for the year ended March 31, 2014 were filed within the time limits prescribed under clause 41 (1) (c) (ii) of the Listing Agreement. However the same were not accompanied by the Auditors' Report, which was submitted to Bombay Stock Exchange and National Stock Exchange on June 16, 2014 with a delay of 16 days.

C. FOREIGN EXCHANGE MANAGEMENT ACT, 1999

1. The Company has not filed Annual Performance Report of its wholly owned subsidiary Koderat Investments Limited, Cyprus for the financial year 2013-14. Thus to that extent it has not complied with Regulation 15 of the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000.
2. During the year under review, the Company disinvested its entire investment in Autoline Industries Inc., USA, wholly owned subsidiary. However the Company has not filed part IV of Form ODI reporting such disinvestment as per requirement of Regulation 16 of the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except for the qualifications/observations mentioned above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Generally adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously. As per the records available in the said minutes there were no dissenting views expressed by any director in the meetings.

I further report that the systems and processes in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines need further improvement considering the size and operations of the company.

I further report that during the audit period:

1. The Company disinvested its entire investment in Autoline Industries Inc, USA a wholly owned subsidiary along with its step down subsidiaries.
2. The Company obtained approval of its members pursuant to Section 180 (1) (a) of the Companies Act, 2013 to sale entire investment in Autoline Industries Inc, USA a wholly owned subsidiary along with its step down subsidiaries.
3. The Company obtained approval of its members pursuant to Section 180 (1) (a) of the Companies Act, 2013 to mortgage its properties up to a value not exceeding ₹ 500 Crores.

For **KANJ & Associates**
Company Secretaries

Sunil G. Nanal
 FCS No. 5977
 CP No. 2809

Place: Pune

Date: August 7, 2015

Annexure - E

(A) CONSERVATION OF ENERGY -**(i) The steps taken or impact on conservation of energy:**

Your Company is making continuous efforts towards optimum utilization of energy resources which have resulted in cost saving for the Company. Additionally some of the initiatives taken for optimum use of energy, by the Company are as under:

1. Power factor controlled by monitoring capacitor resulting into saving in energy.
2. For Mercury Vapor lamps (250 WATT & 400 WATT) alternate wiring system installed and use of LED is resulting into saving in energy.
3. Curtain of plastic sheets are introduced for natural light / air ventilation.

Impact of above measures have resulted into reduction of energy consumption and has a consequent impact on the cost of production of goods.

Consumption per unit of production:

Considering the number of components produced, consumption of per unit of production cannot be determined.

(ii) The steps taken by the Company for utilizing alternate sources of energy;

1. Installation of transparent sheets at roof top of factory to get natural light as well air ventilators provided at roof top of factory for better ventilation.
2. The Company's Offices are structured such that there is maximum of natural light as compared to commercial sources of electricity.
3. Company is considering the proposal of solar power as an alternate source of energy.

(iii) The capital investment on energy conservation equipments;

During the year under review the Company has not made investment on energy conservation equipments.

(B) TECHNOLOGY ABSORPTION-**(i) The efforts made towards technology absorption;**

During the period, your Company has made following efforts at its various plants:

1. Transformers have been replaced to ensure the quality requirement during Spot Welding of different dispatches.
2. Focus has been given for internal as well external logistics, to improve the in-house quality as well as elimination of dent and damage marks during the transportation.
3. The capacity of one HMT Press machine has been doubled by changing the air pressure and after checking out capacity of machine.
4. Testing & Validation systems designed and developed are continued to be used for various types of Parking Brakes, which are manufactured in-house.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution;

1. Improved quality and customer satisfaction
2. Minimisation operator/ workmen fatigue
3. Minimal damages to the components.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

The Company has not imported technology during the last three years.

(iv) the expenditure incurred on Research and Development.

The Company has not incurred expenditure, capital or recurring, in Research and Development during the year under review.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as under:

₹ In million

Particulars	2014-15 (in ₹)	2013-14 (in ₹)
Foreign Exchange earned in terms of Actual Inflows	494.43	137.14
Foreign Exchange outgo in terms of Actual outflows	20.06	21.50

Foreign exchange earned includes ₹ 456.25 million received from sale of stake of overseas subsidiary during the year under review.

FOR AND ON BEHALF OF THE BOARD

Place: Pune
Date : August 8, 2015

Prakash B. Nimbalkar
Chairman
DIN: 00109947

ANNEXURE - F
Employee Stock Options Scheme 2008

(a)	Options granted on November 12, 2010	1,75,000
(b)	Pricing Formula	₹ 25 per share
(c)	Options vested (Upto March 31, 2015)	175000
(d)	Options exercised (Upto March 31, 2015)	136085
(e)	Total number of shares arising as a result of exercise of options till March 31, 2015	136085
(f)	Options lapsed (as at March 31, 2015)	20012
(g)	Variation of terms options	No variation
(h)	Money realized by exercise of options	3402125
(i)	Total number of options in force (as at March 31, 2015)	18903
(j)	Employee wise details of options granted during the year	
	1 Senior Management personnel	Nil
	2 Employees to whom more than 5% options granted during the year	Nil
	3 Employees to whom options more than 1% of issued capital granted in any one year	Nil
(k)	Diluted EPS, pursuant to issue of shares on exercise of options	₹ (25.50)
(l)	1 Method of calculation of employee compensation cost	Calculation is based on intrinsic value method Intrinsic value per share is ₹ 234.45
	2 Difference between the above and employee compensation cost that shall have been recognized if it had used the fair value of the options	₹ Nil, however amount of Employee compensation cost credited to profit and loss account arising as a result of lapse of options.
	3 Impact of this difference on Profits and on EPS of the Company	₹ Nil
(m)	1 Weighted average exercise price	₹ 25.00
	2 Weighted average fair value of options based on Black Scholes methodology	₹ 239.80
(n)	Significant assumptions used to estimate fair value of options including weighted average	
	1 Risk free interest rate	7%
	2 Expected life	Average life taken as 1 year from date of Grant (Vest)
	3 Expected volatility	45%
	4 Expected dividends	Not separately included, factored in volatility working
	5 Closing market price of share on a date prior to date of Grant (Vest)	₹ 259.45

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OVERVIEW

In the report of UN ESCAP titled, 'Economic and Social Survey of Asia and the Pacific 2015' it is stated that "Indian Economy growth is forecasted accelerate to 8.1% in 2015 and 8.2% in 2016, benefiting from the acceleration of infrastructure projects, strong consumer spending due to lower inflation and monetary easing and gradual improvements in market sentiments.

Earlier projections released by the International Monetary Fund (IMF) and the World Bank, showed India's growth at 7.5% for the current fiscal and the next. According to the projections by IMF "For the first time since 1999, India will outgrow China and its BRIC peers with a GDP growth of 7.5% this calendar year and the next". However, the Reserve Bank of India (RBI) has forecasted a growth rate of 7.6% for financial year 2015-16.

The Economic Survey 2014-15 indicates a clear political mandate for reform and a benign external environment have created a historic moment of opportunity to propel India onto a double-digit growth trajectory. Decisive shifts in policies controlled by the Centre combined with a persistent, encompassing, and creative instrumentalism in other areas and Make in India initiative could cumulate to Big Bang reforms.

The outlook for advanced economies is improving, while growth in emerging market and developing economies is the matter of concern as primarily reflecting weaker prospectus for certain large emerging market economies alongside oil and raw material exporting economies. The fall in oil price and the positive effects of the exchange rate movements will help the world economy to be on the path of recovery. Overall, global growth is forecasted at 3.5% in 2015 and 3.8% in 2016, broadly the same as last year.

India's growth is likely to improve, fuelled by an important structural reform agenda for India to reap productivity gains. This includes removing infrastructure bottlenecks as well as reforms to education, labour, and product markets for raising labour force participation and productivity through "Skill India Programme".

The expected growth rate of 7.5% at lower side, down turn in inflation and interest rate, growth in other manufacturing & service sectors and confidence on stable government will contribute to improve consumer sentiment, which in turn contributes to an increase in automobile demand for commercial as well as passenger vehicles.

INDUSTRY STRUCTURE AND DEVELOPMENTS

One of the major sectors in India is the Automobile sector, an engine of Growth. The Auto Component industry is part of this sunrise industry of the Indian Economy, as this sector has witnessed tremendous growth, in a decade.

Automobile industry

Automobile industry is known for designing and manufacturing of the passenger as well as commercial vehicles which includes light, medium and heavy vehicles such as cars, buses, trucks, two wheelers etc.

Performance in 2014-15

The year 2014-15 was undoubtedly one of the most challenging ones for the automobile industry. Even in the recovery phase of the economy, the industry worked hard to pave its way to sustain, regain and grow in the market.

The Industry registered a growth of 8.68% over the same period last year in terms of production. Total of 23.36 Million vehicles including passenger vehicles, commercial vehicles, three wheelers and two wheelers were produced in April-March 2015 as against 21.50 Million in April-March 2014.

Domestic Market

The sales of Passenger Vehicles grew by 3.90% in April-March 2015 over the same period last year. Within the Passenger Vehicles segment, Passenger Cars and Utility Vehicles grew by 4.99% and 5.30% respectively, while Vans declined by 10.19% in April-March 2015 over the same period last year.

The overall Commercial Vehicles segment registered a de-growth of 2.83% in April-March 2015 as compared to same period last year. Medium & Heavy Commercial Vehicles (M&HCVs) grew by 16.02% and Light Commercial Vehicles declined by 11.57%.

Domestic Market Share for 2014-15:

Particulars	Share (%)
Passenger Vehicles	13
Commercial Vehicles	3
Three wheelers	3
Two wheelers	81
Grand Total	100

Export Market

In April-March 2015, overall automobile exports grew by 14.89% over the same period last year. Passenger Vehicles and Commercial Vehicles grew by 4.42% and 11.33%, respectively during April-March 2015 over the same period last year.

Source: Society of Indian Automobile Manufacturers (SIAM)

Auto Ancillary Industry

The Indian Auto Components Industry is one of the largest automotive markets in the world. It was previously one of the fastest growing markets globally, but it is currently experiencing negative growth rates. As per the report of Automotive Component Manufacturing Association of India (ACMA) the industry recorded a decline of 2%, with overall turnover standing at ₹ 2.11 Lakh Crore (USD 35.13 billion) against last year's ₹ 2.16 Lakh Crore (USD 35.96 billion). The compound annual growth rate (CAGR) for the industry has been 14% for the last six years.

Auto Ancillary Industry requires huge capital investment and organized structure and therefore putting economic barrier on unorganized players but its complete dependency on automobile industry is the point of concern and makes it slightly unattractive as it does not hold sizeable market independent from Original Equipment Manufacturers (OEMs).

In recent times, the slowdown witnessed by the Automobile Industry has certainly impacted the demand sentiments for the Auto Component Industry as well.

OPPORTUNITIES AND THREATS

A) OPPORTUNITIES

The Economy has started moving on the path of recovery with industrial activity picking up gradually, investment activity is expected to gain further pace on account of the increased government expenditure especially in the infrastructure projects, Inflation and interest rate too is expected to remain within the RBI's target range and significant decline in the crude oil prices as compared to last year will help automobile sector to recover and consequently it will help in strengthening the Indian economy.

- 1) **"Make In India"** is the call of the Government and can be heard all over the world. The formation of a stable government is something that the foreign investors have been looking for, coupled with the idea of ease of doing business, the Government is certainly taking steps to accelerate the domestic production by inviting MNCs to come and produce in India.
- 2) **Gradual Improvement in FY16 in Auto Demand:** The auto ancillary sector witnessed a slowdown over the Year 2013 and 2014, driven by weak sales of vehicles domestically. A revival in auto demand will benefit the auto ancillary industry. The outlook on the auto sector is expected to stay stable for the Year 2015 and 2016 from negative to stable, driven by the early signs of an uptick in volumes being witnessed in second half of financial year 2015 and on the bottoming out of sales decline.

3) Major Developments & Investments in India :

- i. Investors, both domestic and foreign, have lined up investments of almost \$10 billion or nearly ₹ 60,000 crore over the next few years. The expansion plans, renew the hope in the Indian market's long-term prospects, besides exploiting its potential as an export market.

According to PwC, 10 car makers have invested around ₹ 31,570 crores, two-wheeler companies has invested nearly ₹ 8,555 Crores and tyre companies around ₹ 7,350 crore in the past 10-12 months to build additional capacity of three million vehicle. That works out to nearly a third of the current Indian automotive market.

- ii. TATA Motors, in order to consolidate its presence in the region, is also looking at various measures, including modernising its dealerships and introducing semi-mobile workshops for its customers and expects that its medium & Heavy Commercial Vehicles (M&HCV truck) segment in India is likely to register a growth in fiscal 2016, driven by continuing trends toward replacement of ageing fleet vehicles and others. This will increase demand for the vehicles and ultimately increase the Company's top and bottom lines.
- iii. Japanese auto major Honda is investing ₹ 3,565 crore in its two wheeler and car business in India as it looks to increase its production capacity. The plan is to increase manufacturing capacity by 600,000 units for two-wheelers and by 60,000 units for cars by 2016.
- iv. Mahindra & Mahindra, which lost its No. 3 position to Honda, is planning to raise ₹ 5,000 crore from the market for plant expansion, besides investing ₹ 3,500 crore in capex and new investment every year over the next three years.
- v. Ford has already kicked in the process of getting approvals to export 90,000 units of Eco Sport to US, which is more than the numbers it sells in India.
- vi. The vision of AMP 2006–2016 expects India, "to emerge as the destination of choice in the world for design and manufacture of automobiles and auto components with output reaching a level of US\$ 145 billion; accounting for more than 10% of the GDP and providing additional employment to 25 million people by 2016."

References: Media Reports, Press Releases, Department of Industrial Policy and Promotion (DIPP), Automotive Component Manufacturers Association of India (ACMA), Society of Indian Automobile Manufacturers (SIAM), etc.

THREATS

Auto ancillary industry under which your Company operates is dependent completely on Original Equipment Manufacturers (OEMs) and therefore upward and downturn of automotive industry directly affect the auto ancillary industry. The automobile industry and the demand for automobiles are influenced by general economic growth, credit availability, growth in

manufacturing and service sectors, agricultural growth which is dependent on monsoon condition, disposable income of consumers, interest rates etc. Negative trends in any of these factors could materially and adversely affect the automobile industry and there is a direct threat to the existence of auto ancillary industry.

Economic growth of foreign market also influences the Indian economy and automobile market and a slower than expected global economic recovery or a significant financial disruption could have a material adverse effect on the Company's business and its operations.

Price of raw materials consumed in manufacturing of auto parts is volatile in nature and depends on various factors like oil prices, economic scenarios across the globe, exchange fluctuation and others which cannot be controlled by the Company. Additionally an increase in the price of raw materials could materially impact the bottom line of the Company if the Company could not pass on such increase in cost to its OEMs which also depends on the competition in the market.

High interest rates on auto loans are also acting as a deterrent to sales. For these rates to soften the Reserve Bank of India (RBI) would have to initiate rate cuts, which don't appear imminent. The untimely occurrence of monsoon coupled with low estimation of rainfall by the Indian Meteorological Department (IMD) to as low as 88% is an indication of low agricultural output. This could in turn dampen rural demand for two wheelers and tractors.

The Company anticipates threats from existing as well as emerging competitors as the auto ancillary industry is highly competitive and there is strong possibility of further intense the competition in light of emergence of new domestic as well as global players to tap the robust growth prospects of Indian economy as well as government's initiatives to attract foreign investors. Global players bring with them decades of international experience, global scale, advanced technology and significant financial resources. There is also a possibility that competitors consolidate or enter into other strategic agreement like merger/amalgamation, acquisitions etc., they may be able to take better advantage of economies of scale or enhance their competitiveness in other ways.

Increased competition might lead to price reductions of the final products, decreased sales, lower profit margins thus adversely affecting the business and financial condition of the Company.

Notwithstanding the various challenges, the industry's long-term prospects remain bright. Growth will be driven mainly by healthy economic growth, changing consumer preferences, replacement demand and rising aspirations, increased spending on infrastructure development, thrust on rural economy and new product launches, among others.

KEY COMPETITIVE POSITIONING/STRENGTHS

Over the years, your Company has built a strong product portfolio and developed high end design and value engineering capabilities. Your Company is an integrated 'Art to Part' or 'Concept to Delivery' Company with capability right from Styling, Designing (CAD), Proto typing, Analyzing CAE (Computer Aided Engineering) for Crash Worthiness, NVH, CFD, etc., Tooling (Computer Aided Manufacturing) and finally Mass Manufacturing.

The Company has long standing and reliable relation with existing big players of automobile sector which in turn also help in developing new customers. Your Company operates through 07 manufacturing facilities and Design & Styling Center.

At the heart, diversification has been our innovative approach to not only produce new products but also improve our existing products and services through Value Engineering. Your Company endeavors to bring products which satisfy the end user requirements.

Today, the Company is able to provide basket of products with over 2500 products across different sizes and ranges that fit into a range of SUVs, MUVs, PVs, CVs and other vehicles. Your Company has added a varied range of products like foot control modules, exhaust systems, silencers, jacks, hinges, brake assemblies, automotive axles, etc. Your Company provides a wide range of engineering enterprise services, based on a combination of business consulting, product design, and IT skills with the support and help of its 100% subsidiary Autoline Design Software Limited and your Company's proposition to its customers improved as a provider of engineering-design, tooling services and mass manufacturing capabilities that can continually innovate through process engineering, re-engineering and re-tooling to improve manufacturing efficiency. Your Company is continuously renewing technology and upgrading quality standards, keeping in mind international benchmarks.

In the recent years, with a well-defined business strategy, your Company has won new contracts from various OEMs. Consequently, it has also led to improved and increased brand visibility and awareness for your Company. Due to excellent quality in work, cost competitiveness, timely deliveries and State of the Art Tool Room facility with latest CAD/CAE/CAM facilities, the Company has, in a short span, become well established brand in auto ancillary industry.

Using the power of collaborative visualization, your Company now facilitates collaborative decision making and multi-disciplinary communications that enable companies to identify and resolve manufacturing design problems while in a virtual state (CAE) with significantly reduced developmental time and cost, for all the OEMs in the Automobile Industry around the world. These processes have been successfully applied while developing components/assemblies for General Motors, Daimler, Volkswagen, Ashok Leyland-Nissan, Renault-Nissan etc.

STRATEGIC PLANNING/ MOVING AHEAD

Your Company's in-house designing team and infrastructure including its subsidiary, has introduced a number of new products over the years and it will enable it to expand product range, make it competitive with sound standing and extend the geographical reach. The Adjustable & Collapsible Pedal Assembly, High Deck Load Body, Park Brake Assembly and Jack Assembly are a result of our focus on driving growth through innovation, thus exemplifying the value engineering expertise of

your Company. Efforts are also on to develop Accessories for 4 wheelers & 2 wheelers, which are in high demand with new & innovative designs, to improve profit margins.

Further, your Company earned recognition for its in-house Designing & Engineering capabilities team from Volkswagen and General Motors to provide cost efficient pedal and brake assemblies.

Your Company's Dharwad plant (in Southern India) which is operating on rented premises is proposed to be shifted by end of calendar year 2015 to its owned premises as almost 80% construction work has been completed. This will help to cater to the growing needs of Domestic and International OEMs and particularly for the various models manufactured by Tata Motors Ltd. at Dharwad.

Your Company is also anticipating higher growth in stamping tool manufacturing business and overseeing the possibilities to develop the business with Bajaj Auto, Toyotetsu India Auto, JBM Auto System, Mahindra & Mahindra, TATA etc.

The recognition of your Company's value engineering expertise by International OEMs like General Motors, Volkswagen, Daimler, Ashok Leyland - Nissan, Asia Motor Works, Tata Motors and Mahindra Navistar continues to propel your Company's growth, by enabling the development of newer, high performance, value added and low cost products in your Company's portfolio. This will help not only improve your Company's business performance but also strengthen your Company's relationships with the existing as well as prospective customers.

Your Company's untiring efforts of adhering to global quality standards, enhancing production efficiency, upgrading to fast changing requirements of OEMs, customization of products and solutions, and a strong focus on product innovation and improvisation have yielded an overall improvement in qualitative performance.

FUTURE BUSINESS PLANS

Your Company is working on various business strategies to overcome from existing adverse situation such as:

i. Diversification

Moving towards diversification goal the Company is focusing to develop Non-Auto business such as Railways, Defense, Consumer Durable Goods, Earth Moving equipment etc. There is huge market and the Company has done preliminary feasibility study and found that the Company can grab the opportunities with existing infrastructure and manpower with minimal investments.

Accordingly the Company has demonstrated its capabilities and infrastructure to prospective customers and expects regular business from majority of them. Your Company is very close to achieve its one of the goals of diversification of business and confident that it will improve top as well as bottom line of the Company.

The Company is also working on diversification of customer base and contact has been established with various new customers such as Eicher, Nevystar, Isuzu etc. where new customers penetration will reduce the dependency on one customer as well as it will give negotiation power and strength to the Company. Diversity of sectors and customers will enable the Company to improve margin in near future.

ii. Geographical expansions

The Company is also overseeing huge potential in Chennai for auto components as Chennai is emerging as automotive hub in India with a base of over 30% of India's automotive industry and 35% of auto components industry. The Company can grab more business from various customers like Ford, Renault-Nissan, Ashok Leyland, Hyundai etc. and will help to achieve Objective of diversifying business and customer base. Your Company is also looking for joint ventures which will benefit the Company in long term.

Your Company is aggressively taking initiatives to get new businesses from existing as well as new customers like Ford and is also in discussion with new customers.

iii. Developing Own Products Market

Considering the growing accessories market, the Company is likely to enter in to design, manufacturing and sales of four wheeler accessories on its own. Initially to start with, different front & rear guards for various automotive will be launched in the domestic market. Prototype samples of four front & three rear guards are in advance stage and after fitment trials on different vehicles, first saleable batch will be produced and released in the market.

iv. Fund raising / Cost Saving

Your Company is confronting with the financial problem which is adversely impacting the business operation of the Company. Recently sanctioned Debt Restructuring and Divestment have supported the Company to certain extent but the Company is looking for long term funds and whenever any concrete decision is taken by your directors the same will be communicated by way of outcome of meetings or other appropriate means.

The Company has dedicated a team for taking Cost Saving initiatives on regular basis with task of supplier rationalization, inventory management, system improvement, reviewing credit periods etc. and targeted 4% saving on all direct and indirect costs in FY 2015-16 by way of negotiation with existing/new suppliers or creating new suppliers. The efforts are also going on to improve credit periods.

RISKS AND CONCERNS

Liquidity Crisis: Decline in sales automatically brings in decline in liquidity. Even though the GDP growth has been 7.3%,

the recovery phase of the economy is going to take tad long. However, the positive side is that the inflation rates have started narrowing every quarter, falling to 5.2% in Quarter 2, 1.5% in Quarter 3 and finally to a minuscule 0.2% in Quarter 4. The challenge before the industry is to overcome this tight liquidity situation.

Significant reliance on key customers: 5 Customers contribute more than 90% revenue on standalone basis of the Company, out of above one customer i.e. Tata Motors Limited contributes more than 75%. Thus the performance of the Company is completely dependent on the performance of its customers and decline in demand of final products of the Company's customer will definitely adversely affect the Company's performance financially and operationally.

Increase in competition: Competition is a part and parcel of business. It is increasing day by day not only from the local manufacturers but also from International Components Manufacturers setting up manufacturing facilities in India. Pressures in the highly competitive automotive manufacturing sector and over-capacity, particularly in vehicle assembly, means that most suppliers face unrelenting price pressure. What holds key for the survival of the Company is the drive to attain lower costs and a technical edge over the competitors.

Your Company is also considering to establish laser and plasma cutting machines to increase its capabilities and to explore heavy fabrication business in-house which will help to add new customers in this segment.

Growing Used Car Market: The Used Car Market has been a success story in recent times. According to estimates in the US, for every new car sold, around three used cars are sold. In Europe, this ratio is 1:2, while currently in India it is 1:1.1 and expected to become 1:1.3 by the end of 2015

The used car market in India is expected to grow by a CAGR of 20% in the next five years, with the organized sector playing a big role in this growth story. The used-car business is 1.3 times bigger than the new-car market and growing at a faster rate.

A large percentage (80%) of your Company's products are 'Commodity' business i.e. large volume, low profit business. These are also replaceable by other Companies setting up similar facilities. Hence, your Company intends to scale up to more 'proprietary' products with own designs and ability to realize good margins from business in coming years. Auto Component manufacturers of this Category are caught between large OEMs (Vehicle Manufacturers) and large Steel Companies (raw material suppliers) with less or no elbow room for negotiations, unless new proprietary products with own design are launched in both Automotive and Non-Automotive Sectors.

In addition to above there are possibilities of further risks by change in economic and monetary policies of government adversely affecting business sentiments of the Company, risks associated with human resource, Force Majeure, occurrence of unforeseen events, and any other business risks.

BUSINESS OUTLOOK

The outlook of Auto Ancillary Industry is bright. An uptick in the domestic auto industry, besides a pick-up in replacement demand, will give a fillip to the auto ancillary industry.

The outlook on Company's performance in the coming years is expected to be moving ahead from stable. This is based on the expectations of higher domestic demand in the auto sector, higher GDP growth, continued momentum in sector exports and a more favorable policy environment, which could also accelerate investments in the sector in the medium to long term. The Company expects the sector revenue to grow by 8%-10% and improve profitability in FY 2015-16.

'Make in India' to Act as Catalyst: The government's recent focus to promote domestic manufacturing ("Make in India" campaign) could be the much needed driving force for the Company in the coming years as the new government is focusing to promote manufacturing in the country. India's emergence as a major automotive market has already led to many of the global OEMs setting up production facilities in the country. Global auto brands such as Nissan, Ford, General Motors, Hyundai, Suzuki have announced plans to ramp up investments in India to cater to the domestic market as well as use India as an export/sourcing hub for global operations. It is important for the Company to tap these opportunities. As per the study by PwC the proposed investment by passenger vehicle makers is more than ₹ 30,000 Crores in near future.

Cost Saving Efforts to Boost Margins: The Company continues to pursue cost-reduction initiatives. The Company plans to reduce the cost to sales ratio, through effective cost management thereby improving margins. Revival in domestic demand along with a benign raw material environment will also support the same. Margins for your Company as well as the sector companies were largely unchanged over FY12-FY15 due to a muted demand environment. Your Company has focused on improving cost structures during the downturn and outcome thereof will be visible in the current year 2015-16.

Revival in Domestic Auto Demand: Your Company expects the auto ancillary sector to benefit from recovery in the auto sector in FY16. Within the auto sector, volume growth in car, utility vehicle and medium & heavy commercial vehicle witnessed in April-November 2014 to continue in FY16. The passenger vehicle segment is likely to post yoy volume growth of 2%-5% in FY16 (FY14: negative 6%) supported by the car (3%-5% yoy) and utility vehicle segments (4%-7%). In case of the commercial vehicle segment, volumes in FY16 will be driven by MHCVs (13%-17% yoy growth, FY14: negative 25.3%).

Maharashtra's Economic Growth: Your Company is situated in the State of Maharashtra which is always on the forefront for economic growth of the Nation. The State contributes significantly to country's industrial output. Maharashtra Government is keen to make Maharashtra as the Preferred Investment Destination and therefore emphasizing on ease of doing business in Maharashtra as well as providing best infrastructure, power at competitive cost and improvement in government system to create business friendly atmosphere in Maharashtra. These initiatives are attracting to National and International Original Equipment Manufacturers and few of them have already planned for big investment in Maharashtra which will directly/

indirectly open business opportunities to your Company.

Though more than 75% of the total consolidated Sales is to Tata Motors Ltd., who is one of our major customers and the Company is supplying to both their CVBU (Commercial Vehicle Business Units) & PVBU (Passenger Vehicle Business Units) in the ratio of 70:30. Your Company has added majority of International OEMs and their growth will help us to grow.

Your Company is providing Value Added Engineering Services in terms of both cost reduction and adaptation to Indian conditions with considerable cost savings in India. Continuous R & D efforts in area of Automobile 'Safety' has helped in having various patents. We are expecting one Patent (Collapsible Pedal Systems) which has the potential to change the future of the Company.

BUSINESS PERFORMANCE

The year gone by was a tough one for the entire Automobile Industry with your Company being no exception. The standalone performance has been down due to slow down in auto industry, reduction in overall demand, lower volumes not covering fixed costs, high interest rate, inflationary trends, increase in input costs etc.

Segment – wise performance

Your Company is in the business of manufacturing of auto parts such as pressed sheet metal auto components and assemblies which is used in the manufacturing of the main product and in Design Engineering Services. All other activities of the Company revolve around the main business. The sales are primarily to Domestic Automotive Component Segment. However, the Company also has a small share in export segment.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate system of controls in order to ensure the optimal utilization of resources and the accurate reporting of financial transactions and compliance with applicable laws and regulations. The Company has put in place sufficient systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded, and reported correctly. Audit Committee of Board of Directors comprising majority of Independent Directors, regularly reviews the significant audit findings, adequacy of internal controls, compliance with accounting policies, practices and standards as well as compliances. It reviews and reports efficiency and effectiveness of operations and the key process risk.

Your Company has implemented Microsoft Dynamics AX 2009, Enterprise Wide Solution, Enterprise Resource Planning (ERP) at all its plants covering all its businesses, planning and accounting processes. With the help of this, your Company will be in a better position to increase the operational efficiency and cost effectiveness of overall operational controls. M/s. CMRS & Associates, Chartered Accountants was the Internal Auditors for F.Y. 2014-15. The Audit Committee reviews internal audit reports and the adequacy of internal controls from time to time.

CAPITAL EXPENDITURE

During the year under review your Company has invested ₹ 30.03 million towards capital expenditure mainly in plant and machinery and other miscellaneous fixed assets. The capital infusion will continue in a planned manner to further improve, enhance and modernize plants and designing and development activities in the current year 2015-16.

HUMAN RESOURCES

Your Company had a total strength of 1463 employees as on March 31, 2015. In order to protect health of employees and to ensure healthy working environment your Company in March, 2013 has started self-funded Medi-claim known as 'Autoline Employees Health Benefit Scheme' (replacing the earlier Medi-claim Policy taken with Insurance Companies) and also Personal Accident policy.

The Company is having a well-equipped human resource department and a team of skilled and experienced professionals in Human Resource Department. New recruitments at various levels are being made to adequately manage various segments/ functions of growing operations of the Company. The Company provides training to its employees on a continuous basis for skill building, creativity and developing quality manpower.

Further under the Employees Stock Option Scheme (ESOP), your Company has allotted 55808 Equity Shares against exercise price of ₹ 25/- per share to its employees and Independent Directors against the options granted in the year of 2010 as per the provisions of Companies Act, 1956 then in force.

The workers of Uttarakhand Plants have recently formed internal union. A cordial Industrial Relations environment prevailed in all the manufacturing units of the Company during the year.

CAUTIONARY STATEMENT

The statements forming part of this Annual Report including Directors' Report and Management Discussion and Analysis report may contain certain forward looking statements within the meaning of the applicable securities laws and regulations.

Forward-looking statements are based on certain assumptions and expectations of future events. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Management. The Company cannot guarantee that these statements, assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

AUDITORS' CERTIFICATE**REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To,

The Member(s) of

Autoline Industries Limited

We have examined the compliance of the conditions of Corporate Governance by Autoline Industries Limited for the year ended March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement except clause 49 (II) (A) (2) to the extent that the Company had two independent directors instead of three during the period of June 25, 2014 to March 28, 2015.

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

FOR A.R. SULAKHE & CO
CHARTERED ACCOUNTANTS
FRN:110540W

ANAND SULAKHE

Partner

MEMBERSHIP NO. 33451

Place : Pune

Date: August 8, 2014

CORPORATE GOVERNANCE REPORT

I. MANDATORY REQUIREMENTS

A. Company's philosophy on Corporate Governance:

The Corporate Governance contains set of principles, process and systems to be followed by Directors, Management, and employees of the Company for increasing shareholders value keeping in view interest of other stakeholders. Corporate Governance has become an integral part of the business aligning the organization to the best of international practices of good governance. This encompasses the value systems of integrity, fairness, transparency and adoption of the highest standards of business ethics which aims to benefit all the stakeholders. Your Company is fully committed to achieve and maintain the highest standard of Corporate Governance. The mandatory requirements of Clause 49 of Listing Agreement have been implemented by your Company.

The detailed report on implementation by the Company of the Corporate Governance code as per Clause 49 of the Listing Agreement with Stock Exchanges is set out as under.

B. Composition of the Board of Directors:

The present strength of your Company's Board is **Seven** Directors, comprising of Non-Executive Chairman, Mr. Prakash B. Nimbalkar who is an Independent Director of the Company. The Board of Directors is composed of **three** Executive Directors viz. Mr. Shivaji T. Akhade (DIN: 00006755), Managing Director, Mr. Umesh Chavan (DIN: 06908966), Executive Director and CEO, Mr. Sudhir Mungase (DIN: 00006754), Whole time Director and **three** Non-Executive Independent Directors viz. CA Vijay K. Thanawala (DIN: 00001974), Mr. Prakash B. Nimbalkar (DIN: 00109947) and Dr. Jayashree Fadnavis (DIN: 01690087) and **one** Non-Executive Director, Mr. Amit Goela (DIN: 01754804). Mr. M. Radhakrishnan (DIN: 00006752) resigned as Non-executive Director w.e.f. May 27, 2015.

As per Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and requirement of listing agreement for appointment of at least one Woman Director, the Company has appointed Dr. Jayashree Fadnavis in the category of Independent Director.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement with Stock Exchanges), across all the Companies in which they are Directors. Number of directorships of Independent Directors are within the limit of Clause 49 of the Listing Agreement. The necessary disclosures regarding Committee positions and directorships have been made by the Directors.

During the Financial year separate meeting of Independent Directors was held on March 27, 2015 for reviewing and assessing the matters specified as per Clause 49 of the Listing Agreement and Companies Act, 2013.

During the financial year 2014-2015, **Nine (9)** Board meetings were held on May 24, 2014, June 3, 2014, June 25, 2014, August 13, 2014, August 30, 2014, November 13, 2014, December 22, 2014, February 3, 2015 and March 3, 2015.

In advance of each meeting, all relevant information of various matters relating to the working of the Company, especially those that requires deliberations at the highest level is presented before the Board. Directors have separate access to senior management at all times. In addition to items which are required to be placed before the Board for its noting or approval, information is provided on various significant items.

The relevant information is regularly made available to the Board.

To enable the Board, to discharge its responsibilities effectively, the members of the Board are given brief update at every Board meeting on the overall performance of the Company. The minutes of the Board meeting are circulated in advance to all Directors to be approved at the subsequent Board meeting.

The attendance at the Board meetings held during the financial year 2014-15 and at the last Annual General Meeting (AGM), the number of other Directorships and Committee Memberships / Chairmanships of Directors as on March 31, 2015 are as follows:

Name of the Director	No. of Board meetings attended	Attendance at the last AGM	No. of Directorships held *	No. of committee memberships held**	No. of committee Chairmanship held**
Mr. Prakash B. Nimbalkar	9	Yes	3	2	1
Mr. Shivaji T. Akhade	9	Yes	2	1	NIL
Mr. M. Radhakrishnan#	8	Yes	3*	NIL	NIL
Mr. Sudhir V. Mungase	7	Yes	3	NIL	NIL
Mr. Umesh Chavan	6	Yes	NIL	NIL	NIL
Mr. Amit Goela	2	No	1	NIL	NIL
CA Vijay K. Thanawala	6	No	1	1	1
Dr. Jayashree Fadnavis##	NIL	N.A.	NIL	NIL	NIL

*This number excludes the directorships / committee memberships held in Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

**In accordance with Clause 49 of the Listing Agreement, Memberships/ Chairmanships of only Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies have been considered.

Mr. M. Radhakrishnan resigned as Non-executive Director from the Board with effect from May 27, 2015.

##Dr. Jayashree Fadnavis appointed as an additional director in the category of Independent Director with effect from March 28, 2015.

Details of Director retiring by rotation and/or proposed to be appointed or reappointed at the forthcoming Annual General Meeting is given in the Notes and Explanatory Statement of Notice to **19th AGM**.

Material Non-listed Indian Subsidiary Company: The Company is having one material Non-listed Indian Subsidiary Company viz. Autoline Industrial Parks Limited. The Company have appointed CA Vijay Thanawala, Independent Director of the Company on the Board of Autoline Industrial Parks Limited.

During the year, the minutes of the Board meetings of the Autoline Industrial Parks Limited were placed at the Board meeting of the Company. The management of the Company had periodically brought to the attention of the Board of the Company, a statement of all significant transactions and arrangements entered into by the Autoline Industrial Parks Limited.

The Company has formulated a policy for determining material subsidiaries and said policy is disclosed on www.autolineind.com

BOARD COMMITTEES

1. Audit Committee:

The Audit Committee of the Board of Directors of the Company provides assurance to the Board on the adequacy of the internal control systems and financial disclosures. Its main aim is to monitor and to provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures, and transparency, integrity and quality of financial reporting.

The Audit Committee has been reconstituted on May 24, 2014 consequent to resignation of Mr. M. Radhakrishnan from the membership of audit committee. The present Audit Committee comprises of three members, two are non-executive independent directors and one is executive director as under:

CA Vijay K. Thanawala (Non-executive independent director)

Mr. Prakash B. Nimbalkar (Non-executive independent director)

Mr. Shivaji T. Akhade (Managing Director)

The Committee's composition meets the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

CA Vijay K. Thanawala is the Chairman of the Audit Committee. All members of the Audit Committee have ability to read and understand the financial statement and they are financially literate. CA Vijay K. Thanawala and Mr. Prakash Nimbalkar have accounting or related financial management expertise. CS. Ashish Gupta*, is acting as Secretary to the Committee.

*Mr. Ashutosh Kulkarni, Past Company Secretary of the Company was the secretary to the Committee till he resigned on October 26, 2014. Thereafter, CS Ashish Gupta is appointed as Company Secretary w.e.f. Mar 28, 2015.

The terms of reference of the Audit Committee are wide enough to cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 177 of the Companies Act, 2013 which inter-alia includes:

1. Oversight of the Company'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 Company;
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 Directors' Responsibility Statement to be included in the Board's report in terms of sub-section 5 of Section 134 of the Companies Act, 2013
 - 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) Qualifications 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. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the officials 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 CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) 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.

Vigil Mechanism:

The Company has a well established Vigil (Whistle Blower) Mechanism in the form of a Whistle Blower Policy for its Directors, employees and stakeholders to freely communicate their concerns about illegal and unethical practices, actual or suspected fraud, or violation of the Company's code of conduct or ethics policy. The Mechanism is providing adequate safeguards against victimization of persons who use such mechanism and there is provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

During the year under review, **five (5)** Audit Committee meetings were held on May 24, 2014, June 25, 2014, August 12, 2014, November 13, 2014 and February 3, 2015.

Attendance at the Committee meetings:

Name of the Director	No. of meetings held	No. of meetings attended
CA. Vijay K. Thanawala	5	5
Mr. Prakash B. Nimbalkar	5	5
Mr. M. Radhakrishnan *	5	1
Mr. Shivaji T. Akhade**	5	4

* Mr. M. Radhakrishnan was member of the Audit Committee till May 24, 2014.

** In the Board meeting held on May 24, 2014, the Audit Committee was reconstituted and Mr. Shivaji T. Akhade was appointed as member of Audit Committee.

2. Nomination and Remuneration Committee:

The Nomination & Remuneration Committee (previously constituted as Remuneration Committee) has been reconstituted and renamed in accordance with the Section 178 of the Companies Act, 2013 w.e.f April 1, 2014.

The Committee has overall responsibility for approving and evaluating the Executive Directors and Senior Management compensation plans, policies and programs.

The Nomination & Remuneration Committee is comprised of CA Vijay K. Thanawala, and Mr. Prakash B. Nimbalkar, Non-Executive and Independent Directors and Mr. Amit Goela, Non- Executive Director of the Company.

CA Vijay K Thanawala has been appointed as the Chairman of the Committee w.e.f. May 24, 2014. Mr. Ashish Gupta*, is acting as Secretary to the Committee.

* Mr. Ashutosh Kulkarni, Past Company Secretary of the Company was the secretary to the Committee till he resigned w.e.f. October 26, 2014. Thereafter, Mr. Ashish Gupta is appointed as Company Secretary w.e.f. March 28, 2015.

The Committee's composition meets with the requirements of the Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The terms of reference of the Nomination & Remuneration Committee are wide enough to cover the matters specified for Committee under Section 178 of the Companies Act, 2013 and inter-alia includes:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
2. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
3. Formulation of criteria for evaluation of Independent Directors and the Board.
4. To evaluate performance of each director and performance of the Board as a whole.
5. To recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
6. To review and determine fixed component and performance linked incentives for Directors along with the performance criteria.
7. To determine policy on service contracts, notice period, severance fee for directors and senior management.
8. Devising a policy on Board diversity.
9. To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
10. To perform such other functions as may be necessary.

The Nomination and Remuneration Committee met **Seven (7)** times during the year on May 24, 2014, June 25, 2014, August 13, 2014, December 4, 2014, December 22, 2014, January 6, 2015 and March 28, 2015.

Attendance at the Committee meetings:

Name of the Director	No. of meetings held	No. of meetings attended
CA. Vijay K. Thanawala	7	6
Mr. Prakash B. Nimbalkar	7	7
Mr. Amit Goela	7	1
Mr. M. Radhakrishnan *	7	2
Mr. Shivaji T. Akhade**	7	2

* In the Board meeting held on May 24, 2014, the Nomination and Remuneration Committee was reconstituted and Mr. M. Radhakrishnan was appointed as a member. He was a member of the Committee till August 13, 2014.

** In the Board meeting held on August 13, 2014, the Nomination and Remuneration Committee was reconstituted and Mr. Shivaji T. Akhade is appointed as a member. He was a member of the Committee till February 3, 2015.

The details of remuneration paid to Directors of the Company during the financial year 2014- 15 are given below:

(₹ in Millions except share data)

Name & Designation of the Director	Salary and Perquisites (p.a.)	Sitting fees for attending Board and Committee Meetings	No. of Equity Shares held	Service Contract
Mr. Shivaji T. Akhade	6.00	NIL	633681	5 Years w.e.f. October 1, 2011
Mr. Sudhir Mungase	4.80	NIL	600958	5 Years w.e.f. October 1, 2011
Mr. Umesh Chavan*	4.55	NIL	NIL	5 Years w.e.f. June 25, 2014
Mr. M Radhakrishnan**	0.80	0.31	109953	NA
Mr. Prakash Nimbalkar	NIL	0.65	6700	NA
CA Vijay K. Thanawala	NIL	0.35	2525	NA
Mr. Amit Goela	NIL	0.05	125000	NA
Dr. Jayashree Fadnavis***	NIL	NIL	NIL	NA

*Mr. Umesh Chavan was appointed as an Executive Director w.e.f. June 25, 2014

** Mr. M. Radhakrishnan resigned as Non-executive Director from the Board with effect from May 27, 2015.

***Dr. Jayashree Fadnavis was appointed as an additional director in the category of Independent Director with effect from March 28, 2015.

During the year under review, none of the Non Executive Directors of the Company had any material pecuniary relationships and/or transactions with the Company.

The criteria for making payment to Non-Executive Directors:

Non-Executive Directors of the Company receive sitting fees of ₹ 20,000/- for each meeting of Board and ₹ 15,000 for each meeting of Audit & Executive Committee and ₹ 10,000 for each meeting of Nomination and Remuneration & Stakeholders Relationship and Compensation Committee thereof attended by them.

3. Investors' Grievance and Share Transfer Committee & Stakeholders Relationship Committee:

Investors' Grievance and Share Transfer Committee was constituted on August 4, 2006.

This committee was established specifically for looking into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend etc. In addition, the Committee was looking into matters that can facilitate better investor services and relations. The Committee was consisted of three members out of whom two are Non-Executive Independent Directors viz. Mr. Prakash B. Nimbalkar, CA Vijay K.Thanawala and one Non-Executive Director Mr. M. Radhakrishnan. Mr. Prakash B. Nimbalkar was the Chairman of the Committee. Mr. Ashutosh B. Kulkarni, Past Company Secretary of the Company was acting as a secretary to the Committee. The Committee was dissolved at the Board meeting held November 13, 2014.

In order to comply with the requirements of Section 178 of the Companies Act, 2013 and the Revised Clause 49 of the Listing Agreement, the Company constituted a Stakeholders' Relationship Committee in its Board Meeting held on May 24, 2014 comprising of three members out of whom two are Non-Executive Independent Directors viz. Mr. Prakash B. Nimbalkar, CA Vijay K. Thanawala and Mr. Shivaji T. Akhade, Managing Director of the Company. Mr. Prakash B. Nimbalkar is the Chairman of the Committee. Mr. Ashish Gupta*, is acting as a Secretary to the Committee.

* Mr. Ashutosh Kulkarni, Past Company Secretary of the Company was the secretary to the Committee till he resigned on October 26, 2014. Thereafter, Mr. Ashish Gupta is appointed as Company Secretary w.e.f. March 28, 2015.

The terms of reference of the Stakeholders' Relationship Committee are wide enough to cover the matters specified for Committee under the Companies Act, 2013 and Clause 49 of the Listing agreement and inter alia includes:

1. To oversee and review all matters connected with the transfer of the Company's securities
2. To approve issue of the Company's duplicate share/ debenture certificates.
3. To consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual Report, non-receipt of declared dividend, etc.
4. To provide guidance and make recommendations to improve service levels for the investors.
5. To perform such other functions as may be necessary.

During the year under review, the Investors' Grievance and Share Transfer Committee met **Two (2)** times on May 24, 2014 and August 13, 2014 and Stakeholders' Relationship Committee met **Two (2)** times on November 13, 2014 and February 03, 2015.

Attendance at the Investors' Grievance and Share Transfer Committee meeting and Stakeholders' Relationship Committee meeting:

Name of the Director	Investors' Grievance and Share Transfer Committee		Stakeholders' Relationship Committee	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Mr. Prakash B. Nimbalkar	2	2	2	2
CA Vijay K.Thanawala	2	2	2	2
Mr. M. Radhakrishnan	2	2	NA	NA
Mr. Shivaji T Akhade	NA	NA	2	2

There were no complaints of shareholders pending at the end of the FY 2014-15 .

4. Corporate Social Responsibility Committee:

Pursuant to Section 135 of the Companies Act, 2013 the Corporate Social Responsibility Committee was constituted w.e.f. April 1, 2014.

Initially the Committee consisted of three members viz. Mr. Prakash B. Nimbalkar, Non-Executive Independent Director (Chairman), Mr. Shivaji T. Akhade, Managing Director (Member) and Mr. M. Radhakrishnan, Non-executive Director (Member).

Mr. M. Radhakrishnan ceased to be a member of this committee consequent upon resignation from the board of the Company with effect from May 27, 2015.

The Committee's constitution met with the requirements of Section 135 of the Companies Act, 2013 during the financial year 2014-15.

The terms of reference of the Corporate Social Responsibility Committee are wide enough to cover the matters specified for Committee under Section 135 of the Companies Act 2013 and inter-alia includes:

1. To formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in compliance with the provisions of the Companies Act, 2013 and rules made thereunder.
2. To recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities.
3. To monitor the Corporate Social Responsibility Policy of the Company.
4. To review the performance of the Company in the area of Corporate Social Responsibility.
5. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Since there were no profits during previous two financial years the company did not incur expenditure on CSR activities, no meetings of the CSR Committee were held during the financial year 2014-15.

5. Executive Committee:

The Executive Committee of the Board of Directors is constituted w.e.f. September 1, 2009.

The Executive Committee consists of Mr. Prakash B. Nimbalkar, Mr. Shivaji T. Akhade, Mr. Sudhir V. Mungase and Mr. Umesh Chavan*. Mr. Prakash B. Nimbalkar is the Chairman of Executive Committee.

Executive Committee of the Board has been delegated certain powers and duties by the Board of Directors to oversee certain functions including but not limited to the following functions broadly:

1. To borrow & avail various credit facilities, loans from banks, financial institutions etc. upto ₹ 4000 Millions.
2. To invest the funds of the Company upto ₹ 4000 Millions.
3. To grant loans or give guarantee or provide security in respect of loans upto ₹ 4000 Millions.
4. To recommend Board to take various decisions on financial commitments, roles etc.
5. To discuss on the financials and long term planning, strategic planning relating to business and its affairs of the Company.
6. To monitor and control over all units and subsidiary companies operations.
7. Establishing control & supervision on all departments like production, sales, Purchase, HR, IT, Accounts and finance etc.
8. Discussions and decisions on purchase/sale of capital assets etc.
9. Discussions relating to acquisitions/ sale of units/ undertakings, negotiation with parties etc.
10. Business Developments and decisions to be taken in this respect.
11. Any other matter which the Board may from time to time deem fit.

During the year under review, the Committee met **Seventeen (17)** times on June 6, 2014, June 21, 2014, June 28, 2014, July 3, 2014, July 9, 2014, July 31, 2014, August 8, 2014, August 19, 2014, September 13, 2014, September 27, 2014, October 14, 2014, November 1, 2014, December 3, 2014, December 11, 2014, January 6, 2015, January 23, 2015 and February 25, 2015

Attendance at the Executive Committee meeting:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. Prakash B. Nimbalkar	17	17
Mr. Shivaji T. Akhade	17	17
Mr. M. Radhakrishnan*	17	7
Mr. Sudhir V. Mungase	17	12
Mr. Umesh N. Chavan**	17	16

* Mr. M. Radhakrishnan was member of the Executive Committee till August 13, 2014

**Mr. Umesh N. Chavan appointed as member of the Committee from June 25, 2014

6. Compensation Committee:

The Committee has been constituted to administer and monitor Autoline ESOS Scheme 2008.

The Committee consists of three members out of which two are Non-Executive Independent Directors viz. Mr. Prakash

Nimbalkar, CA. Vijay Thanawala, and one Executive Director, Mr. Shivaji T. Akhade. Mr. Prakash Nimbalkar is the Chairman of the Committee.

During the year under review, the Committee met **Three (3)** times on May 24, 2014, August 13, 2014 and November 13, 2014. Attendance at the Compensation Committee Meeting:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. Prakash B. Nimbalkar	3	3
CA. Vijay Thanawala	3	3
Mr. M. Radhakrishnan*	3	2
Mr. Shivaji T. Akhade**	3	1

* Mr. M. Radhakrishnan was member of the Compensation Committee till August 13, 2014

** Mr. Shivaji Akhade appointed as member of the Committee w.e.f. August 8, 2014

Each option represents a right but not obligation to apply for 1 fully paid equity share of ₹ 10/- each at the exercise price of ₹ 25/-. The options granted vest over 3 year from the date of grant.

As per Autoline ESOS 2008, the Compensation Committee Meeting granted 160000 options to 171 employees and 15000 options to 5 Non-Executive and Independent Directors on November 12, 2010. During the year under review, 5 employees holding 2891 options have resigned. Cumulative number of options which have lapsed due to separations is 2012. These options are available for re-issue. Disclosure as required by SEBI guidelines on ESOS is annexed to the Directors' report.

Further, the Compensation Committee at its meeting held on May 24, 2014, August 13, 2014 and November 13, 2014 have approved allotment of 40203, 11749 and 3856 Equity Shares respectively, including 2499 Equity Shares to the Independent Directors pursuant to exercise of options at an exercise price of ₹ 25/- per share.

7. Risk Management Committee:

As per Clause 49 of Listing agreement the Company constituted Risk Management Committee w.e.f. February 3, 2015. The Committee is responsible to lay down procedures to inform Board members about risk assessment and mitigation procedures. The Committee consists of six members out of which four are directors viz. Mr. Prakash Nimbalkar, Mr. Shivaji Akhade, Mr. Umesh Chavan, Mr. Sudhir Mungase and two are senior executives viz. Mr. Digambar Pargaonkar and CA R. T. Goel. Mr. Prakash B. Nimbalkar is the Chairman of the Committee.

The Committee has laid down procedures to inform the Board members about the risk assessment and mitigation procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

C. General Body Meetings

Location and time where last three Annual General Meetings (AGMs) were held:

Financial Year, Day & Date	Time	Venue	No. of Special Resolution(s) passed
2013-14 18 th AGM Thursday, July 31, 2014	2.30 p.m.	S. Nos. 291 to 295 Nanekarwadi, Chakan, Tal. Khed, Dist: Pune-410501	1. To appoint Mr. Prakash B. Nimbalkar (DIN: 00109947) as an Independent Director. 2. To appoint CA Vijay K. Thanawala (DIN: 00001974) as an Independent Director. 3. To appoint Mr. Umesh N Chavan (DIN: 06908966), Director and Chief Executive Officer as an Executive Director and Chief Executive Officer. 4. To authorize the Board of Directors pursuant to provisions of Section 180(1)(c) of the Act for borrowing money including deposits up to ₹ 500 Crores over and above the aggregate of paid up share capital and free reserves of the Company
2012-13 17 th AGM Thursday, September 26, 2013	2.30 p.m.	S. Nos. 291 to 295 Nanekarwadi, Chakan, Tal. Khed, Dist: Pune-410501	No Special Resolution was passed

Financial Year, Day & Date	Time	Venue	No. of Special Resolution(s) passed
2011-12 16 th AGM Thursday, September 27, 2012	2.30 p.m.	S. Nos. 291 to 295 Nanekarwadi, Chakan, Tal. Khed, Dist: Pune-410501	No Special Resolution was passed

All resolutions as set out in the respective notices were duly passed by the shareholders.

Resolutions passed through Postal Ballot:

During the year 2014-15, the Company has passed following special resolutions through postal ballot:

Sr. No.	Matter of the Special Resolution	Percentage of Votes in Favour	Percentage of Votes in Against
1.	Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company in respect of borrowings under Section 180(1)(a) of the Companies Act, 2013 up to ₹ 500 Crores	99.44	0.56
2.	Sale of entire equity stake in Company's Wholly Owned Foreign Subsidiary – Autoline Industries USA, Inc. and all its step down subsidiaries viz. Autoline Stampings Limited, Korea, Autoline Industries (Shanghai) Co. Ltd., China, Autoline Industries GmbH, Germany and members' interest in Autoline Industries Indiana, LLC, USA	99.46	0.54
3.	Granting loans, making investments in securities and giving guarantees or securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013	99.30	0.70

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and in compliance of Clause 35B of the Listing Agreement, the Company had conducted the process of Postal ballot including e-voting for seeking the consent of Shareholders, on the resolutions stated in the Notice of the Postal Ballot dated October 14, 2014 read with explanatory statement attached thereto.

The Company had offered e-voting facility through National Securities Depository Limited to all the Members of the Company in compliance with the aforesaid provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement to enable them to cast their vote electronically.

The Board of Directors had appointed Mr. Sunil Nanal, Practicing Company Secretary as the Scrutinizer for Postal Ballot. The Scrutinizer has carried out the scrutiny of all the votes received through electronic as well as Postal Ballot Form up to the close of working hours on November 24, 2014 and submitted his Report on November 25, 2014. Thereafter, the results of the postal ballot was declared by the Executive Director at the Registered Office of the Company on November 26, 2014.

All resolutions as set out in the respective notices of Postal Ballot were duly passed by the shareholders.

The results declared along with Scrutinizers' Report was posted on the website of the Company i.e. www.autolineind.com and on the website of National Securities Depository Limited. The results were intimated to the Stock Exchange(s) where the shares of the Company are listed and through press release in Newspapers. None of the items to be transacted at the ensuing Annual General Meeting is required to be passed by the postal ballot.

D. Disclosures

a) Disclosures on materially significant related party transactions

The Company has not entered into any transaction of material nature with the Promoters, Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Related party transactions are disclosed in the Notes to Accounts forming part of this Annual Report. Transactions entered into by the Company with related parties during the year were periodically placed before the Audit Committee for review and approval, if required. The Register of Contracts containing transactions, in which directors are interested, is placed before the Board regularly.

b) Statutory Compliance, Penalties and Strictures

The Company has complied with the various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and any other statutory authority relating to capital markets except to the observations made in the Secretarial Audit Report. No penalties or strictures have been imposed by them on the Company.

c) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed Generally Accepted Accounting Principles (followed in India) as prescribed in Accounting Standards.

e) Code of Conduct

The Board of Directors at its meeting held on August 4, 2006 had adopted Code of Business Conduct and Ethics for Directors and Senior Management and the Board further at its meeting held on February 3, 2015 adopted the fresh Code of Conduct. The duties of Independent directors are suitably incorporated in the Code of Conduct. The said code has been communicated to the Directors and members of the Senior Management. All Directors and Senior Management employees have affirmed compliance with the code. A declaration to this effect signed by Managing Director is given in this annual report. The code has also been displayed on the Company's website -www.autolineind.com.

f) Insider Trading

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, the Company had adopted a 'Code of Conduct for prevention of Insider Trading' ('the Code') with effect from April 1, 2007.

Later, with coming into effect of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company further adopted a Code of Fair Disclosure and the 'Code of Conduct for prevention of Insider Trading' ('the Code') on May 14, 2015.

The code is applicable to all Directors, such designated persons, employees and others who are expected to have access to unpublished price sensitive information relating to the Company. For the purposes of monitoring adherence to the Regulations, Mr. Ashutosh B. Kulkarni, (Past Company Secretary) was designated as Compliance Officer till he resigned on October 26, 2014. Thereafter, Mr. Ashish Gupta, Company Secretary (appointed w.e.f. March 28, 2015) is designated as Compliance Officer.

Means of Communication:

Financial results: The Company normally publishes its quarterly and/or yearly financial results in the leading national newspaper namely The Financial Express. In addition, the same are published in local language (Marathi) newspapers namely Loksatta.

Website: The Company's website (www.autolineind.com) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

Annual Report: The Annual Report containing, inter alia, Audited Financial Statements (Standalone and Consolidated), Directors' Report including Management's Discussion and Analysis (MD&A) Report, Auditors' Report and other important information is circulated to members and others entitled thereto and is displayed on the Company's website: www.autolineind.com.

NSE Electronic Application Processing System (NEAPS): The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status etc.

Other Shareholders related information:

Clause 5A of the Listing Agreement with respect to Unclaimed Shares.

In compliance with the amendment to Clause 5A of the Listing Agreement issued by SEBI, the Company has opened a demat account in the name of "Autoline Industries Limited-Unclaimed Securities Suspense Account" for the purpose of transferring the unclaimed shares. (Previously the account was maintained by R & T Agents, Link Intime India Pvt. Ltd.)

As and when any shareholder approaches the Company or the Registrar and Transfer Agent (RTA) to claim the said shares, the same shall be credited to the demat account or physical certificates shall be delivered to the respective shareholder after due verification.

Disclosure with respect to shares lying in suspense account:

Particulars	No. of shareholders	No. of shares
Aggregate number of shareholders and the outstanding shares in the Demat Suspense Account lying as on April 1, 2014.	9	249
Number of shareholders who approached issuer for transfer of shares from suspense account during the year	NIL	NIL
Number of shareholders to whom the shares were transferred from the suspense account during the period	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2015.	9	249

II. NON-MANDATORY REQUIREMENTS

- A. The Office of the Chairman of the Board is held by a Non-Executive Independent Director and the Company reimbursed the expenses incurred in performance of his duties.
- B. **Shareholders' rights** – A half-yearly declaration of financial performance including summary of the significant events in last six-months, as on date, is not sent to each household of shareholders. However, the Company's quarterly financial results are published in English and Marathi newspapers having wide circulation in addition to dissemination of same on websites of BSE, NSE and the Company.
- C. **Audit qualifications:** Company is in the process of moving towards a regime of unqualified financial statements.
- D. **Separate posts of Chairman and CEO:** The Company complies with this requirement as the posts of Chairman, Managing Director as well as of the CEO is held by three different Directors.
- E. **Reporting of Internal Auditor:** The Internal auditor reports directly to the Audit Committee.

The Compliance of mandatory requirements and Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges on Corporate Governance, a Certificate from Statutory Auditors' of the Company regarding compliance of conditions of Corporate Governance by the Company is annexed. The Statutory Auditors Certificate will also be sent to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited where the Company's shares are listed, along with the annual report to be filed by the Company.

GENERAL SHAREHOLDERS' INFORMATION**Company Registration Details:**

The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is **L34300PN1996PLC104510**.

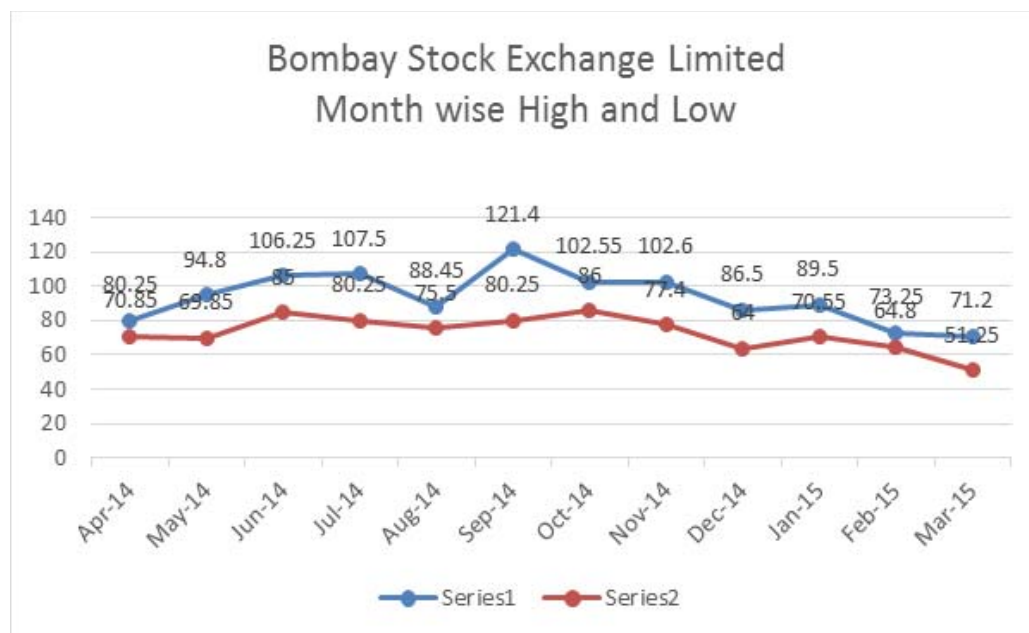
- Annual general meeting**
Day, Date and Time Tuesday September 29, 2015 at 2.30 p.m.
Venue S. Nos. 291 to 295, Nanekarwadi, Taluka -Khed, Dist.-Pune- 410 501
- Financial calendar**
Financial year April 1, 2014 to March 31, 2015
Financial reporting (tentative)
First quarter results Second week of August, 2015
Quarterly / Half-yearly results Second week of November, 2015
Third quarter results Second week of February, 2016
Fourth quarter and Annual Third week of May, 2016
Audited results
- Dates of book closure :** September 26, 2015 to September 29, 2015 (both days inclusive)
- Dividend payment** NIL
- Listing on Stock Exchanges** Bombay Stock Exchange Limited (BSE), Mumbai Phiroze, Jeejeebhoy Towers, Dalal Street, Mumbai -400 001. India
National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051, India.
(BSE): 532797 Trading Symbol NSE: AUTOIND
- Stock code – Scrip code**
- ISIN for Equity shares:** INE718H01014

8. **Market price data and share price performance in comparison to:**

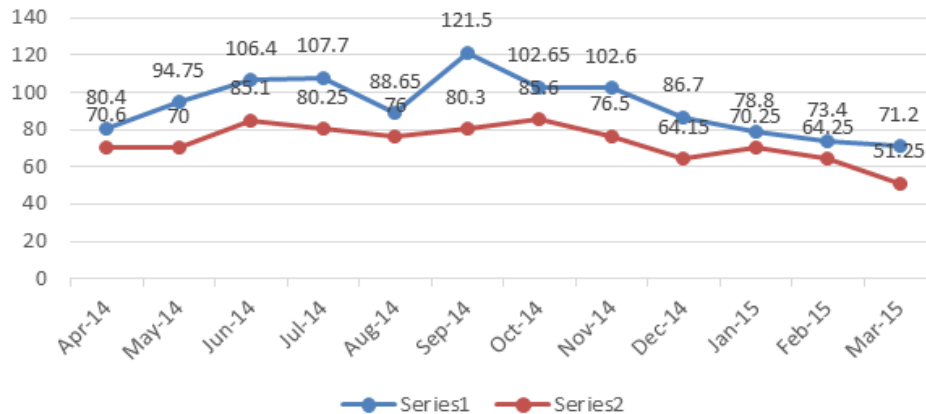
Monthly high and low quotations of shares traded on Stock Exchanges for the period from April 1, 2014 to March 31, 2015 and share price performance in comparison to broad based indices are given below:

Month	Bombay Stock Exchange Ltd.				National Stock Exchange of India Ltd			
	Autoline - Capital		Sensex - Capital		Autoline - Capital		Nifty - Capital	
	High	Low	High	Low	High	Low	High	Low
Apr'14	80.25	70.85	22939.31	22197.51	80.40	70.60	6869.85	6650.40
May'14	94.80	69.85	25375.63	22277.04	94.75	70.00	7563.50	6638.55
June'14	106.25	85.00	25725.12	24270.20	106.40	85.10	7700.05	7239.50
July'14	107.50	80.25	26300.17	24892.00	107.70	80.25	7840.95	7422.15
Aug'14	88.45	75.50	26674.38	25232.82	88.65	76.00	7968.25	7540.10
Sept'14	121.40	80.25	27354.99	26220.49	121.50	80.30	8180.20	7841.80
Oct'14	102.55	86.00	27894.32	25910.77	102.65	85.60	8330.75	7723.85
Nov'14	102.60	77.40	28822.37	27739.56	102.60	76.50	8617.00	8290.25
Dec'14	86.50	64.00	28809.64	26469.42	86.70	64.15	8626.95	7961.35
Jan'15	89.50	70.55	29844.16	26776.12	78.80	70.25	8996.60	8065.45
Feb'15	73.25	64.80	29560.32	28044.49	73.40	64.25	8941.10	8470.50
Mar'15	71.20	51.25	30024.74	27248.45	71.20	51.25	9119.20	8269.15

Share Price Performance in comparison to broad based indices - BSE Sensex and NSE Nifty as on March 31, 2015



National Stock Exchange of India Limited Month wise High and Low



9. Registrar and Share Transfer Agents :

Link Intime India Pvt. Ltd.

Block 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road,
Near Ganesh Mandir, Pune- 411001, Phone: (020) - 26161629, 26160084
Fax: 020 26163503

Email address: pune@linkintime.co.in

Web: www.linkintime.co.in

10. Share transfer system

Request for transfers in physical form have to be lodged with **Link Intime India Pvt. Ltd.** at the above mentioned address. All shares received for transfer were registered and dispatched within (15) fifteen days of receipt, if the documents were correct and valid in all respects. The time taken to process dematerialization of shares is 10 days upon receipt of documents from Depository Participant. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with share transfer formalities, under Clause 47(c) of Listing Agreement and files copy of the same with Stock Exchanges.

11. Distribution of shareholding as on March 31, 2015

No of equity shares held	No. of shareholders	% of shareholders	No of share held	% of shareholding
1-500	14507	87.88	1681325	13.62
501-1000	983	5.95	801197	6.49
1001-2000	503	3.04	763567	6.18
2001-3000	148	0.89	382505	3.09
3001-4000	87	0.52	311741	2.52
4001-5000	76	0.46	359012	2.90
5001-10000	114	0.69	848158	6.87
10001 and above	89	0.53	7193549	58.28
Total	16507	100.00	12341054	100.00

12. Shareholding as on March 31, 2015

Sr. No	Category	No. of shares held	% of holding
(A)	Shareholding of Promoter & promoter group		
1	Indian		
a	Individuals	2250567	18.24
b	Bodies Corporate	1000000	8.11
2	Foreign	Nil	Nil
	Total shareholding of promoter and promoter group	3250567	26.34
(B)	Public Shareholding		
(I)	Institution		
a	Mutual Funds		
b	Banks and Financial Institutions	37921	0.31
c	FIs	355307	2.88
	Sub Total B (I)	393228	3.19
(II)	Non Institutions		
a	Bodies Corporate	1338768	10.85
b	Individuals holding nominal capital up to ₹ 1 Lakh	4338370	35.15
c	Individuals holding nominal capital in excess of ₹ 1 Lakh	1963625	15.91
d	Clearing Member	247607	2.01
e	Foreign National	10763	0.09
f	Non-Resident Indian	540089	4.38
g	Foreign Companies	123462	1
h	Other Directors and relatives	134575	1.09
	Sub Total B (II)	8697259	70.47
	Total Public shareholding B (I) + B (II)	9090487	73.66
(C)	Shares held by custodians against which Depository receipts have been issued	-	-
	TOTAL - (A) + (B) + (C)	12341054	100.00

13. Dematerialization of shares and liquidity As on March 31, 2015 total dematted shares are 12230899 i.e. 99.11 % of paid-up equity share capital of the Company.

14. Outstanding GDR/warrants or convertible bonds, conversion dates and likely impact on equity: There are no outstanding GDR/warrants or convertible bonds.

15. Plant/ unit locations:

- S. Nos. 291 to 295, Nanekarwadi, Taluka -Khed, Dist.-Pune- 410 501 (Chakan-I unit)
- S. Nos. 313, 314, 320 to 323, Nanekarwadi, Chakan, Taluka Khed, Pune - 410 501 (Chakan-II Unit).
- S. No. 613, Mahalunge, Chakan, Taluka- Khed, Dist - Pune- 410 501
- F-II, 24/25 MIDC, Pimpri, Pune- 411 018.
- E-12-17 (7) & (8) , MIDC, Bhosari, Pune - 411 026
- Plot Nos. 5, 6, and 8 Sector 11, IIE,TML Vendor Park, SIDCUL, Rudrapur, Uttarakhand - 263 153.
- Plot Nos. 180-D and 186A, Belur Industrial Area Growth Centre, Industrial Area Garag, Opp. High Court, Dharwad – 580011 Karnataka.

16. Address for correspondence: Mr. Ashish Gupta
Company Secretary
Autoline Industries Limited
S. Nos.313, 314, 320 to 323, Nanekarwadi, Chakan,
Taluka- Khed, Dist- Pune-410 501,
Tel: +91 2135- 664857; Fax: +91 2135- 664853/64
Email: ashish.gupta@autolineind.com Website: www.autolineind.com

17. Investor Grievance Cell Email: investorservices@autolineind.com

CEO & CFO CERTIFICATION

To:

The Board of Directors,

Autoline Industries Limited.

We, Shivaji Akhade, Managing Director, Umesh Chavan, Executive Director & CEO and R. T. Goel, Chief Financial Officer appointed in terms of Clause 49 of the Listing Agreement, certify to the Board that :

- a) The Financial Statements and Cash Flow Statements for the year April 1, 2014 to March 31, 2015 have been reviewed and to the best of our knowledge and belief ;
 1. these statements together present true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
 2. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- b) To the best of our knowledge and belief, no transactions entered are fraudulent, illegal or violate the Company's Code of Conduct.
- c) We accept the responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of the Company's internal control system pertaining to financial reporting, disclosing the deficiencies in the design or operation of such internal controls, if any, of which we are aware to the Auditors and the Audit Committee and take steps or proposed to take steps to rectify these deficiencies.
- d) We indicated to the Auditors and Audit Committee:
 - 1) Significant changes in Internal Control Process over financial reporting during the year.
 - 2) Significant changes in Accounting Policies and that the same have been disclosed in the notes to the financial statements.
 - 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR AUTOLINE INDUSTRIES LIMITED

Place : Pune

(Shivaji Akhade)

(Umesh Chavan)

(R. T. Goel)

Dated : May 27, 2015

Managing Director

Executive Director & CEO

Chief Financial Officer

DIN:00109947

DIN: 06908966

**DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT
REGARDING ADHERENCE TO CODE OF CONDUCT**

In accordance with Clause 49 sub clause I(D) of the Listing Agreement with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, I we hereby confirm that all the Directors and the senior management personnel of the Company have affirmed compliance to their respective Code of Conduct as applicable to them for the financial year ended March 31, 2015.

FOR AUTOLINE INDUSTRIES LIMITED

Place : Pune

(Shivaji Akhade)

(Umesh Chavan)

Dated : May 27, 2015

Managing Director

Executive Director & CEO

DIN:00109947

DIN: 06908966

INDEPENDENT AUDITORS' REPORT

To The Members of Autoline Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of AUTOLINE INDUSTRIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015; the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Basis for Qualified Opinion

Provision for Gratuity and Leave Encashment is made on an estimated basis, which is not in accordance with Accounting Standard -15 Employee Benefits. In the absence of the required information effect of the same on the Standalone financial statements are not quantified.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the paras mentioned in Basis for qualified opinion* the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2015, and its loss and cash flows for the year ended on that date.

EMPHASIS OF THE MATTER

Without qualification, we draw your attention to the following:-

Sub Note to Note No. 10 of schedule of notes to the financial statements for non provision of diminution in the value of investment amounting to ₹ 32.63 crores in subsidiary Kodrat Investments Limited (Cyprus), the note is self-explanatory and the matter is subjudice with Italian courts and therefore no effect has been given in these Standalone financial statements. In the given circumstances we are unable to express our opinion on the matter.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said order.

- 2) As required by Section 143 (3) of the Act, we report that:-
- a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit *except for the paras mentioned in qualified opinion*;
 - b) in our opinion, proper Books of Account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the Books of Account;
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 *except for Accounting Standard 15 Employee Benefits*.
 - e) on the basis of written representations received from the directors, as on March 31, 2015 and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2015 from being appointed as a Director in terms of Section 164 (2) of the Act; and
 - f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. the Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts *except for the paras mentioned in qualified opinion*
 - iii. There has been no delay in transferring amount, required to be transferred, to the Investor Education and Protection Fund by the company.

FOR A. R. SULAKHE & CO
CHARTERED ACCOUNTANTS
FRN: - 110540W

ANAND SULAKHE
PARTNER
M. NO.33451

Date: May 27, 2015
Place: Pune

Annexure to the Independent Auditors' Report:

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2015, we report that:

- i) a) The company has maintained proper records showing full particulars, including quantitative details and situations of its Fixed Assets
- b) According to the information and explanation given to us, the Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the Company and the nature of its assets
- ii) a) The inventories have been physically verified at reasonable intervals by the management.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- iii) The company has not granted loans to the parties covered in the register under section 189 of Companies Act, 2013.
- iv) In our opinion and accordingly to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in the internal control system during;
- v) The company has not accepted any deposit from public;
- vi) The Central Government has not prescribed maintenance of cost records under sub section (1) of Section 148 of the Act;
- vii) a) Company is regular in depositing undisputed statutory dues in respect of wealth tax, duty of customs. *However undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of excise, value added tax, cess and other statutory dues have not been regularly deposited with the appropriate authorities and there have been delays in depositing the same.*

According to the information and explanations given to us, and according to the books and records as produced and examined by us *following undisputed statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable:-*

Sr. No.	Name of statutory dues	Nature of dues	Total (in Rs)	Period to which it relates	Whether paid before balance sheet signing
1	Maharashtra Value Added Tax-2005	MVAT	5,09,30,440	April 2012 to August 2014	No
2	Maharashtra Value Added Tax-2005	CST	68,742	March 2013	No
3	Maharashtra Municipal Corporation Act-1949	LBT	1,35,44,405	October 2013 to August 2014	No
4	Professional Tax Act	PT	11,51,925	April 2014 to August 2014	No

- b) According to the information and explanations given to us, following amounts are payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and cess as at March 31, 2015 on account of disputes:-

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Tax Amount involved (₹)
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	F.Y. 2007-08	4,01,94,113/-
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	F.Y. 2008-09	36,58,482/-
Income Tax Act, 1961	Income Tax	The Commissioner of Income Tax (Appeals), Pune	F.Y. 2009-10	8,26,620/-

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Tax Amount involved (₹)
The Maharashtra Value Added Tax Act, 2002 / Central Sales Tax Act, 1956	VAT / CST	The Joint Commissioner of Sales Tax (Appeals), Pune	F.Y. 2000-01	1,34,44,440/-*
			F.Y. 2001-02	1,29,42,721/-*
			F.Y. 2002-03	95,983/-
			F.Y. 2003-04	6,11,670/-*
			F.Y. 2004-05	5,57,742/-*
			F.Y. 2005-06	1,47,11,024/-*
			F.Y. 2006-07	2,78,01,682/-*
			F.Y. 2007-08	5,13,84,343/-*
			F.Y. 2008-09	12,74,05,585/-
			F.Y. 2009-10	49,82,954/-*
			F.Y. 2010-11	11,49,84,435/-

* net of amounts paid under protest.

- c) In our opinion and According to the information and explanations given to us, amounts required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder have been transferred to such fund within time.
- viii) According to the information and explanations given to us, the company does not have any accumulated losses at the end of financial year and has incurred cash losses during the current financial year and immediately preceding financial year;
- ix) According to the information and explanations given to us, the company has defaulted in repayment of dues to banks, however during the year facilities sanctioned to the company were rescheduled for repayment by consortium of Company bankers and as such as on March 31, 2015 there were no defaults in repayment of dues to banks for this rescheduled loan. *However for other facility, in our opinion, the company has defaulted in repayment of its dues to banks for interest amounting to ₹ 34,59,928/- as at balance sheet date, delay ranging from 0 to 90 days and the same was paid till signing balance sheet;*
- x) In our opinion and according to information and explanation given to us, the company has not given any guarantees for loans taken by others from banks or financial Institution;
- xi) Based on the information and explanations given to us by management, prima facie the term loans were applied for the purpose for which the loans were obtained;
- xii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported to us during the year by the management;

FOR A. R. SULAKHE & CO
CHARTERED ACCOUNTANTS
FRN: - 110540W

ANAND SULAKHE
Partner
M. NO.33451

Date: May 27, 2015
Place: Pune

BALANCE SHEET AS AT MARCH 31, 2015

PARTICULARS	Note No.	As at March 31, 2015 ₹	As at March 31, 2014 ₹
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	123,410,540	122,852,460
(b) Reserves and surplus	3	1,320,634,189	1,655,019,962
		<u>1,444,044,729</u>	<u>1,777,872,422</u>
2 Non-current liabilities			
(a) Long-term borrowings	4	1,288,761,625	446,296,877
(b) Deferred tax liabilities (net)	31	125,985,829	125,985,829
		<u>1,414,747,454</u>	<u>572,282,706</u>
3 Current liabilities			
(a) Short-term borrowings	5	500,418,555	1,019,457,226
(b) Trade payables	6	680,493,404	625,680,347
(c) Other current liabilities	7	377,770,294	720,376,749
(d) Short-term provisions	8	-	-
		<u>1,558,682,252</u>	<u>2,365,514,322</u>
TOTAL		<u>4,417,474,436</u>	<u>4,715,669,450</u>
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9.A	2,446,003,958	2,661,426,281
(ii) Intangible assets	9.A	75,488,808	101,430,680
(iii) Capital work-in-progress		-	-
		<u>2,521,492,765</u>	<u>2,762,856,961</u>
(b) Non-current investments	10	643,166,175	641,080,963
(c) Long-term loans and advances	11	164,872,147	162,418,435
(d) Other non-current assets	12	99,624	99,624
		<u>3,329,630,711</u>	<u>3,566,455,983</u>
2 Current assets			
(a) Inventories	13	520,492,849	621,685,593
(b) Trade receivables	14	239,362,464	247,290,828
(c) Cash and cash equivalents	15	37,132,520	5,071,774
(d) Short-term loans and advances	16	184,645,337	177,708,008
(e) Other current assets	17	106,210,555	97,457,263
		<u>1,087,843,725</u>	<u>1,149,213,466</u>
TOTAL		<u>4,417,474,436</u>	<u>4,715,669,450</u>

The Notes are an integral part of these financial statements 1 to 34

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A. R. SULAKHE & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 110540W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PRAKASH NIMBALKAR
Chairman
DIN:00109947

SHIVAJI AKHADE
Managing Director
DIN: 00006755

UMESH CHAVAN
Executive Director and CEO
DIN: 06908966

CA. ANAND SULAKHE
Partner
Mem. No. 33451

R T GOEL
Chief Financial Officer

ASHISH GUPTA
Company Secretary

Place : Pune

Date : May 27, 2015

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2015

Particulars		Note No.	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
A	REVENUE			
1	Revenue from operations (gross)	18	3,990,910,528	4,318,672,025
	Less: Excise duty	18	373,085,067	349,604,887
	Revenue from operations (net)		3,617,825,461	3,969,067,138
2	Other income	19	8,629,323	24,832,743
3	Total revenue (1+2)		3,626,454,784	3,993,899,881
4	Expenses			
	(a) Cost of materials consumed	20.a	2,816,635,278	2,765,630,099
	(b) (Increase)/ Decrease in inventories of finished goods and work-in-progress.	20.b	(46,527,928)	283,979,052
	(c) Employee benefits expenses	21	348,531,615	333,994,716
	(d) Finance costs	22	308,994,321	311,362,989
	(e) Depreciation and amortisation expenses	9.B	262,868,436	220,276,388
	(f) Other expenses	23	658,557,674	585,096,815
	Total expenses		4,349,059,396	4,500,340,059
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		(722,604,613)	(506,440,178)
6	Exceptional items	24.a	66,243,409	63,724,161
7	Profit / (Loss) before extraordinary items and tax (5 + 6)		(656,361,204)	(442,716,017)
8	Extraordinary items - Profit /(Loss)	24.b	341,067,131	(107,006,504)
9	Profit / (Loss) before tax (7 + 8)		(315,294,073)	(549,722,521)
10	Tax expense:			
	(a) Current tax expense for current year		-	-
	(b) (Less): MAT credit		-	1,782,105
	(c) Current tax expense relating to prior years		10,720,547	510,106
	(d) Net current tax expense		10,720,547	2,292,211
	(e) Deferred tax	31	-	-
			10,720,547	2,292,211
11	Profit / (Loss) for the year (9 - 10)		(326,014,620)	(552,014,732)
12.1	Earnings per share (Face value of ₹ 10/- each):			
	(a) Basic	30	(25.57)	(44.10)
	(b) Diluted	30	(25.50)	(44.67)
12.2	Earnings per share (excluding extraordinary items) (Face value of ₹ 10/- each):			
	(a) Basic	30	(53.24)	(35.39)
	(b) Diluted	30	(53.14)	(36.01)

The Notes are an integral part of these financial statements 1 to 34

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A. R. SULAKHE & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 110540W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PRAKASH NIMBALKAR
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Managing Director
DIN: 00006755

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Executive Director and CEO
DIN: 06908966

CA. ANAND SULAKHE
Partner
Mem. No. 33451

R T GOEL
Chief Financial Officer

ASHISH GUPTA
Company Secretary

Place : Pune

Date : May 27, 2015

CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2015

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹	₹
A. Cash Flow from Operating Activities		
Net Profit after Tax	(326,014,620)	(552,014,732)
Adjustment for :		
Depreciation	262,483,732	219,891,684
Employee Stock Options	(677,795)	10,539,402
Amortisation of Miscellaneous Expenditure	5,062,116	5,062,117
Fixed Assets Depreciation written off	(8,145,774)	-
Deferred Tax Liability (Net)	-	-
Operating Profit before Working Capital Changes	(67,292,340)	(316,521,529)
Adjustment for :		
Trade Receivable and Other Current Assets	(7,762,257)	326,614,410
Inventories	101,192,744	252,158,538
Misc. Expenditure	-	-
Trade Payables and Other Current Liabilities	206,003,871	(288,126,066)
Cash Generated from Operations	232,142,018	(25,874,647)
Net Cash from Operating Activities	232,142,018	(25,874,647)
B. Cash Flow from Investing Activities		
Acquisition of Fixed Assets (Net)	(21,504,240)	(59,734,826)
Investments	(2,085,212)	338,487,067
Net Cash from Investing Activities	(23,589,452)	278,752,242
C. Cash Flow from Financing Activities		
Proceeds from Borrowings (Net)	(170,371,192)	(280,275,857)
Dividend	-	(36,838)
Issue of ESOP Share	558,080	357,810
Premium on ESOP Share	837,120	536,715
Long-term loans and advances	(2,453,712)	(12,504,899)
Other non-current assets	(5,062,116)	(132,833)
Net Cash from Financing Activities	(176,491,820)	(292,055,902)
Net Increase / Decrease in Cash & Cash Equivalent	32,060,746	(39,178,307)
Cash & Cash equivalent as at 01.04.2014	5,071,774	44,250,081
Cash & Cash equivalent as at 31.03.2015	37,132,520	5,071,774
Net Increase / Decrease in Cash & Cash Equivalent	32,060,746	(39,178,307)

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A. R. SULAKHE & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 110540W

PRAKASH NIMBALKAR
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R T GOEL
Chief Financial Officer

ASHISH GUPTA
Company Secretary

Place : Pune

Date : May 27, 2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**1 SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of accounting and preparation of financial statements :**

The financial statements have been prepared on historical cost convention and as a going concern basis and in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts. The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties and interest payable on delayed payment of statutory dues.

1.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

1.3 Inventories :

Inventories are valued at cost on FIFO basis or net realizable value whichever is lower; cost is ascertained on the following basis :

- a) Raw Material, Packing Material, Tools, Dies, Spares and Consumable are valued at cost plus direct cost incurred to bring the stock to its existing level.
- b) Work in progress/ Finished Goods are valued at cost of manufacturing based on cost of Raw material and labour and overheads cost up to the relevant stage of completion.
- c) Tools and Dies under process have been valued on percentage completion based on estimated cost of production and development of respective tools and dies.
- d) Cost includes taxes and duties as applicable.

1.4 Cash flow statement :

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.5 Events occurring after the date of Balance Sheet :

Material events occurring after the date of Balance Sheet are considered up to the date of approval of the accounts by the board of directors. There are no substantial events having an impact on the results of the current year Balance Sheet.

1.6 Depreciation :

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Intangible assets are written off over the period of 5 years & Research & Development is written off over 10 years. Depreciation on fixed assets, added/disposed off during the year, is provided on pro-rata monthly basis with reference to date of addition/disposal.

In case of revalued Asset the depreciation is calculated as per above method, and the difference between revalued value and original value is reduced from the total Depreciation and same is also reduced from the Revaluation Reserve.

1.7 Revenue recognition :

Sales are accounted on net off less Sales Returns/Rejection. Revenue from sale of products is recognized upon passage of title to the customer on acceptance of goods which generally coincides with the dispatch of materials. Sales include excise duty but exclude sales tax and value added tax.

Dividend Income is recognized when the right to receive the dividend is unconditional at the Balance Sheet date.

Interest Income is recognized on accrual basis.

1.8 Fixed Asset :**Tangible Assets**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost, if any and any cost directly attributable to bringing the asset to its working condition for its intended use.

Tools & Dies

Tools & Dies designed/ manufactured in house have been capitalized considering direct cost of the material, wages paid to tool room employees, and other incidental expenses and proportionate overheads including borrowing cost related thereto.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Capital work in Progress :

The Expenditure which are of Capital nature and the assets for which it is incurred which has not come into existence/ put to use during the year is shown under this head.

1.9 Foreign currency transactions and translations :

Foreign Exchange transactions are accounted for at exchange rate prevailing on the date of transactions. Year-end monetary asset and liabilities in foreign currency are translated at the applicable year-end exchange rate and the resultant difference in case of revenue item is recognized as gain/loss for the year and in case of capital account the same is adjusted against the respective fixed asset.

The premium or discount arising on forward exchange contract including those entered into, to hedge foreign currency risk of a firm commitment or highly probable forecast transaction other than those which are not intended for trading or speculative purpose, are amortized as expenses or income over the life of the contract. Exchange difference on such contract is recognized in the profit & loss account of the reporting period in which the exchange rate changes. Any profit or loss arising on cancellation or renewal of such forward exchange contract is recognized as income or as expense of the year.

The Company has decided not to exercise the option available under amendment to AS-11 relating to "the effects of changes in Foreign Exchange Rates" in respect of its long term foreign currency monetary items and accordingly is continuing to follow the principles laid down in AS-11 before such amendment.

1.10 Government grants, subsidies and export incentives :

Government grants and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants/subsidy will be received. The same is treated as revenue/capital as per the scheme framed by the Government and the same is routed through statement of Profit & Loss account.

1.11 Investments :

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

1.12 Employee benefits Costs :

Employee benefits include provident fund, gratuity fund and compensated absences.

Defined contribution plans

The Company's contributions to provident fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

Defined benefit plans

Contribution in respect of Gratuity is made to the approved Gratuity Fund maintained by Life Insurance Corporation Of India Ltd. The liability in respect of Bonus and for Leave Encashment is provided on actual basis.

1.13 Employee Stock Options :

Employee Stock Options are evaluated and accounted on intrinsic value method as per the accounting treatment prescribed by Guidance Note on 'Accounting for Employee Share –Based Payments' issued by ICAI read with SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines 1999 issued by SEBI. The excess of market value, if any, of the stock option as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to the profit & loss account on vesting basis over the vesting period of the option .The un-amortized portion of the deferred employee compensation is reduced from Employee Stock Option outstanding, which is shown under Reserves & Surplus.

1.14 Borrowing costs :

Borrowing costs that are directly attributable to the acquisition, construction or production of fixed assets are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

1.15 Segment reporting:-

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

1.16 Earnings per share :

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

1.17 Taxes on income :

Tax Expenses comprises of Current Tax, Wealth Tax and Deferred Tax. A provision for current tax is made based on tax liability computed in accordance with relevant tax rates and tax laws.

Current and deferred tax relating to items directly recognised in equity and not in the Statement of Profit and Loss Account.

Deferred Tax- Asset/ Liability :

The Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered accountants of India, has become applicable to the Company. The Deferred Tax is recognized for all timing differences being the difference between "Taxable Income" and "Accounting Income" that originate in one period, and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates. Deferred Tax Assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying value at each balance sheet date.

1.18 Research & Development :

Research & Development expenditure incurred on the identified product/ process is carried forward when its future recoverability can reasonably regarded as assured. Expenditure incurred till the commencement of production/process is carried forward under capital work in process. The expenditure carried forward is amortized over the period not exceeding ten years.

1.19 Impairment of assets :

The Management periodically assesses, using external and internal sources whether there is an indication that an asset may be impaired. If an asset is impaired, the company recognizes impairment loss as the excess of carrying amount of the asset over recoverable amount.

1.20 Provisions, Contingent Liabilities and Contingent assets :

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

Note 2 Share Capital

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of shares	₹	Number of shares	₹
(a) Authorised Equity shares of ₹10 each with voting rights	29,500,000	295,000,000	29,500,000	295,000,000
(b) Issued, Subscribed and fully paid up Equity shares of ₹10 each with voting rights	12,285,246	122,852,460	12,249,465	122,494,650
Add: ESOP Allotment During the Period	55,808	558,080	35,781	357,810
Total	12,341,054	123,410,540	12,285,246	122,852,460

Sub-Note Related to Note 2 :-
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Closing Balance
Equity shares with voting rights Year ended March 31, 2015							
- Number of shares	12,285,246	-	-	55,808	-	-	12,341,054
- Amount (₹)	122,852,460	-	-	558,080	-	-	123,410,540
Year ended March 31, 2014							
- Number of shares	12,249,465	-	-	35,781	-	-	12,285,246
- Amount (₹)	122,494,650	-	-	357,810	-	-	122,852,460

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2015		As at March 31, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Lincwise Software Private Limited	1,000,000	8.10%	1,000,000	8.14%
Mrs. Rekha Rakesh Jhunjhunwala	731,233	5.93%	731,233	5.95%
Mr. Shivaji Tukaram Akhade	633,681	5.13%	633,681	5.16%
Total	2,364,914	19.16%	2,364,914	19.25%

Note 3 Reserves and surplus

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Securities premium account		
Opening balance	1,243,225,129	1,234,299,559
Add : Premium received on allotment of 55808 equity Shares pursuant to ESOP - face value of ₹ 10/- at premium of ₹ 15/- Per Share.	837,120	536,715
Add : Premium transferred from Employee Stock outstanding account on allotment of 55808 equity shares at fair value of ₹ 234.45/- Per Share.	13,084,185	8,388,855
Closing balance	1,257,146,434	1,243,225,129
(b) Revaluation reserve		
Opening balance	9,444,142	9,828,846
Less: Utilised for set off against depreciation of Revalued Asset.	384,704	384,704
Closing balance	9,059,438	9,444,142
(c) Share options outstanding account		
Opening Balance		
Employee Stock Options Outstanding Accounts*	18,194,024	27,138,291
Less : Premium transferred from Employee Stock Outstanding Account on allotment of 55,808 equity shares	13,084,185	8,388,855
Less: Deferred Employee Compensation Account	677,795	555,412
Net Balance	4,432,044	18,194,024

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Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(d) General reserve		
Opening balance	120,227,655	120,227,655
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing balance	120,227,655	120,227,655
(e) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	263,929,012	815,980,582
Add: Profit / (Loss) for the year	(326,014,620)	(552,014,732)
Less:		
Dividend paid for Preceding Year	-	31,487
Tax on dividend	-	5,351
Carrying amount of Assets where the useful life is over, written off	8,145,774	
Closing balance	(70,231,382)	263,929,011.79
Total	1,320,634,189	1,655,019,962

Note 4 Long-term borrowings

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Term loans		
From banks / Financial Institution		
Secured	1,254,746,139	441,528,227
Unsecured - from Promoter Directors	32,500,000	-
	1,287,246,139	441,528,227
(b) Deferred payment liabilities		
Secured	-	-
Unsecured	1,515,486	4,768,650
	1,515,486	4,768,650
Total	1,288,761,625	446,296,877

Sub-note to Note 4

- (i) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:

Particulars	As at March 31, 2015		As at March 31, 2014	
	Secured	Unsecured	Secured	Unsecured
<u>Term loans from banks/ Financial Institutions :</u>				
Bank of Baroda				
Term Loan	59,683,306	-	61,566,071	-
Working Capital Term Loan	375,000,000	-	-	-
Funded Interest Term Loan	15,737,075	-	-	-
Axis Bank Ltd				
Term Loan-1	151,398,466	-	143,890,652	-
Term Loan-2	101,016,350	-	84,235,231	-
Term Loan-3	103,459,928	-	-	-
Funded Interest Term Loan	10,817,703	-	-	-
NKGSB Co-op. Bank Ltd. Term Loans	62,345,587	-	22,700,500	-
Vidya Sahakari Bank Ltd Term Loan	17,743,018	-	13,539,473	-
The Catholic Syrian Bank Ltd				
Term Loan-1	61,309,823	-	59,613,638	-
Term Loan-2	37,914,253	-	33,253,460	-
Term Loan-3	70,823,214	-	-	-
Capital Term Loan	170,612,728	-	-	-
Funded Interest Term Loan	12,542,200	-	-	-
Bank of Baroda (Vehicle Loan)	973,615	-	749,843	-
Tata Capital Financial Services Ltd. - Hire Purchase Loan	3,368,873	-	21,979,359	-
Total	1,254,746,139	-	441,528,227	-

Terms of Repayment & Security for Secured Loan.

The Bankers of the Company have restructured various facilities sanctioned to the Company and have granted a moratorium period of 2 years from 01.12.2014 to 31.11.2016 on repayment of Term Loan and servicing Interest on all sanctioned facilities to the Company and have accorded their sanction for Reschedulement for repayment thereof. Further the excess amount of present Working Capital facilities as per the Banking norms have been converted into Working Capital Term Loans and these WCTL are also repayable as per the revised repayment schedule.

Accordingly as per the Revised Repayment Schedule, the future repayments to Banks and details of Securities offered to them are as follows:-

1. Bank of Baroda's loans are secured by First Charge on Fixed assets of the Company situated at Plot No. 6 & 8, TML Vendor Park, Rudrapur, Uttarakhand and Second Charge on Fixed assets of the Company situated at S.No. 313/314, Nanekarwadi, Chakan, Pune. **Term Loan-1** is repayable at monthly installment of ₹ 8 lacs for first 3 years from November, 2016 till March, 2019, ₹ 10 lacs for next 2 years till March, 2021 and remaining amount at ₹ 20 lacs per month in 8 installments in Financial year 2021 - 22. **WCTL**- is repayable at monthly installment of ₹ 63 lacs in 60 months till December, 2021. **Funded Interest Term Loan** is repayable at monthly installment of ₹ 13 lacs for first 3 years from November, 2016 till March 2019, ₹ 18 lacs for next 2 years till March, 2021 and remaining amount at ₹ 33 lacs per month in 8 installments in Financial year 2021 - 22.
2. Axis Bank Ltd.'s loans are secured by charge on all Fixed assets of the Company except situated at Plot no. 5, 6 & 8, TML Vendor Park, Rudrapur, Uttarakhand and Plot No. E-12 (17) (8), M.I.D.C., Bhosari, Pune-411026 and S. No. 313/314, Nanekarwadi, Chakan. **Term Loan - 1** is repayable in monthly installment of ₹ 24 lacs for first 3 years from November, 2016 till March 2019, at monthly installment of ₹ 32 lacs till March, 2021 and at monthly installment of ₹ 59 lacs till December, 2021. **Term Loan - 2** is Corporate loans of ₹ 10 Cr. is repayable at monthly installment of ₹ 13 lacs for first 3 years from November, 2016 till March, 2019, at monthly installment of ₹ 17 lacs till March, 2021 and at monthly installment of ₹ 31 lacs till December, 2021. **Term Loan - 3** is Corporate loans of Rs10 Cr. is repayable in 10 equal quarterly installment of ₹ 1 Crore during the period November, 2011 till June 2017. **Funded Interest Term Loan** is repayable in monthly installment of ₹ 9 lacs for first 3 years from November, 2016 till March, 2019, at monthly installment of ₹ 13 lacs till March, 2021 and at monthly installment of ₹ 23 lacs till December, 2021.
3. The term loan from NKGSB Co-op. Bank Ltd. & Vidya Sahakari Bank Ltd. has been secured by charge on Fixed assets of the Company at Plot No. E-12 (17) (8), M.I.D.C. Bhosari, Pune-411026 & Plot No 5, TML Vendor Park, Rudrapur, Uttarakhand.
- 3.1. Term Loans from NKGSB are repayable as follows:-
 - NKGSB term loan LNM/19 is repayable (including Interest) in 60 monthly installment of ₹1 Lacs
 - NKGSB term loan LNM/46 is repayable (including Interest) in 60 monthly installment of ₹ 2 Lacs
 - NKGSB term loan LNM/69 is repayable (including Interest) in 60 monthly installment of ₹ 3 Lacs.
 - NKGSB term loan LNM/70 is repayable (including Interest) in 60 monthly installment of ₹ 1 Lacs.
 - NKGSB term loan WCTL is repayable (including Interest) in 60 monthly installment of ₹ 4 Lacs.
 - NKGSB term loan FITL is repayable (including Interest) in 60 monthly installment of ₹ 3 Lacs.
4. Vidya Sahakari Bank is in the process of according it's approval for Restructuring of Loans sanctioned by them and present repayment schedule is as follows:-
 - Vidya Saha.Bank term loan TL/HPL/432 is repayable (including Interest) in 60 monthly installment of ₹ 2.33 Lacs.
 - Vidya Saha.Bank term loan TL/HPL/483 is repayable (including Interest) in 60 monthly installment of ₹ 2.40 Lacs.
 - Vidya Saha.Bank term loan TL/HPL/486 is repayable (including Interest) in 60 monthly installment of ₹ 0.60 Lacs.
 - Vidya Saha.Bank term loan TL/HPL/515 is repayable (including Interest) in 60 monthly installment of ₹ 4.76 Lacs.
5. The Catholic Syrian Bank Ltd.'s loans are secured by First Charge on Fixed assets of the Company situated at S. No. 313/314, Nanekarwadi, Chakan and Second Charge on Fixed assets of the Company situated at Plot No. 6 & 8, TML Vendor Park, Rudrapur, Uttarakhand. **Term Loan - 1** is repayable at monthly installment of ₹ 8 lacs for first 3 years from November, 2016 till March, 2019, ₹ 10 lacs for next 2 years till March, 2021 and remaining amount at ₹ 20 lacs per month in 8 installments in Financial year 2021 - 22, **Term Loan - 2** is repayable at monthly installment of ₹ 5 lacs for first 3 years from November, 2016 till March, 2019, ₹ 6 lacs for next 2 years till March, 2021 and remaining amount at ₹ 12 lacs per month in 8 installments in Financial year 2021 - 22, **Term Loan - 3** is repayable at monthly installment of ₹ 9 lacs for first 3 years from November, 2016 till March, 2019, ₹ 12 lacs for next 2 years till March, 2021 and remaining amount at ₹ 22 lacs per month in 8 installments in Financial year 2021 - 22, **WCTL** is repayable at monthly installment of ₹ 43 lacs from 2016 to March, 2017, at monthly installment of ₹ 14 lacs in FY 2017 - 18, at monthly installment of ₹ 21 lacs in FY 2018 - 19, at monthly installment of ₹ 28 lacs in FY 2019 to 21 and at monthly installment of ₹ 53 lacs till December, 2021, **Funded Interest Term Loan** is repayable at monthly installment of ₹ 10 lacs for first 3 years from November, 2016 till March, 2019, ₹ 14 lacs for next 2 years till March, 2021 and remaining amount at ₹ 25 lacs per month in 8 installments in Financial year 2021 - 22,

6. Vehicle Loans have been secured by hypothecation of Vehicles.
7. Hire Purchase Loan taken from Tata Capital Financial Services Ltd of ₹ 5 Cr. for fully automatic machinery installed at Plot No. 6 at Uttarakhand. As per Hire Purchase Agreement, loan is secured by same fully automatic machine.
8. All Term Loans sanctioned by Consortium / Multiple Bankers of the Company are presently carrying Interest Rate of 12%
9. All Term Loans are further guaranteed in the personal capacity by two Promoter Directors of the Company and also by Executive Director & CEO of the Company
10. For all sanctioned Term Loans, Bankers are having second charge on all Current Assets of the Company.

Note 5 Short-term borrowings

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Loans repayable on demand		
From banks / Financial Institution		
Secured	292,306,870	870,518,872
Unsecured	-	42,181,800
	292,306,870	912,700,672
(b) Loans and advances from Others		
Secured	197,188,464	95,833,333
Unsecured	10,923,221	10,923,221
	208,111,685	106,756,554
Total	500,418,555	1,019,457,226

Sub-notes to Note 5:

- (i) Details of security for the secured short-term borrowings:

Particulars	As at March 31, 2015		As at March 31, 2014	
	Secured	Unsecured	Secured	Unsecured
<u>Loans repayable on demand</u>				
<u>From banks / Financial Institution:</u>				
Bank of Baroda CC A/c	187,649,391	-	561,779,539	-
The Catholic Syrian Bank Ltd. CC A/c	79,466,226	-	265,946,447	-
NKGSB Co-op. Bank CC A/c	25,191,253	-	42,792,886	-
	292,306,870	-	870,518,872	-
Tata Motors Limited- Trade Advance	197,188,464	-	95,833,333	-
Total	489,495,334	-	966,352,205	-

Term of Repayment & Security for Secured Loan

1. All working capital borrowings from the banks have been secured with first charge by hypothecation of current assets of the company and further secured with Second Charge by Mortgage / Hypothecation of Fixed Assets of the Company.
2. Working Capital Facilities sanctioned by Consortium / Multiple Bankers of the Company are presently carrying Interest Rate of 12%
3. Working capital borrowings from Banks are further guaranteed in the personal capacity by two Promoter Directors of the Company and also by Executive Director & CEO of the Company

Note 6 Trade payables

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Trade payables:	673,153,583	609,069,491
(Including Acceptances)		
MSM Enterprises	7,339,821	16,610,857
Total	680,493,404	625,680,347

The balances of trade payable for the amount due to some of them are subject to reconciliation. Necessary adjustments, if any, may be made when the accounts are settled.

Note 7 Other current liabilities

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Current Maturities of Long-Term Debts (See Sub-Note)		
Secured	18,625,202	364,094,853
Unsecured	18,851,288	167,178,906
(b) Unpaid dividends*	681,292	863,520
(c) Interest accrued & due on borrowings	-	3,161,282
(d) Other Trade Deposits	37,666,000	17,000,000
(e) Other payables		
(i) Statutory dues	162,622,648	70,973,484
(ii) Payable for employee benefits	46,578,307	41,399,007
(iii) Payables / Advances for fixed assets	54,237,946	22,139,994
(iv) Provision for Expenses	38,507,611	33,565,703
Total	377,770,294	720,376,749

* As per Section 205C of the Companies Act, 1956, Dividend for the FY 2006-07 of ₹ 1,11,954/- remained unclaimed for 7 years is transferred to Investor Education and Protection Fund established by the Central Government in November, 2014.

Sub-note to Note-7
(i) Current Maturities of Long-Term Debts

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Loans repayable on demand From banks / Financial Institution		
Secured	18,625,202	364,094,853
Unsecured	15,598,124	161,927,159
	34,223,326	526,022,012
(b) Deferred payment liabilities		
Secured	-	-
Unsecured	3,253,164	5,251,747
	3,253,164	5,251,747
Total	37,476,490	531,273,759

Note 8 Short-term provisions

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Provision - Others:		
(i) Provision for tax (net of advance tax)	-	-
(ii) Provision for Proposed Dividend	-	-
(iii) Provision for Tax on Proposed Dividend	-	-
Total	-	-

Note Forming Part of Balance Sheet as at 31st March 2015**NOTE NO. 9 A : FIXED ASSETS :**

(Amount in ₹)

SR NO	TANGIBLE ASSET	GROSS BLOCK					DEPRECIATION				NET BLOCK	
		AS ON 01.04.2014	ADDITIONS	TRANSFERS	DEDUCTIONS/ ADJUSTMENTS	AS ON 31.03.2015	AS ON 01.04.2014	FOR THE YEAR	TRANSFERS	DEDUCTIONS/ ADJUSTMENTS	AS ON 31.03.2015	AS ON 31.03.2014
1	LAND	48,568,768	-	-	-	48,568,768	-	-	-	-	48,568,768	48,568,768
2	LAND - LEASE HOLD	75,428,493	-	-	-	75,428,493	1,530,512	-	-	-	73,897,981	73,897,981
3	BUILDING - FACTORY	944,072,375	504,016	-	-	944,576,391	174,790,897	31,477,769	-	-	738,307,725	769,281,478
4	BUILDING - OFFICE	1,549,000	-	-	-	1,549,000	44,203	25,829	-	-	1,478,968	1,504,797
5	PLANT AND MACHINERY	1,590,398,286	20,720,622	-	-	1,611,118,908	396,028,026	128,007,186	-	-	1,087,083,696	1,194,370,260
6	TOOLS AND DIES	737,981,082	770,881	-	-	738,751,963	284,491,351	38,092,939	-	-	416,167,673	453,489,731
7	COMPUTERS AND SOFTWARES	92,963,306	7,645,837	-	-	100,609,143	78,784,338	5,998,819	-	(1,021,394)	14,804,593	14,178,969
8	ELECTRICAL FITTINGS	116,238,626	340,363	-	-	116,578,989	42,873,107	20,459,464	-	-	53,246,418	73,365,519
9	FURNITURE	24,602,917	-	-	-	24,602,917	10,562,194	4,104,444	-	(530,987)	9,405,292	14,040,723
10	VEHICLES	24,833,900	-	-	-	24,833,900	14,657,674	8,529,391	-	-	1,646,835	10,176,226
11	OFFICE EQUIPMENTS	13,452,401	53,010	-	-	13,505,411	4,900,571	615,427	-	(6,593,404)	1,396,009	8,551,830
	TOTAL	3,670,089,154	30,034,729	-	-	3,700,123,883	1,008,662,872	237,311,268	-	(8,145,785)	2,446,003,958	2,661,426,281

SR NO	INTANGIBLE ASSET	GROSS BLOCK					DEPRECIATION				NET BLOCK	
		AS ON 01.04.2014	ADDITIONS	TRANSFERS	DEDUCTIONS/ ADJUSTMENTS	AS ON 31.03.2015	AS ON 01.04.2014	FOR THE YEAR	TRANSFERS	DEDUCTIONS/ ADJUSTMENTS	AS ON 31.03.2015	AS ON 31.03.2014
1	R & D PROCESS DEVELOPMENT	194,134,394	-	-	-	194,134,394	99,237,152	19,408,435	-	-	118,645,587	94,897,243
2	INTANGIBLE ASSETS	39,900,000	-	-	-	39,900,000	33,366,563	6,533,437	-	-	39,900,000	6,533,437
3	TRADE MARK	20,500	-	-	-	20,500	20,500	-	-	-	20,500	-
	TOTAL	234,054,894	-	-	-	234,054,894	132,624,215	25,941,872	-	-	158,566,087	75,488,808
	Grand Total	3,904,144,048	30,034,729	-	-	3,934,178,777	1,141,287,087	263,253,140	-	(8,145,785)	2,521,492,765	2,762,856,961

NOTE NO. 9 B DEPRECIATION AND AMORTISATION

Particulars	For the year ended on 31st March, 2015 ₹	For the year ended on 31st March, 2014 ₹
Depreciation and Amortisation for the year on Tangible Asset as per Note 9 A	237,311,268	193,267,653
Depreciation and Amortisation for the year on Intangible Asset as per Note 9 A	25,941,872	27,393,439
Less: Utilised from Revaluation Reserve	384,704	384,704
Total	262,868,436	220,276,388

Notes:-

- Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortized carrying value is being depreciated / amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st/April 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to ₹ 81,45,774.
- Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, due to such change the charge of Depreciation is higher by ₹ 1,74,96,190.

Note 10 Non-current investments

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Investments, Unquoted (At cost):		
A. Trade		
(a) Investment in equity instruments		
(i) Subsidiaries		
- Autoline Design Software Limited 21,40,816 (As at 31st March, 2014: 21,40,816) shares of ₹10 each fully paid	36,788,900	36,788,900
- Autoline Industrial Parks Ltd. 2,48,25,000 (As at 31st March, 2014: 2,48,25,000) shares of ₹10 each fully paid	165,499,940	165,499,940
6,600,000 Equity Shares(As at 31st March, 2014: 6,600,000) shares of ₹10 with premium of ₹ 10 each (partly paid ₹ 7.50 and premium ₹ 7.50)(Previous Year ₹ 0.50 and premium ₹ 0.50 paid up)	99,000,000	6,600,000
- Koderat Investments Ltd. (Cyprus) 1,000 (As at 31st March, 2014: 1,000) shares of Euro 1 each fully paid	67,280	67,280
- Koderat Investments Ltd. (Cyprus) * Advance for investment in SZ Design SRL & Zagato SRL, Italy	326,680,795	326,328,723
- Autoline Industries USA Inc 211 (As at 31st March, 2014: 211 Stock/Share) fully paid and non assessable shares of the common stock.	-	90,166,860
Total (a)	628,036,915	625,451,703
(b) Investment in preference shares		
(i) Subsidiaries		
- Autoline Design Software Limited ** 14,12,926 (As at 31st March, 2014: 14,12,926) 12% Cumulative Redeemable Pref, Share of ₹10 each fully paid Redeemable in April 2022.	14,129,260	14,129,260
Total (b)	14,129,260	14,129,260
Total - Trade Investments (a + b)	642,166,175	639,580,963
B. Other investments		
(a) Investment in equity instruments		
(i) Other Entities		
- Rupee Co -OP Bank Ltd. 20,000 (As at 31st March, 2014: 20,000) shares of ₹25 each fully paid	500,000	500,000
- NKGSB Co-op. Bank Ltd. Equity Shares 50,000 (As at 31st March, 2014: 50,000) shares of ₹10 each fully paid	500,000	500,000
- Vidya Sahakari Bank Ltd. Equity Shares 5,000 (As at 31st March, 2014: 5,000) shares of ₹100 each fully paid	500,000	500,000
sub-total	1,500,000	1,500,000
Less- Provision for Diminution in Value of Investments	500,000	-
Total Other Investments (a)	1,000,000	1,500,000
Total Investments (A + B)	643,166,175	641,080,963

* **Sub-note to Note 10** - Investments in subsidiary / associate companies are shown at cost and the profit and loss of the subsidiary companies are not dealt with in the books of the company.

The Company has invested Euro 4.74 Million including acquisition expenses (Bal on 31.03.2015 in INR ₹ 32,66,80,795) in wholly owned subsidiary, Koderat Investments Ltd. (Cyprus). In turn the subsidiary utilized the same for investment in S.Z. Design SRL and Zagato SRL Milan Italy. S.Z. Design SRL and Zagato SRL Milan Italy have issued 49% of equity shares to Koderat Investments Ltd(Cyprus).

Further to Note-10 on page-77 in Notes to Accounts of the Annual Report 2010, Concordato Preventivo procedure under Italian Laws, originally scheduled on 20th September, 2011 was postponed to 20th October, 2011 and was finally held on 23rd February, 2013, however the tribunal / Italian courts had reserved the decision. Till date the Concordato Preventivo has not given any decision.

** **Sub-note to Note 10** - Out of the above, 5 lacs preference shares each are redeemable on 23rd , 25th April, 2022 respectively & balance 412926 preference shares on 27th April, 2022.

Note 11 Long-term loans and advances

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Advance income tax (net of provisions) - Unsecured, considered good	25,857,369	27,238,657
(b) MAT credit entitlement - Unsecured, considered good	135,179,778	135,179,778
(c) Capital Advance - Unsecured considered good	3,835,000	-
Total	164,872,147	162,418,435

Note 12 Other non-current assets

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Unamortised expenses		
(i) Deferred Revenue Expenditure	99,624	99,624
Total	99,624	99,624

Note 13 Inventories

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Raw materials (including spare, tools, consumable & Bought out)	226,476,393	374,197,065
(b) Work-in-progress	264,049,821	215,073,274
(c) Finished goods (other than for trading)	29,966,635	32,415,254
Total	520,492,849	621,685,593

Inventories are valued at lower of cost and net realisable value

Note 14 Trade receivables

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Trade receivables outstanding - (exceeding six months from the date they became due for payment)		
Secured, considered good	-	-
Unsecured, considered good	74,512,760	76,351,906
Doubtful	9,685,760	-
	84,198,520	76,351,906
Less: Provision for Doubtful Debt	9,685,760	-
	74,512,760	76,351,906
Trade receivables outstanding - (Less than six months from the date they became due for payment)		
Secured, considered good	-	-
Unsecured, considered good	164,849,704	170,938,922
Doubtful	-	-
	164,849,704	170,938,922
Total	239,362,464	247,290,828

The balance due from some of trade receivables are subject to reconciliation. Necessary adjustments, if any, may be made when the accounts are settled.

Note 15 Cash and cash equivalents

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Cash in hand	120,299	187,728
(b) Cheques, drafts on hand	-	-
(c) <u>Balances with banks:-</u>		
(i) In current accounts	1,914,482	506,934
(ii) In deposit accounts (Maturing within 12 months)*	34,416,446	53,713
(iii) In deposit accounts (Maturing after 12 months)	-	3,459,878
(iv) <u>In earmarked accounts:-</u>		
- Unpaid dividend accounts	681,293	863,521
Total	37,132,520	5,071,774
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is : -	2,034,781	694,662
* Balances with Bank in Deposit Accounts are Pledged with Banks as a Margin Money for Non Fund based Credit facilities.		

Note 16 Short-term loans and advances

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Unsecured, considered good		
(a) Security deposits	11,963,928	14,353,723
(b) Advances to employees	278,580	453,836
(c) Prepaid expenses	3,716,820	3,514,047
(d) Balances with government authorities	132,521,737	124,436,473
(e) Advance to Suppliers**	30,695,785	25,887,100
(f) Advance income tax (net of provisions)	5,468,487	9,062,829
Total	184,645,337	177,708,008

** The balances of advance given to some of suppliers are subject to reconciliation. Necessary adjustments, if any, will be made when the accounts are settled.

Note 17 Other current assets

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Unamortised - Deferred Revenue Expenditure	-	5,062,117
(b) Industrial Promotion Subsidy Receivable	99,338,155	85,522,747
(c) Receivables on sale of fixed assets	6,872,400	6,872,400
Total	106,210,555	97,457,263

Note 18 Revenue from operations

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Sale of products	3,622,120,998	3,987,729,718
Other operating revenues	368,789,530	330,942,307
	3,990,910,528	4,318,672,025
Less : Excise duty	373,085,067	349,604,887
Total	3,617,825,461	3,969,067,138

Note 19 Other income

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Interest income	2,692,161	13,476,017
Dividend income:-		
from current investments		
others	60,000	75,000
Net gain on foreign currency transactions	3,963,310	5,121,022
Other non-operating income	1,913,852	5,617,317
Prior period income (net)	-	543,387
Total	8,629,323	24,832,743

Note 20.a Cost of materials consumed

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Opening stock	374,197,065	342,376,551
Add: Purchases	2,668,914,606	2,797,450,613
	3,043,111,671	3,139,827,164
Less: Closing stock	226,476,393	374,197,065
Cost of material consumed	2,816,635,278	2,765,630,099

Note 20.b Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
<u>Inventories at the end of the year:</u>		
Finished goods	29,966,635	32,415,254
Work-in-progress	264,049,821	215,073,274
	294,016,456	247,488,528
<u>Inventories at the beginning of the year:</u>		
Finished goods	32,415,254	58,562,306
Work-in-progress	215,073,274	472,905,274
	247,488,528	531,467,580
Net (increase) / decrease	(46,527,928)	283,979,052

Note 21 Employee benefits expense

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Salaries, Wages and Bonus	297,304,359	280,239,495
Contributions to provident and other funds	13,001,034	11,862,397
Contributions to Gratuity	6,000,000	6,052,027
Expense on employee stock option (ESOP) scheme	(677,795)	10,539,402
Employee Insurance	3,122,594	2,927,053
Staff welfare expenses	28,595,032	22,156,551
Leave Encashment	1,186,390	217,791
Total	348,531,615	333,994,716

Note 22 Finance costs

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
(a) Interest expense on:		
(i) Borrowings	269,276,859	259,858,900
(ii) Letter of Credit	17,194,673	17,685,797
(iii) Interest on delayed / deferred payment	5,157,320	14,078,277
(b) Other borrowing costs	12,412,837	5,326,440
(c) Bank Charges & Commission	4,952,632	14,413,575
Total	308,994,321	311,362,989

Note 23 Other expenses

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
<u>Manufacturing Expenses</u>		
Labour Charges	274,716,026	256,611,552
Power and Fuel	101,303,829	91,736,770
Transport Charges	123,459,501	107,272,163
Repairs and maintenance - Buildings	379,225	2,448,287
Repairs and maintenance - Machinery	17,550,975	16,475,861
Other manufacturing expenses	4,225,844	3,950,374
Tooling and designing Charges	23,206,050	10,754,558
	544,841,449	489,249,565
<u>Administrative & Other Expenses</u>		
Repairs and maintenance - Others	14,221,544	15,307,493
Insurance	2,401,540	2,749,094
Rent	1,504,087	2,321,447
Rates and taxes	9,521,225	5,302,786
Communication expenses	6,488,265	7,103,495
Travelling and conveyance	12,028,799	12,937,369
Printing and stationery	3,381,967	3,900,511
Legal and professional fee	14,603,229	12,425,014
Provision for Doubtful Debts Expenses	9,685,760	-
Provision for Diminution in Value of Investments	500,000	-
Payments to auditors (See Sub-Note 23(i))	3,415,956	3,767,358
Miscellaneous expenses	29,803,264	20,557,697
	107,555,634	86,372,263
Preliminary & Miscellaneous Expenses written off	5,062,116	5,062,117
Sundry Balance written off (Net)	1,098,475	4,412,870
	6,160,592	9,474,987
Total	658,557,674	585,096,815

Sub Note to Note 23 Other Expenses

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Payments to auditors comprises (net of service tax input credit)		
As auditors - Statutory Audit	1,800,000	1,800,000
As auditors - Certification Work	200,000	200,000
As auditors - Consolidated Audit Reports	500,000	500,000
Income Tax Matter	500,000	775,000
Reimbursement of expenses	415,956	492,358
Total	3,415,956	3,767,358

Note 24.a Exceptional items

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Electricity Subsidy Received	-	5,173,371
Industrial Promotion Subsidy	66,243,409	58,269,884
Net gain on sale of Tangible Assets	-	280,906
Total	66,243,409	63,724,161

Subsidy for setting up new industrial unit

The Company's manufacturing facility at Chakan Plant II has been granted "Mega Project Status" by Government of Maharashtra and therefore, is eligible for Industrial Promotion Subsidy (IPS) under Package Scheme of Incentive (PSI) 2007. The Company has been granted eligibility certificate issued by the Directorate of Industries, Government of Maharashtra in this regard. IPS consists of the following:-

Electricity duty exemption for the period of 7 years from the date of commencement of the project i.e. 01.11.2009 100% exemption from payment of stamp duty under relevant Government Resolution of Revenue and Forest Department and VAT and CST payable to the State Government (After adjustment of Set-off) on sales made from Chakan plant II, within a period of 7 years starting from October 1, 2009 to September 30, 2016.

IPS will however, be restricted to 75% of the eligible fixed capital investments made from 01.04.2007 to 31.03.2012. The eligibility certificate issued allows maximum subsidy of ₹ 7738.83 lacs

In terms of the Accounting Standard (AS12) "Accounting for Government Grants" eligible incentive is accounted under Exceptional Items.

Note 24.b Extraordinary items

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Profit/(Loss) on sale of investments in Subsidiary / Associates .	341,067,131	(107,006,504)
Total	341,067,131	(107,006,504)

During the current year, the company has sold its 100% stake in Autoline Industries USA. The stake was sold to a third party, resulting in to profit of ₹ 34,10,67,131/- on sale of investments in the standalone financial result, and in consolidated financials, it is resulting in to Profit of ₹ 1,62,26,660.

Note 25 Disclosures under Accounting Standard - 11 (The Effects of Changes in Foreign Exchange Rates)

The net exchange fluctuations profit of ₹ 39,63,310/- (Previous Year:- ₹ 51,21,022/-) has been credited to the Profit & Loss account.

Note 26 Disclosures under Accounting Standard - 12 (Accounting for Government Grants)

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Details of government grants		
Government grants received by the Company during the year towards		
- Subsidies (recognised under Industrial Promotion Subsidy)	66,243,409	58,269,884
- Duty drawback (recognised under Other operating revenues)	782,172	1,016,241
Total	67,025,581	59,286,125

Note 27 Disclosures under Accounting Standard - 15 (Employee benefit plans)**Employee benefit plans**Defined contribution plans

The Company makes Provident Fund contributions to Employee Provident Fund Organisation for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

i. Gratuity - Contribution in respect of Gratuity is made to the approved Gratuity Fund maintained by Life Insurance Corporation of India Ltd.

ii. Other defined benefit plans - Medi Claim

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

Particulars	Year ended March 31, 2015		Year ended March 31, 2014	
	Gratuity	Other defined benefit plans (Medi Claim)	Gratuity	Other defined benefit plans (Medi Claim)
Actual contribution to benefit plan for year				
Contributions during the year under review (Gratuity contribution for the current year is provided for)	6,000,000	3,069,053	6,052,027	2,867,713

Note 28 Disclosures under Accounting Standards - 17 (Segment Reporting)

Based on the Accounting Standard – 17 on “Segment Reporting” (AS-17), issued by the Institute of Chartered Accountants of India, business segment of the company is the primary segment comprises of business of manufacturing sheet metal auto components and assemblies thereof. As the company operates only in a single primary business segment, therefore the disclosure requirements as per Accounting Standard 17 “Segment Reporting” are not applicable to the Company.

Note 29 Disclosures under Accounting Standards - 18 (Related party transactions)

1. Details of related parties:

Description of relationship	Names of related parties
1) Subsidiaries	Indian i) Autoline Design Software Ltd. (ADSL) ii) Autoline Industrial Parks Ltd. (AIPL) Foreign i) Autoline Industries USA INC ii) Autoline Stampings Ltd, Korea (Subsidiary of Autoline Industries USA INC.) (Subsidiaries upto December 18, 2014) iii) Koderat Investments Ltd., Cyprus
2) Key Management Personnel (KMP) Chairman Emeritus Chairman (Non-executive Director) Managing Director Managing Director & CEO Wholetime Director Executive Director & CEO	Mr. Vilas Lande Mr. Prakash B. Nimbalkar Mr. Shivaji Akhade Mr. M. Radhakrishnan* Mr. Sudhir Mungase Mr. Umesh Chavan
3) Relatives of KMP	Key Management Personnel - Mr. Vilas Lande, Mr. Shivaji Akhade and Mr. Sudhir Mungase are related to each other.
4) Companies/Entities in which KMP / Relatives of KMP can exercise significant influence	i) Balaji Enterprises ii) Shreeja Enterprises iii) Sumeet Packers Pvt. Ltd. iv) Siddhai Platers Pvt. Ltd. v) Om Sai Transport Co. vi) Hotel Vishwa Vilas vii) Hotel Aishwarya Restaurant viii) Lincwise Software Pvt. Ltd.

* He was Managing Director & CEO till May 31, 2014

Notes:

- Related parties have been identified by the Management and relied upon by the Auditors.
- The Company is holding 43.78% Equity Share of AIPL, however since it controls the composition of Board of Directors, AIPL is treated as Subsidiary Company.

2. Details of related party transactions during the year ended March 31, 2015:

Particulars	Subsidiaries/ Associates	Entities in which KMP / relatives of KMP have Significant Influence	KMP / Directors	Total ₹
Sale of goods				
Current Year	71,990,208	9,304,236	-	81,294,444
(Previous Year)	(88,297,401)	(8,766,974)	-	(97,064,375)
Sale of Fixed Assets				
Current Year	-	-	-	-
(Previous Year)	(6,872,400)	-	-	(6,872,400)
Rent Received				
Current Year	12	-	-	12
(Previous Year)	(12)	-	-	(12)
Interest Received				
Current Year	-	-	-	-
(Previous Year)	(9,208,319)	-	-	(9,208,319)
Rendering of services				
Current Year	900,000	-	-	900,000
(Previous Year)	(900,000)	-	-	(900,000)
Repair & Maintenance Charges				
Current Year	360,000	-	-	360,000
(Previous Year)	(360,000)	-	-	(360,000)
Dividend Received				
Current Year	-	-	-	-
(Previous Year)	(6,522,600)	-	-	(6,522,600)
Unsecured Loan Received				
Current Year	-	-	32,500,000	32,500,000
(Previous Year)	-	-	-	-
Purchase of goods				
Current Year	26,391,016	36,732,080	-	63,123,096
(Previous Year)	(7,609,446)	(31,623,657)	-	(39,233,103)
Transportation				
Current Year	584,087	2,444,978	-	3,029,065
(Previous Year)	(4,840,973)	(10,866,221)	-	(15,707,194)
Rent Paid				
Current Year	-	-	-	-
(Previous Year)	-	(135,000)	-	(135,000)
Receiving of services				
Current Year	-	23,926	2,760,000	2,783,926
(Previous Year)	(10,754,558)	(19,171)	(1,800,000)	(12,573,729)
Unsecured Loan Given				
Current Year	-	-	-	-
(Previous Year)	(58,447,453)	-	-	(58,447,453)
Unsecured Loan Repaid (Given Earlier)				
Current Year	-	-	-	-
(Previous Year)	(169,988,724)	-	-	(169,988,724)
Investment				
Current Year	175,959,000	-	-	175,959,000
(Previous Year)	(6,600,000)	-	-	(6,600,000)
Directors Remuneration				
Current Year	-	-	16,148,858	16,148,858
(Previous Year)	-	-	(14,400,000)	(14,400,000)
Director Sitting Fees				
Current Year	-	-	955,000	955,000
(Previous Year)	-	-	(540,000)	(540,000)

Note 30 Disclosures under Accounting Standards - 20 (Earning Per Share)

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
1. Basic Earning Per Share		
A. Operations		
Net profit / (loss) for the year from operations	(656,361,204)	(552,014,732)
Add back : Amortised Cost for ESOP	-	10,539,402
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from operations attributable to the equity shareholders	(656,361,204)	(541,475,330)
Weighted average number of equity shares	12,328,515	12,277,592
Par value per share	10	10
Earnings per share from operations - Basic	(53.24)	(44.10)
B. Operations (Excluding Exrta-ordinary Items)		
Net profit / (loss) for the year from operations	(656,361,204)	(552,014,732)
Add back : Extra-ordinary Items	341,067,131	107,006,504
Add back : Amortised Cost for ESOP	-	10,539,402
Net profit / (loss) for the year from operations attributable to the equity shareholders	(315,294,073)	(434,468,826)
Weighted average number of equity shares	12,328,515	12,277,592
Par value per share	10	10
Earnings per share from operations (Excluding Exrta-ordinary Items) - Basic	(25.57)	(35.39)
2. Diluted Earning Per Share		
A. Operations		
Net profit / (loss) for the year from operations	(656,361,204)	(541,475,330)
Less: Amortised cost for ESOP	677,795	(10,539,402)
Profit / (loss) attributable to equity shareholders from operations (on dilution)	(655,683,409)	(552,014,732)
Weighted average number of equity shares for Basic EPS	12,328,515	12,277,592
Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive	11,057	80,007
Weighted average number of equity shares - for diluted EPS	12,339,572	12,357,599
Par value per share	10	10
Earnings per share, from operations - Diluted	(53.14)	(44.67)
B. Operations (Excluding Exrta-ordinary Items)		
Net profit / (loss) for the year from operations	(656,361,204)	(541,475,330)
Add back : Extra-ordinary Items	341,067,131	107,006,504
Net profit / (loss) for the year attributable to the equity shareholders from operations	(315,294,073)	(434,468,826)
Add: Interest expense and exchange fluctuation on convertible bonds(net)	-	-
Less: Amortised cost for ESOP	677,795	(10,539,402)
Profit / (loss) attributable to equity shareholders from operations (on dilution)	(314,616,278)	(445,008,228)
Weighted average number of equity shares for Basic EPS	12,328,515	12,277,592
Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive	11,057	80,007
Weighted average number of equity shares - for diluted EPS	12,339,572	12,357,599
Par value per share	10	10
Earnings per share from operations (Excluding Exrta-ordinary Items) - Diluted	(25.50)	(36.01)

Note 31 Disclosures under Accounting Standards - 22 (Deferred Tax Asset/Liability)

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Deferred Tax Liability :		
Opening Balance :	125,985,829	125,985,829
Add: Transferred from Merged Entities	-	-
Add: Current Year Provision	-	-
Closing Balance	125,985,829	125,985,829
Deferred Tax asset and liabilities are being off-set as they relate to taxes on income levies by the same governing taxation laws.		
The following amounts are shown in the Balance Sheet		
Deferred Tax Liabilities	128,053,677	128,053,677
Deferred Tax Asset	2,067,848	2,067,848
Deferred Tax Liabilities (Net)	125,985,829	125,985,829
Break Up of Deferred Tax Assets / Liabilities.		
Deferred Tax Liabilities :		
Tax impact of the difference between carrying amount of fixed assets in financial statement and in income Tax return for the current year	128,053,677	128,053,677
Add: Transferred from Merged Entities	-	-
Add: Current Year Provision	-	-
Total	128,053,677	128,053,677
Deferred Tax Assets :		
Tax impact of expenses allowable as deduction in future years under Income Tax :	2,067,848	2,067,848
Less: Transferred to share premium a/c	-	-
Add: Current Year Provision	-	-
Closing Balance	2,067,848	2,067,848

The deferred tax liability (Net) for the year under consideration amounting to ₹ NIL/- has been recognized in Profit and Loss Account. The Provision for Deferred Tax Liability/Asset for the current year of ₹ NIL/- is provided on the timing difference of the expenditure, depreciation and write offs.

Note 32 Disclosures on Employee share based payments - (Guidelines notes issued by ICAI)

- a) In the 12th Annual general meeting held on Sept 27, 2008, the shareholders approved the issue of 8,50,000 options under the Scheme titled "Autoline ESOS 2008" (ESOP A).

The ESOP allows the issue of options to Employees of the Company and it's Subsidiary Companies (whether in India or abroad) and also to the Directors of the Company /Subsidiary Companies. Each option comprises one underlying equity share.

As per the Scheme, the Remuneration / Compensation Committee grants the options to the employees deemed eligible. The options granted vest over a period of 5 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 5 years from the date of vesting.

The difference between the fair price of the share underlying the options granted on the date of grant of option and the exercise price of the option (being the intrinsic value of the option) representing Stock compensation expense is expensed over the vesting period.

b) Employee stock options details as on the Balance Sheet date are as follows:

Particulars	During the year ended March 31, 2015		During the year ended March 31, 2014	
	Options (Numbers)	Weighted average exercise price per option (₹)	Options (Numbers)	Weighted average exercise price per option (₹)
Option outstanding at the beginning of the year:				
- ESOP (Employee)	71,771	25	105,755	25
- ESOP (Director)	5,831	25	9,997	25
Granted during the year:				
- ESOP (Employee)	Nil	-	Nil	-
- ESOP (Director)	Nil	-	Nil	-
Vested during the year:				
- ESOP (Employee)	Nil	-	Nil	-
- ESOP (Director)	Nil	-	Nil	-
Exercised during the year:				
- ESOP (Employee)	51,643	-	31,615	25
- ESOP (Director)	4,165	-	4,166	25
Lapsed during the year:				
- ESOP (Employee)	2,891	-	2,369	25
- ESOP (Director)	Nil	-	Nil	-
Options outstanding at the end of the year:				
- ESOP (Employee)	17,237	25	71,771	25
- ESOP (Director)	1,666	25	5,831	25
Total Options available for grant:				
- ESOP	695,012	25	692,121	25

c) The fair value of the options has been determined under the Black-Scholes model. The assumptions used in this model for calculating fair value are as below:

Assumptions	March 31, 2015	March 31, 2014
Risk Free Interest Rate	7.00%	7.00%
Expected Life	Average life taken as 1 year from date	Average life taken as 1 year from date
Expected Annual Volatility of Shares	45%	45%
Expected Dividend Yield	Not separately included, factored in	Not separately included, factored in

Note 33 Previous year's figures

Disclosure and presentation made in the financial statements as per Revised Schedule VI. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note 34 Additional information to the financial statements

1. Contingent liabilities and commitments

PARTICULARS	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(i) Contingent liabilities		
(a) Claims against the Company not acknowledged as debt		
- Income Tax Department	43,852,594	43,852,594
- Sales Tax Duties	368,922,759	474,248,452
- Electricity Charges (Maharashtra State Electricity Dist. Co. Ltd.)	2,277,021	1,832,588
(b) Bank Guarantees		
- In Favour of Tata Motors Limited	2,875,472	-
(c) Corporate Guarantees on behalf of Autoline Industries Indiana LLC, USA (wholly owned subsidiary of Autoline Industries USA, Inc)		
- In Favour of NP First Financial Bank	-	\$10,500,000
(d) Letter of Credit		
- In Favour of Bank of Baroda	66,100,821	133,251,858
(ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for : Tangible assets	3,365,000	-

2. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	7,339,821	16,610,857
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	1,131,555	3,800,639
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	1,131,555	3,800,639
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	1,131,555	3,800,639
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	87,033	583,454

Note :- Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

3. Value of imports calculated on CIF basis

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Raw materials & Component	19,223,947	20,286,563
Capital goods	-	-
Total	19,223,947	20,286,563

4. Expenditure in foreign currency

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Foreign Travel	-	99,643
Professional and consultation fees	254,362	258,763
Clearing and Forwarding Charges	584,087	636,613
Repair and Maintenance	-	49,770
Total	838,449	1,044,788

5. Amounts remitted in foreign currency during the year on account of dividend

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Amount of dividend remitted in foreign currency (₹)	-	170,351
Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)	-	6
Total number of shares held by them on which dividend was due	-	170,351
Year to which the dividend relates	-	2012-13

6. Details of consumption of imported and indigenous items

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
<u>Imported</u>		
Raw materials & Component	19,223,947	20,286,563
percentage of consumption	0.68%	0.73%
<u>Indigenous</u>		
Raw materials & Component	2,797,411,331	2,745,343,536
percentage of consumption	99.32%	99.27%
Total	2,816,635,278	2,765,630,099

7. Earnings in foreign exchange

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
i) Export of goods calculated on FOB basis	73,084,060	94,509,992
ii) Amounts received in foreign currency during the year	38,174,243	137,142,796
iii) Profit on sale of investment in foreign subsidiary	341,067,131	-

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A. R. SULAKHE & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 110540W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PRAKASH NIMBALKAR
Chairman
DIN:00109947

SHIVAJI AKHADE
Managing Director
DIN: 00006755

UMESH CHAVAN
Executive Director and CEO
DIN: 06908966

CA. ANAND SULAKHE
Partner
Mem. No. 33451

R T GOEL
Chief Financial Officer

ASHISH GUPTA
Company Secretary

Place : Pune

Date : May 27, 2015

**CONSOLIDATED
FINANCIAL STATEMENTS
2014-15**

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To The Members of Autoline Industries Limited

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of **Autoline Industries Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising the consolidated balance sheet as at March 31, 2015, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's responsibility for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

Provision for Gratuity and Leave Encashment is made on an estimated basis, which is not in accordance with Accounting Standard -15 Employee Benefits. In the absence of the required information effect of the same on the consolidated financial statements are not quantified.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the paras mentioned in Basis for qualified opinion* the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Emphasis of the Matter

Without qualification, we draw your attention to the following:-

Note No. 9 of schedule of notes to the consolidated financial statements for non provision of diminution in the value of investment amounting to ₹ 32.63 crores in Subsidiary Kodrat Investments Limited (Cyprus), the note is self-explanatory and the company informed that since the matter is subjudice with Italian courts effect of diminution has not been considered in the consolidated financial statements. In the given circumstances we are unable to express our opinion on the matter.

Other Matters

We did not audit the financial statements of 2 foreign subsidiaries whose financial statements reflects total assets (net) of ₹ 3165.95 lacs as at March 31, 2015, total revenues 14961.23 lacs for the year ended on that date. These financial statements

are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report on other legal and regulatory requirements in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies, incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. *Except for the Accounting Standard 15 – Employee Benefits*
 - (e) On the basis of the written representations received from the directors of the Holding Company and its Subsidiary Companies incorporated in India as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and its Subsidiary Companies incorporated in India none of the director is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses *except for the paras mentioned in basis for qualified opinion*.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and in case of its subsidiary companies incorporated in India there is no requirement of transfer of such amounts to Investor Education and Protection Fund.

FOR A. R. SULAKHE & CO
CHARTERED ACCOUNTANTS
FRN: - 110540W

ANAND SULAKHE
PARTNER
M. NO. 33451

Date: May 27, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date to the Members of Autoline Industries Limited)

The group comprising Autoline Industries Limited (Holding company) and its subsidiaries namely Autoline Design Software Limited and Autoline Industrial Parks Limited incorporated in India and to whom provisions of the order apply (together referred as "the Covered entities") in this report

- i) a) The Holding Company and the covered entity of the Group have maintained proper records showing full particulars, including quantitative details and situations of fixed assets. One covered entity was not having any fixed assets.
- b) The Holding Company and its Subsidiaries incorporated in India have a regular programme of physical verification of its fixed assets in phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the holding company and covered entities of the Group and the nature of its assets.
- ii) a) The inventories have been physically verified by the management of holding company, and the covered entities of the group did not have any inventory.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management of Holding Company are reasonable and adequate in relation to the size of the company and the nature of its business.
- iii) The Holding Company and Covered Entities of the Group have not granted loans to the parties covered in the registered maintained under section 189 of companies Act 2013
- iv) In our opinion and accordingly to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Holding Company and Covered entities of the Group and the nature of its business, for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness in the internal control system during the course of the audit.
- v) The Holding Company and Covered entities of the Group have not accepted any deposits from public
- vi) The Central Government has not prescribed maintenance of cost records under sub section (1) of Section 148 of the Act to the Holding Company and Covered entities of the Group
- vii) a) Holding Company and covered entities in the group are regular in depositing *undisputed statutory* in respect of wealth tax, duty of customs. However *undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of excise, value added tax, cess and other statutory dues have not been regularly deposited with the appropriate authorities and there have been delays in depositing the same.*

According to the information and explanations given to us, and according to the books and records as produced and examined by us *following undisputed statutory dues along with interest accrued thereon were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.*

A. Autoline Industries Ltd. (Holding Company):-

Sr. No.	Name of statute	Nature of dues	Total (in Rs)	Period to which it relates	Whether paid before balance sheet signing
1	Maharashtra Value Added Tax-2005	MVAT	5,09,30,440	April 2012 to August 2014	No
2	Maharashtra Value Added Tax-2005	CST	68,742	March 2013	No
3	Maharashtra Municipal Corporation Act-1949	LBT	1,35,44,405	October 2013 to March 2014	No
4	Professional Tax Act	PT	11,51,925	April 2014 to August 2014	No

B. Autoline Design Software Limited (Subsidiary Company):-

Sr. No.	Name of statute	Nature of dues	Total (in Rs)	Period to which it relates	Whether paid before balance sheet signing
1	Service tax Rules	Service tax	23,42,231/-	May 2014 to July 2014	No

- b) According to the information and explanations given to us, in case of Holding Company and covered entities in the group, following amounts are payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and cess as at March 31, 2015 on account of disputes:-

A. Autoline Industries Ltd. (Holding Company):-

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Tax Amount involved (₹)
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	F.Y. 2007-08	4,01,94,113/-
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	F.Y. 2008-09	36,58,482/-

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Tax Amount involved (₹)
Income Tax Act, 1961	Income Tax	The Commissioner of Income Tax (Appeals), Pune	F.Y. 2009-10	8,26,620/-
The Maharashtra Value Added Tax Act, 2002 / Central Sales Tax Act, 1956	VAT / CST	The Joint Commissioner of Sales Tax (Appeals), Pune	F.Y. 2000-01	1,34,44,440/-*
			F.Y. 2001-02	1,29,42,721/-*
			F.Y. 2002-03	95,983/-*
			F.Y. 2003-04	6,11,670/-*
			F.Y. 2004-05	5,57,742/-*
			F.Y. 2005-06	1,42,11,024/-*
			F.Y. 2006-07	2,78,01,682/-*
			F.Y. 2007-08	5,13,84,343/-*
			F.Y. 2008-09	12,74,05,585/-*
			F.Y. 2009-10	49,82,954/-*
			F.Y. 2010-11	11,49,84,435/-*

*net of amount paid under protest.

Autoline Industrial Park Limited (Subsidiary Company):-

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Tax Amount involved (₹)
Income Tax Act, 1961	Penalty	The Commissioner of Income Tax (Appeals), Pune	F.Y. 2008-09	5,17,440/-
Income Tax Act, 1961	Penalty	The Commissioner of Income Tax (Appeals), Pune	F.Y. 2008-09	11,16,307/-
Income Tax Act, 1961	Due on assessment	Income Tax Appellate Tribunal	F.Y. 2009-10	8,89,295/-

- c) In our opinion and According to the information and explanations given to us, amounts required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder have been transferred to such fund within time for Holding Company. According to the information and explanations given to us, there was no requirement, for amounts required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under and as such the provisions of Clause vii (C) are not applicable to the Covered Entities Of The Group
- viii) According to the information and explanations given to us, Holding Company and Covered Entities of the Group do not have any accumulated losses at the end of financial year and has incurred cash losses during the current financial year and immediately preceding financial year.
- ix) According to the information and explanations given to us, the Holding Company has defaulted in repayment of dues to banks, however during the year part of the facilities sanctioned to the company were rescheduled for repayment by consortium of company bankers and as such as on March 31, 2015 there were no defaults in repayment of dues to banks for this rescheduled loan. *However for otherpart of the facility, in our opinion, the holding company has defaulted in repayment of its dues to banks for interest amounting to ₹ 34,59,928/- as at balance sheet date ranging from 0 to 90 days and the same was paid till signing of the balance sheet. Covered Entities of the Group do not have any borrowing from Banks / financial institutions, hence the provisions of clause ix regarding no default in repayment of dues to banks are not applicable.*
- x) In our opinion and according to information and explanation given to us, the Holding Company and the Covered entities of the Group have not given any guarantees for loans taken by others from banks or financial Institution.
- xi) Based on the information and explanations given to us by management of Holding Company, prima facie the term loans were applied for the purpose for which the loans were obtained. *Covered Entities of the Group had not availed any Term loan from Banks / financial Institutions and as such provisions of clause xi regarding application of term loan for the purpose for which it was obtained, was not applicable*
- xii) According to the information and explanations given to us by the management of, Holding Company and the Covered Entities of the Group, no fraud on or by the Holding Company and the Covered Entities of the Group have been noticed or reported to us during the year.

FOR A. R. SULAKHE & CO
CHARTERED ACCOUNTANTS
FRN: - 110540W

ANAND SULAKHE
Partner
M. NO. 33451

Date: May 27, 2015

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

PARTICULARS	Note No.	As at March 31, 2015 ₹	As at March 31, 2014 ₹
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	123,410,540	122,852,460
(b) Reserves and surplus	3	1,376,851,719	2,153,437,657
(c) Minority Interest		186,804,936	162,009,338
(d) Capital reserve On Consolidation		474,800,079	538,163,615
		<u>2,161,867,274</u>	<u>2,976,463,071</u>
2 Share application money pending allotment		10,000,000	-
3 Non-current liabilities			
(a) Long-term borrowings	4	1,288,761,625	569,465,814
(b) Deferred tax liabilities (net)	32	123,849,548	124,462,417
		<u>1,412,611,173</u>	<u>693,928,231</u>
4 Current liabilities			
(a) Short-term borrowings	5	505,418,555	1,536,683,083
(b) Trade payables	6	681,785,171	721,207,914
(c) Other current liabilities	7	387,014,491	762,173,667
(d) Short-term provisions	8	-	-
		<u>1,574,218,216</u>	<u>3,020,064,664</u>
TOTAL		<u>5,158,696,664</u>	<u>6,690,455,966</u>
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9.A	2,446,305,557	2,855,318,821
(ii) Intangible assets	9.A	76,649,064	101,430,680
		<u>2,522,954,620</u>	<u>2,956,749,501</u>
(b) Non-current investments	10	317,376,483	317,867,515
(c) Long-term loans and advances	11	167,487,841	164,541,162
(d) Other non-current assets	12	1,426,118	25,919,884
		<u>3,009,245,062</u>	<u>3,465,078,062</u>
2 Current assets			
(a) Inventories	13	1,539,425,757	1,936,053,178
(b) Trade receivables	14	268,877,906	961,398,234
(c) Cash and cash equivalents	15	46,461,595	49,971,547
(d) Short-term loans and advances	16	194,929,513	180,141,901
(e) Other current assets	17	99,756,831	97,813,044
		<u>2,149,451,601</u>	<u>3,225,377,904</u>
TOTAL		<u>5,158,696,664</u>	<u>6,690,455,966</u>

The Notes are an integral part of these financial statements 1 to 35

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A. R. SULAKHE & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 110540W

PRAKASH NIMBALKAR
Chairman
DIN:00109947

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SHIVAJI AKHADE
Managing Director
DIN: 00006755

UMESH CHAVAN
Executive Director and CEO
DIN: 06908966

CA. ANAND SULAKHE
Partner
Mem. No. 33451

R T GOEL
Chief Financial Officer

ASHISH GUPTA
Company Secretary

Place : Pune

Date : May 27, 2015

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note No.	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
1 Revenue from operations (gross)	18	5,440,289,132	7,120,146,519
Less: Excise duty		373,085,067	349,604,887
Revenue from operations (net)		5,067,204,065	6,770,541,632
2 Other income	19	7,426,842	28,404,342
3 Total revenue (1+2)		5,074,630,907	6,798,945,974
4 Expenses			
(a) Cost of materials consumed	20a	3,833,842,747	4,904,438,138
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	20b	(185,748,839)	29,492,189
(c) Employee benefits expense	21	615,646,833	780,318,300
(d) Finance costs	22	323,670,608	338,717,959
(e) Depreciation and amortisation expense	9.B	276,289,392	246,704,015
(f) Other expenses	23	853,953,151	837,434,689
Total expenses		5,717,653,892	7,137,105,290
5 Profit/(Loss) before exceptional and extraordinary items and tax (3 - 4)		(643,022,985)	(338,159,316)
6 Exceptional items	24.a	66,243,409	63,724,161
7 Profit / (Loss) before extraordinary items and tax (5+6)		(576,779,576)	(274,435,155)
8 Extraordinary items	24.b	16,226,660	(107,006,504)
9 Profit / (Loss) before tax (7 + 8)		(560,552,916)	(381,441,659)
10 Tax expense:			
(a) Current tax expense for current year		-	1,200,000
(b) (Less): MAT credit		-	1,782,105
(c) Current tax expense relating to prior years		10,720,547	16,080,628
(d) Net current tax expense		10,720,547	19,062,733
(e) Deferred tax	32	(612,869)	(893,697)
		10,107,678	18,169,036
11 Profit / (Loss) for the year (9+10)		(570,660,594)	(399,610,695)
Minority Interest		(1,437,778)	(2,056,238)
12 Profit after Minority Interest		(569,222,816)	(397,554,457)
12.1 Earnings per share (of ₹ 10/- each):			
(a) Basic	30	(45.47)	(31.52)
(b) Diluted	30	(45.37)	(32.17)
12.2 Earnings per share (excluding extraordinary items) (of ₹ 10/- each):			
(a) Basic	30	(46.78)	(22.81)
(b) Diluted	30	(46.69)	(23.51)

The Notes are an integral part of these financial statements 1 to 35

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A. R. SULAKHE & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 110540W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PRAKASH NIMBALKAR
Chairman
DIN:00109947

SHIVAJI AKHADE
Managing Director
DIN: 00006755

UMESH CHAVAN
Executive Director and CEO
DIN: 06908966

CA. ANAND SULAKHE
Partner
Mem. No. 33451

R T GOEL
Chief Financial Officer

ASHISH GUPTA
Company Secretary

Place : Pune

Date : May 27, 2015

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
A. Cash Flow from Operating Activities		
Net Profit after Tax & Minority Interest	(569,222,816)	(397,554,457)
Adjustment for :		
Extra Ordinary Item	16,226,660	-
Depreciation	276,289,392	246,704,015
Employee Stock Option	(677,795)	10,539,402
Amortisation of Miscellaneous Expenditure	5,480,292	6,103,398
Carrying amount of Assets where the useful life is over, written off	(8,773,382)	-
Deferred Tax Liability / (Asset) - Net	(612,869)	(893,697)
Operating Profit before Working Capital Changes	(281,290,518)	(135,101,339)
Adjustment for :		
Trade Receivable and Other Current Asset	670,308,638	(168,202,756)
Inventories	396,627,421	(114,346,437)
Trade Payables and Other Current Liabilities	103,848,085	(324,015,346)
Minority Interest	24,795,598	(212,873,581)
Exchange Difference on Consolidation	3,461,596	41,616,898
Capital Reserve on consolidation	(227,089,396)	397,906,157
Cash Generated from Operations	690,661,423	(515,016,404)
Net Cash from Operating Activities	690,661,423	(515,016,404)
B. Cash Flow from Investing Activities		
Acquisition of Fixed Assets (Net)	157,120,785	(105,006,253)
Investments	491,032	346,366,287
Extra-ordinary Item	(90,526,757)	(29,798,976)
Net Cash from Investing Activities	67,085,060	211,561,057
C. Cash Flow from Financing Activities		
Proceeds from Borrowings (Net)	(830,398,722)	218,077,799
Dividend	-	(36,838)
Issue of ESOP	558,080	357,810
Share Premium	47,037,120	4,620,215
Long-term loans and advances	(2,946,679)	(15,226,854)
Other non-current assets	24,493,766	(893,917)
Net Cash from Financing Activities	(761,256,435)	206,898,215
Net Increase / Decrease in Cash & Cash Equivalent	(3,509,952)	(96,557,132)
Cash & Cash equivalent as at 01.04.2014	49,971,547	146,528,679
Cash & Cash equivalent as at 31.03.2015	46,461,595	49,971,547
Net Increase / Decrease in Cash & Cash Equivalent	(3,509,952)	(96,557,132)

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A. R. SULAKHE & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 110540W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PRAKASH NIMBALKAR
Chairman
DIN:00109947

SHIVAJI AKHADE
Managing Director
DIN: 00006755

UMESH CHAVAN
Executive Director and CEO
DIN: 06908966

CA. ANAND SULAKHE
Partner
Mem. No. 33451

R T GOEL
Chief Financial Officer

ASHISH GUPTA
Company Secretary

Place : Pune

Date : May 27, 2015

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**1 SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of accounting and preparation of financial statements :**

The consolidated financial statement relate to Autoline Industries Limited (the Parent Company) & its subsidiary companies. The Parent Company with its subsidiaries constitutes the Group.

- a) The Financial Statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the Parent Company, i.e. year ended March 31, 2015. In the case of foreign subsidiaries the company has taken the same reporting date as used above.
- b) The consolidated financial statements have been prepared on historical cost convention and as a going concern and in accordance with accounting standard referred to in Section 129 of the Companies Act, 2013.
The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties. Accounting policies not referred to otherwise are consistent with generally accepted accounting principles and trade practices.
- c) The accounts of the Parent Company & Indian Subsidiaries have been prepared in accordance with the Accounting Standards specified in section 129 and other provision of the Companies Act, 2013 and those of the foreign subsidiaries have been prepared in accordance with the local laws and the applicable Accounting Standard/Generally Accepted Accounting Principles, wherever necessary.

1.2 Principle of Consolidation

- a) The financial statements of the Parent Company and its subsidiaries have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, incomes and expenses after eliminating intra-group balances, intra-group transactions and unrealised profits resulting there-from and are presented to the extent possible, in the same manner as the Company's independent financial statements.
- b) The financial statements of the Parent Company and its subsidiaries have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances, except in the case of depreciation as pointed out in para. 5, in accordance with generally accepted accounting principles in India.
- c) The excess of cost to the Parent Company of its investment in each of the subsidiaries over its share of equity in the respective subsidiary, on the acquisition date, is recognised in the financial statements as 'Goodwill On Consolidation' and carried in Balance Sheet as an asset, where as the share of equity in the subsidiary companies as on the date of investment, is in excess of cost of investment of the company, it is recognised as 'Capital Reserve on Consolidation' and shown under the head Reserves and Surplus, in the consolidated financial statements.
- d) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the company in the subsidiary companies and further movements in their shares in the equity, subsequent to the date of investments.
- e) The consolidated financial statements comprise of financial statements of Autoline Industries Limited (hereinafter referred as "Autoline"), subsidiaries incorporated in India viz. Autoline Design Software Ltd. (hereinafter referred as "ADSL"), Autoline Industrial Parks Ltd. (hereinafter referred as "AIPL") and outside India viz. Autoline Industries USA INC (hereinafter referred as "Butler"), Koderat Investments Limited (hereinafter referred as "Koderat").

1.3 Inventories :

Inventories are valued at cost or net realizable value whichever is lower; cost is ascertained on the following basis :

- a) Raw Material, Packing Material, tools, spares and consumable are valued at cost on FIFO Basis.
- b) Work in progress/ Finished Goods are valued at cost of manufacturing, which includes cost of Raw Material and labour and overheads cost up to the relevant stage of completion.

Tools and Dies under process has been valued on percentage completion based on estimated cost of production and development of respective tools and dies.

Cost includes taxes and duties paid/payable on such goods, wherever applicable.

1.4 Cash and cash equivalents (for purposes of Cash Flow Statement) :

Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.5 Cash flow statement :

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or

payments. The cash flows from operating, investing and financing activities of the companies are segregated based on the available information.

1.6 Events occurring after the date of Balance Sheet :

Material events occurring after the date of Consolidated Balance Sheet are considered up to the date of approval of the accounts by the board of directors. There are no substantial events having an impact on the results of the current year Consolidated Balance Sheet.

1.7 Prior Period Items and Changes in Accounting Policies :

There is no change in the Accounting Policies which are being consistently applied by the company. No Prior Period items have materially affected this year's consolidated financial statements. Figures of previous year have been regrouped, rearranged and stated in line with the current year's presentation.

1.8 Depreciation :

- a) In case of parent company (Autoline) depreciation on all tangible assets has been calculated on Straight Line Method (SLM) and in case of subsidiary companies viz. ADSL is provided on Written down value method (WDV), as per the rates and manner prescribed under Schedule II of the Companies Act, 2013.
- b) Except for items where 100% depreciation rate is applicable, depreciation on fixed assets , added/ disposed off during the year, is provided on pro-rata monthly basis with reference to date of addition / disposal.
- c) In case of revalued Asset, the Depreciation calculated as per above method, and the difference between revalued value and original value is reduced from the total Depreciation and same is also reduced from the Revaluation Reserve.
- d) In case of foreign subsidiaries, depreciation on fixed assets has been provided at the rates required/permissible by the Generally Accepted Accounting Principles of the respective countries.

1.9 Revenue recognition :

- a) Sales are accounted on net of tax less sales Returns/Rejection. Revenue from sale of products is recognized upon passage of title to the customer on acceptance of goods which generally coincides with the dispatch of materials
- b) Service income is recognised on the completion of service / contract with the customer, when the related services are performed.
- c) Dividend Income is recognized when the right to receive the dividend is unconditional at the Balance Sheet date.
- d) Interest Income is recognized on accrual basis.
- e) Insurance Claims receivable from Insurance Companies against risks covered are accounted on in the year of receipt of claim.

1.10 Fixed Asset :

- a) Fixed Assets are accounted at Cost of acquisition or construction. All costs relating to acquisition and installation of fixed assets are recorded at cost of acquisition and installation. Fixed Assets are capitalized net of Cenvat / VAT for which Credit is taken and includes borrowing cost directly attributable to construction or acquisition of fixed assets, up to the date the asset is put to use.
- b) Fixed assets are eliminated from financial statements, either on disposal or when retired from active use. The retired assets are disposed off immediately. The capitalised cost of such disposed/retired assets, are removed from the fixed assets records.
- c) Pre-operative expenses, including interest on borrowings, Wages paid to tool room employees and other incidental expenses and the proportionate overheads related thereto till the date of commissioning, for the projects, where applicable, incurred till the projects are ready for commercial production, are treated as part of the project cost and capitalised.
- d) Internally manufactured/constructed fixed assets are capitalised at factory cost, including excise duty, where applicable.

1.11 Research & Development :

- a) Revenue expenditure on research & development is charged to respective heads of account in the year of incurrence.
- b) Research & Development expenditure incurred on the identified product/ process is carried forward when its future recoverability can reasonably regarded as assured. Expenditure incurred till the commencement of production / process is carried forward under capital work in process. The expenditure carried forward is amortized over the period not exceeding ten years.

- c) The carrying value of Research & Development cost is reviewed for impairment annually when the asset is not yet in use and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

1.12 Foreign currency transactions and translations :

- a) The reporting currency of the consolidated financial statement is Indian Rupee.
- b) On consolidation, the assets, liabilities and goodwill or capital reserve arising on the acquisition, of the non integral foreign operations are translated at exchange rate prevailing on the balance sheet date, and in case of integral foreign operations, at exchange rate prevailing on the date of transactions.

In case of non integral foreign operations, Income and expenditure items are translated at the monthly average exchange rate and in case of integral foreign operations, at exchange rate prevailing on the date of transactions.

Exchange differences arising in case of non integral foreign operations are recognised in the Exchange Difference on Consolidation classified under Reserves and Surplus.

- c) The premium or discount arising on forward exchange contract including those entered into to hedge foreign currency risk of a firm commitment or highly probable forecast transaction other than those which are not intended for trading or speculative purpose, are amortized as expenses or income over the life of the contract. Exchange difference on such contract is recognized in the profit & loss account of the reporting period in which the exchange rate changes. Any profit or loss arising on cancellation or renewal of such forward exchange contract is recognized as income or as expense of the year.
- d) At the close of the year the outstanding balances in foreign currency are converted in Indian Rupees at the rate applicable on the last date of the year or Forward contract rate whichever is less. The option available under amendment to AS-11 relating to "the effects of changes in Foreign Currency Rates" in respect of its long term foreign currency monetary items has not been exercised and hence the principles laid down in AS-11 before such amendment have been continued to be followed.

1.13 Government grants, subsidies and export incentives :

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. The same is treated as revenue/ capital as per the scheme framed by the Government and the same is routed through statement of Profit & Loss.

1.14 Investments :

Investments are recorded at cost of purchase. Interest earned on Bank Fixed Deposit is accounted on receipt basis. Unquoted investments are accounted at cost & Provision for diminution in value of long term investment is made, to recognize a decline other than temporary.

1.15 Employee benefits Costs :

Contribution to Provident Fund are accrued in accordance with applicable statutes and deposited with the Regional Provident Fund Commissioner.

Contribution in respect of Gratuity is made to the approved Gratuity Fund maintained by Life Insurance Corporation of India Ltd in case of Autoline.

Liabilities for Gratuity is provided at the period end and is paid to eligible employees on separation from Company.

The liability in respect of Bonus and for Leave Encashment is provided on actual basis.

ADSL has not maintained fund for Gratuity at any authorised institution or trust or its own.

1.16 Employee Stock Options:

Employee Stock Options are evaluated and accounted on intrinsic value method as per the accounting treatment prescribed by Guidance Note on 'Accounting for Employee Share –Based Payments' issued by ICAI read with SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines 1999 issued by SEBI. The excess of market value, if any, of the stock option as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to the profit & loss account on vesting basis over the vesting period of the option .The un-amortized portion of the deferred employee compensation is reduced from Employee Stock Option outstanding, which is disclosed under Reserves & Surplus.

1.17 Borrowing costs :

Borrowing costs that are directly attributable to the acquisition, construction or production of fixed assets are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

1.18 Earnings per share :

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

1.19 Taxes on income :

Tax Expenses for the year, comprising Current Tax including Wealth Tax, and is included in determining the net profit for the year. A provision is made for the current tax and based on tax liability computed in accordance with relevant tax rates and tax laws.

Current and deferred tax relating to items directly recognised in equity and not in the Statement of Profit and Loss Account.

1.20 Deferred Tax- Asset/ Liability :

The Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered accountants of India, has become applicable to the Company. The Deferred Tax is recognized for all timing differences being the difference between "Taxable Income" and "Accounting Income" that originate in one period, and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates. Deferred Tax Assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying value at each balance sheet date.

1.21 Miscellaneous Expenditure :

Miscellaneous expenditure is written off over a period of future economic benefit available not exceeding five years.

1.22 Deferred Revenue Expenditure :

The deferred revenue expenditure is considered in respect of Bank Processing fees, professional fees paid for new term loans, the period of which is more than 5 years and foreclosure charges in respect of term loan foreclosed. The same is written off over the period of loan taken / original period of loan foreclosed.

1.23 Impairment of assets :

The Management periodically assesses, using external and internal sources whether there is an indication that an asset may be impaired. If an asset is impaired, the company recognizes impairment loss as the excess of carrying amount of the asset over recoverable amount.

1.24 Provisions and contingencies :

The company recognizes provisions when there is a present legal or constructive obligation as a result of past event that probably require an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure of a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Provisions are not discounted to its present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect current best estimates.

1.25 Capital work in Progress :

The Expenditure which are of Capital nature and the assets for which it is incurred which has not come into existence/ put to use during the year is disclosed under this head.

1.26 Tools & Dies :

Tools & Dies designed/ manufactured in house have been capitalised considering direct cost of the material, wages paid to tool room employees, and other incidental expenses and proportionate overheads including borrowing cost related thereto.

Note 2 Share capital

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of shares	₹	Number of shares	₹
(a) Authorised				
Equity shares of ₹10 each with voting rights	29,500,000	295,000,000	29,500,000	295,000,000
(b) Issued, Subscribed and fully paid up				
Equity shares of ₹10 each with voting rights	12,285,246	122,852,460	12,249,465	122,494,650
Add: ESOP Allotment During the Period	55,808	558,080	35,781	357,810
Total	12,341,054	123,410,540	12,285,246	122,852,460

Sub- notes to Note 2**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Closing Balance
Equity shares with voting rights							
Year ended March 31, 2015							
- Number of shares	12,285,246	-	-	55,808	-	-	12,341,054
- Amount	122,852,460	-	-	558,080	-	-	123,410,540
Year ended March 31, 2014							
- Number of shares	12,249,465	-	-	35,781	-	-	12,285,246
- Amount	122,494,650	-	-	357,810	-	-	122,852,460

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2015		As at March 31, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Linc Wise Software Private Limited	1,000,000	8.10%	1,000,000	8.14%
Mrs. Rekha Rakesh Jhunjunwala	731,233	5.93%	731,233	5.95%
Mr. Shivaji Tukaram Akhade	633,681	5.13%	633,681	5.16%
TOTAL	2,364,914	19.16%	2,869,631	23.36%

Note 3 Reserves and surplus

Particulars	As at March 31, 2015	As at March 31, 2014
(a) Capital reserve		
Opening balance	-	-
Less: Utilised for Merger	-	-
Closing balance	-	-
(b) Securities premium account		
Opening balance	1,344,676,454	1,357,641,024
Add : Premium received on allotment of 55808 equity Shares pursuant to ESOP - face value of ₹ 10/- at premium of ₹ 15/- Per Share.	837,120	536,715
Add : Premium transferred from Employee Stock outstanding account on allotment of 55808 equity shares at fair value of ₹ 234.45/- Per Share	13,084,185	8,388,855
Add: Premium received on allotment of 81,67,000 equity Shares @ ₹ 10 each.	46,200,000	4,083,500
Closing balance	1,404,797,759	1,370,650,094
(c) Revaluation reserve		
Opening balance	9,444,142	9,828,846
Less: Utilised for set off against depreciation of Revalued Asset	384,704	384,704
Closing balance	9,059,438	9,444,142
(d) Share options outstanding account		
Employee Stock Option Outstanding Account	4,432,044	18,194,024
Less : Deferred Employee Compensation Account	-	-
Net Balance	4,432,044	18,194,024
(e) General reserve		
Opening balance	120,227,655	120,227,655
Add: Transferred from surplus in Statement of Profit and Loss	-	-
Closing balance	120,227,655	120,227,655
(f) Exchange Difference on Consolidation	2,111,669	(1,349,926)
(g) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	587,945,211	1,033,862,963
Add: Profit / (Loss) for the year	(569,222,816)	(397,554,457)
Less:		
Dividend paid for Preceding Year	-	31,487
Tax on dividend	-	5,351
Realisation of Sales of USA Subsidiary	173,725,860	-
Carrying amount of Assets where the useful life is over, written off	8,773,382	-
Closing balance	(163,776,846)	636,271,668
Total	1,376,851,719	2,153,437,657

Note 4 Long-term borrowings

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Term loans		
From Banks - Secured	1,254,746,139	564,697,164
From Promoters Directors - Unsecured	32,500,000	-
	1,287,246,139	564,697,164
(b) Deferred payment liabilities		
Secured	-	-
Unsecured	1,515,486	4,768,650
	1,515,486	4,768,650
Total	1,288,761,625	569,465,814

Sub-notes to Note 4

- (i) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:

Particulars	As at March 31, 2015		As at March 31, 2014	
	Secured	Unsecured	Secured	Unsecured
<u>Term loans from banks:</u>				
Bank of Baroda				-
Term Loan	59,683,306	-	61,566,071	-
Working Capital Term Loan	375,000,000	-	-	-
Funded Interest Term Loan	15,737,075	-	-	-
Axis Bank Ltd				-
Term Loan-1	151,398,466	-	143,890,652	-
Term Loan-2	101,016,350	-	84,235,231	-
Term Loan-3	103,459,928	-	-	-
Funded Interest Term Loan	10,817,703	-	-	-
NKGSB Co-Op Bank Ltd. Term Loans	62,345,587	-	22,700,500	-
Vidya Sahakari Bank Ltd Term Loan	17,743,018	-	13,539,473	-
The Catholic Syrian Bank Ltd				-
Term Loan - 1	61,309,823	-	59,613,638	-
Term Loan - 2	37,914,253	-	33,253,460	-
Term Loan - 3	70,823,214	-	-	-
Working Capital Term Loan	170,612,728	-	-	-
Funded Interest Term Loan	12,542,200	-	-	-
Bank of Baroda (Vehicle Loan)	973,615	-	749,843	-
Tata Capital Financial Services Ltd.				-
- Hire Purchase Loan	3,368,873	-	21,979,359	-
NP First Financial Bank - Term Loan	-	-	123,168,937	-
Total	1,254,746,139	-	564,697,164	-

Terms of Repayment & Security for Secured Loan.

The Bankers of the Company have restructured various facilities sanctioned to the Company and have granted a moratorium period of 2 years from 01.12.2014 to 30.11.2016 on repayment of Term Loan and servicing Interest on all sanctioned facilities to the Company and have accorded their sanction for Reschedulement for repayment thereof. Further the excess amount of present Working Capital facilities as per the Banking norms have been converted into Working Capital Term Loans (WCTL) and these WCTL are also repayable as per the revised repayment schedule.

Accordingly as per the Revised Repayment Schedule the future repayments to Banks and details of Securities offered to them are as follows:-

- Bank of Baroda's loans are secured by First Charge on Fixed Assets of the Company situated at Plot No. 6 & 8, TML Vendor Park, Rudrapur, Uttarakhand and Second Charge on Fixed assets of the Company situated at S.No. 313/314, Nanekarwadi, Chakan. **Term Loan-1** is repayable at monthly installment of ₹ 8 lacs for first 3 years from November, 2016 till March, 2019, ₹ 10 lacs for next 2 years till March 2021 and remaining amount at ₹ 20 lacs per month in 8 installments in Financial year 2021 - 22. **WCTL-** is repayable at monthly installment of ₹ 63 lacs in 60 months till December, 2021. **Funded Interest Term Loan** is repayable at monthly installment of ₹ 13 lacs for first 3 years from November, 2016 till March, 2019, ₹ 18 lacs for next 2 years till March 2021 and remaining amount at ₹ 33 lacs per month in 8 installments in Financial year 2021 - 22.
- Axis Bank Ltd.'s loans are secured by charge on all Fixed assets of the Company except situated at Plot no. 5, 6 & 8, TML Vendor Park, Rudrapur, Uttarakhand and Plot No. E-12 (17) (8), M.I.D.C., Bhosari, Pune-411026 and S. No. 313/314, Nanekarwadi, Chakan. **Term Loan - 1** is repayable in monthly installment of ₹ 24 lacs for first 3 years from November 2016 till March 2019, at monthly installment of ₹ 32 lacs till March 2021 and at monthly installment of ₹ 59 lacs till December 2021. **Term Loan - 2** is Corporate loans of ₹ 10 Cr. is repayable at monthly installment of ₹ 13 lacs for first 3 years from November 2016 till March 2019, at monthly installment of ₹ 17 lacs till March, 2021 and at monthly installment of ₹ 31 lacs till December 2021. **Term Loan - 3** is Corporate loans of ₹ 10 Cr. is repayable in 10 equal quarterly installment of ₹ 1 Crore during the period November 2011 till June 2017. **Funded Interest Term Loan** is repayable in monthly installment of ₹ 9 lacs for first 3 years from November 2016 till March 2019, at monthly installment of ₹ 13 lacs till March 2021 and at monthly installment of ₹ 23 lacs till December 2021.

3. The term loans from NKGSB Co-op. Bank Ltd. & Vidya Sahakari Bank Ltd. have been secured by charge on Fixed Assets of the Company at Plot No. E-12 (17) (8), M.I.D.C. Bhosari, Pune-411026 & Plot No 5, TML Vendor Park, Rudrapur, Uttarakhand respectively.
- 3.1. Term Loans from NKGSB are repayable as follows:-
- NKGSB term loan LNM/19 is repayable (including Interest) in 60 monthly installment of ₹1 Lacs
- NKGSB term loan LNM/46 is repayable (including Interest) in 60 monthly installment of ₹ 2 Lacs
- NKGSB term loan LNM/69 is repayable (including Interest) in 60 monthly installment of ₹ 3 Lacs.
- NKGSB term loan LNM/70 is repayable (including Interest) in 60 monthly installment of ₹ 1 Lacs.
- NKGSB term loan WCTL is repayable (including Interest) in 60 monthly installment of ₹ 4 Lacs.
- NKGSB term loan FITL is repayable (including Interest) in 60 monthly installment of ₹ 3 Lacs.
4. Vidya Sahakari Bank is in the process of according there approval for Restructuring of Loans sanctioned by them and present repayment schedule is as follows:-
- Vidya Saha.Bank term loan TL/HPL/432 is repayable (including Interest) in 60 monthly installment of ₹ 2.33 Lacs.
- Vidya Saha.Bank term loan TL/HPL/483 is repayable (including Interest) in 60 monthly installment of ₹ 2.40 Lacs.
- Vidya Saha.Bank term loan TL/HPL/486 is repayable (including Interest) in 60 monthly installment of ₹ 0.60 Lacs.
- Vidya Saha.Bank term loan TL/HPL/515 is repayable (including Interest) in 60 monthly installment of ₹ 4.76 Lacs.
5. The Catholic Syrian Bank Ltd.'s loans are secured by First Charge on Fixed assets of the Company situated at S. No. 313/314, Nanekarwadi, Chakan and Second Charge on Fixed assets of the Company situated at Plot No. 6 & 8, TML Vendor Park, Rudrapur, Uttarakhand.
- Term Loan - 1** is repayable at monthly installment of ₹ 8 lacs for first 3 years from November, 2016 till March, 2019, ₹ 10 lacs for next 2 years till March, 2021 and remaining amount at ₹ 20 lacs per month in 8 installments in Financial year 2021 - 22, **Term Loan - 2** is repayable at monthly installment of ₹ 5 lacs for first 3 years from November, 2016 till March, 2019, ₹ 6 lacs for next 2 years till March, 2021 and remaining amount at ₹ 12 lacs per month in 8 installments in Financial year 2021 - 22, **Term Loan - 3** is repayable at monthly installment of ₹ 9 lacs for first 3 years from November, 2016 till March 2019, ₹ 12 lacs for next 2 years till March, 2021 and remaining amount at ₹ 22 lacs per month in 8 installments in Financial year 2021 - 22, **WCTL** is repayable at monthly installment of ₹ 43 lacs from 2016 to March, 2017, at monthly installment of ₹ 14 lacs in FY 2017 - 18, at monthly installment of ₹ 21 lacs in FY 2018 - 19, at monthly installment of ₹ 28 lacs in FY 2019 to 21 and at monthly installment of ₹ 53 lacs till December, 2021, **Funded Intrest Term Loan** is repayable at monthly installment of ₹ 10 lacs for first 3 years from November, 2016 till March, 2019, ₹ 14 lacs for next 2 years till March, 2021 and remaining amount at ₹ 25 lacs per month in 8 installments in Financial year 2021 - 22.
6. Vehicle Loans have been secured by hypothecation of Vehicles.
7. Hire Purchase Loan taken from Tata Capital Financial Services Ltd of ₹ 5 Cr. for fully automatic machinery installed at Plot No. 6 at Uttarakhand. As per Hire Purchase Agreement, loan is secured by said machine.

Note 5 Short-term borrowings

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Loans repayable on demand		
From banks		
Secured	292,306,870	1,387,744,729
Unsecured	-	42,181,800
	292,306,870	1,429,926,529
(b) Loans and advances from Others		
Secured	197,188,464	95,833,333
Unsecured	15,923,221	10,923,221
	213,111,685	106,756,554
Total	505,418,555	1,536,683,083

Sub-notes to Note 5

(i) Details of security for the secured short-term borrowings:

Particulars	As at March 31, 2015		As at March 31, 2014	
	Secured ₹	Unsecured ₹	Secured ₹	Unsecured ₹
<u>Loans repayable on demand</u>				
Bank of Baroda	187,649,391		561,779,539	
The Catholic Syrian Bank Ltd.	79,466,226		265,946,447	
NKGSB Co-Op Bank Ltd.	25,191,253		42,792,886	
NP First Financial Bank - LOC	-		427,588,857	
NP First Financial Bank - Tooling	-		89,637,000	
	292,306,870	-	1,387,744,729	-
Tata Motors Limited- Trade Advance	197,188,464	-	95,833,333	-
Total	489,495,334	-	1,483,578,062	-

Terms of Repayment & Security for Secured Loan.

1. All working capital loan from the above banks have been secured by hypothecation of current assets of the company.
2. Tata Motors Limited has agreed for a moratorium of 1 year on Trade Advance provided by them, thus only interest will be served on the same during FY 2015 - 16 and repayment will be done in monthly equal installments with interest during FY 2016 - 17, which is Secured by Corporate Guarantee by Autoline Industries limited of ₹ 15 Cr.

Note 6 Trade payables

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Trade payables (Including Acceptances)	674,445,350	704,597,058
MSM Enterprises	7,339,821	16,610,857
Total	681,785,171	721,207,914

Note 7 Other current liabilities

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Current Maturities of Long-Term Debts (See Sub-Note)		
Secured	18,625,202	388,727,588
Unsecured	18,851,288	167,178,906
(b) Unpaid dividends *	681,292	863,520
(c) Interest accrued & due on borrowings	-	3,161,282
(d) Other Trade Deposits	37,666,000	17,000,000
(e) Other payables		
(i) Statutory Dues	166,620,733	72,091,841
(ii) Payable for employee benefits	49,032,111	43,618,892
(iii) Payables / Advances for fixed assets	54,237,946	22,139,994
(iv) Provision for Expenses	41,299,918	47,391,644
Total	387,014,490	762,173,667

*As per Section 205C of the Companies Act, 1956, Interim Dividend for the FY 2006-07 of ₹ 1,11,954/- remained unclaimed for 7 years is transferred to Investor Education and Protection Fund established by the Central Government in November, 2014.

Sub-note to Note-7

(i) Current Maturities of Long-Term Debts :

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Loans repayable on demand		
From banks / Financial Institution		
Secured	18,625,202	364,094,853
Unsecured	15,598,124	161,927,159
	<u>34,223,326</u>	<u>526,022,012</u>
(b) Deferred payment liabilities		
Secured	-	-
Unsecured	3,253,164	5,251,747
	<u>3,253,164</u>	<u>5,251,747</u>
Total	<u>37,476,490</u>	<u>531,273,759</u>

Note 8 Short-term provisions

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Provision - Others:		
(i) Provision for tax (net of advance tax)	-	-
(ii) Provision for Proposed Dividend	-	-
(iii) Provision for Tax on Proposed Dividend	-	-
Total	<u>-</u>	<u>-</u>

NOTE 9 A : CONSOLIDATED FIXED ASSETS :

(Amount in ₹)

SR NO	TANGIBLE ASSET	GROSS BLOCK				DEPRECIATION						NET BLOCK			
		AS ON 01.04.2014	ADDITIONS	TRANSFERS	DEDUCTIONS	AS ON 31.03.2015	AS ON 01.04.2014	ON OPENING	ON ADDITION	FOR THE YEAR	TRANSFERS	DEDUCTIONS	AS ON 31.03.2015	AS ON 31.03.2015	AS ON 31.03.2014
1	LAND AND DEVELOPMENT	48,568,768	-	-	-	48,568,768	-	-	-	-	-	-	48,568,768	48,568,768	
2	LAND - LEASE HOLD	75,428,493	-	-	-	75,428,493	1,530,512	-	-	-	-	-	1,530,512	73,897,981	73,897,981
3	BUILDING	944,072,375	504,016	-	-	944,576,391	174,790,897	31,469,222	8,547	31,477,769	-	-	206,268,666	738,307,725	769,281,478
4	BUILDING - OFFICE	1,549,000	-	-	-	1,549,000	44,203	25,829	-	25,829	-	-	70,032	1,478,968	1,504,797
5	PLANT AND MACHINERY*	1,590,399,286	20,720,622	-	-	1,611,119,908	396,028,026	127,650,754	356,432	128,007,186	-	-	524,035,212	1,087,083,696	1,194,370,260
6	TOOLS AND DIES	737,981,082	770,881	-	-	738,751,963	284,491,351	38,048,246	44,693	38,092,939	-	-	322,584,290	416,167,673	453,489,731
7	COMPUTERS AND SOFTWARES	101,335,656	7,645,837	-	-	108,981,493	86,174,316	5,795,620	380,583	6,176,023	-	(1,649,002)	93,999,521	14,981,972	15,161,340
8	ELECTRICAL FITTINGS	116,238,626	340,363	-	-	116,578,989	42,873,107	20,443,126	16,338	20,459,464	-	-	63,332,571	53,246,418	73,365,519
9	FURNITURE	25,197,569	-	-	-	25,197,569	11,022,770	4,149,136	-	4,149,136	-	(530,987)	15,702,893	9,494,676	14,174,799
10	VEHICLES	24,833,900	-	-	-	24,833,900	14,657,674	8,529,391	-	8,529,391	-	-	23,187,065	1,646,835	10,176,226
11	OFFICE EQUIPMENTS	13,583,378	53,010	-	-	13,636,388	4,961,881	643,377	6,884	650,261	-	(6,593,404)	12,205,546	1,430,842	8,621,497
12	Autoline Industries, Inc. USA	279,435,962	-	-	-	279,435,962	88,721,209	12,332,632	-	12,332,632	-	101,053,840	-	-	190,714,754
TOTAL		3,958,623,095	30,034,729	-	-	3,709,221,862	1,105,295,945	249,087,333	813,477	249,900,810	-	92,280,447	1,262,916,307	2,446,305,554	2,853,327,150

SR NO	INTANGIBLE ASSET	GROSS BLOCK					DEPRECIATION					NET BLOCK		
		AS ON 01.04.2014	ADDITIONS	TRANSFERS	DEDUCTIONS	AS ON 31.03.2015	AS ON 01.04.2014	ON OPENING	ON ADDITION	FOR THE YEAR	TRANSFERS	DEDUCTIONS	AS ON 31.03.2015	AS ON 31.03.2014
1	R & D PROCESS DEVELOPMENT	195,614,394	-	-	-	195,614,394	100,717,152	19,408,435	-	19,408,435	-	-	120,125,587	75,488,807
2	INTANGIBLE ASSETS	39,900,000	-	-	-	39,900,000	33,366,563	6,533,437	-	6,533,437	-	-	39,900,000	-
3	Computer Aided Engineering (CAE)	28,699,282	-	-	-	28,699,282	26,707,612	831,414	-	831,414	-	-	27,539,026	1,160,256
4	TRADE MARK	20,500	-	-	-	20,500	20,500	-	-	-	-	-	20,500	-
TOTAL		264,234,176	-	-	-	264,234,176	160,811,827	26,773,286	-	26,773,286	-	-	187,585,113	76,649,063
													103,422,349	

SR NO	WORK IN PROGRESS	GROSS BLOCK				DEPRECIATION					NET BLOCK			
		AS ON 01.04.2014	ADDITIONS	TRANSFERS	DEDUCTIONS	AS ON 31.03.2015	AS ON 01.04.2014	ON OPENING	ON ADDITION	FOR THE YEAR	TRANSFERS	DEDUCTIONS	AS ON 31.03.2015	AS ON 31.03.2014
1	CAPITAL WIP	-	-	-	-	-	-	-	-	-	-	-	-	-
	TOTAL		-	-	-	-	-	-	-	-	-	-	-	-
	Grand Total	4,222,857,271	30,034,729	-	279,435,962	3,973,456,038	1,266,107,772	275,860,619	813,477	276,674,096	-	92,280,447	1,450,501,420	2,522,954,617
														2,956,749,499

NOTE 9 B - DEPRECIATION AND AMORTISATION

Particulars	For the year ended on 31st March, 2015		For the year ended on 31st March, 2014	
	₹		₹	
Depreciation and Amortisation for the year on Tangible Asset as per Note 9 A		249,900,810		217,094,632
Depreciation and Amortisation for the year on Intangible Asset as per Note 9 A		26,773,286		29,994,087
Less: Utilised form Revaluation Reserve		384,704		384,704
Add: Amortisation Expenses		-		-
Depreciation and Amortisation		276,289,391		246,704,015

Notes:-

- Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortized carrying value is being depreciated / amortised over the revised/remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to ₹ 81,45,774.
- Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II, due to such change the charge of Depreciation is higher by ₹ 1,74,96,190.

Note 10 Non-current investments

Particulars	For the year ended March 31, 2015 ₹ Unquoted	For the year ended March 31, 2014 ₹ Unquoted
Investments (At cost):		
A. Trade		
(a) Investment in equity instruments		
(i) Investment in SZ Design SRL & Zagato SRL, Italy* - (Unquoted)	316,224,039	316,224,039
Total	316,224,039	316,224,039
B. Other investments		
(a) Investment in equity instruments		
(i) Other Entities		
- Rupee Co-op Bank Ltd. - (Unquoted)	500,000	500,000
20,000 (As at 31 March, 2013: 20,000) shares of ₹ 25 each fully paid		
- NKGSB Co-op. Bank Ltd. Equity Shares - (Unquoted)	500,000	500,000
50,000 (As at 31 March, 2013: 50,000) shares of ₹ 10 each fully paid		
- Vidya Sahakari Bank Ltd. Equity Shares - (Unquoted)	500,000	500,000
5,000 (As at 31 March, 2013: 5,000) shares of ₹ 100 each fully paid		
Sub Total	1,500,000	1,500,000
Less- Provision for Diminution in Value of Investment	500,000	-
	1,000,000	1,500,000
- Investment in Mutual Fund		
SBI mutual Fund - (Quoted)	132,391	124,613
TATA Mutual Fund - (Quoted)	20,054	18,863
Total	1,152,445	1,643,476
Total (A + B)	317,376,483	317,867,515

*Note:- The Company has invested Euro 4.57 Million plus incidental expenses (Balance on 31.03.2015 in INR ₹ 31,62,24,039/-) in wholly owned subsidiary, Koderat Investment Ltd. (Cyprus) after given effect of consolidation. In turn the subsidiary utilized the same for investment in S.Z. Design SRL and Zaggato SRL Milan Italy. S.Z. Design SRL and Zaggato SRL Milan Italy have issued 49% of Equity Shares to Koderat Investment Ltd (Cyprus).

Note 11 Long-term loans and advances

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Advance income tax (net of provisions) Unsecured, considered good	28,473,063	29,361,384
(b) MAT credit entitlement - Unsecured, considered good	135,179,778	135,179,778
(c) Capital Advance - Unsecured considered good	3,835,000	-
Total	167,487,841	164,541,162

Note 12 Other non-current assets

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Unamortised expenses		
(i) Deferred Revenue Expenditure	526,875	526,875
(ii) Expenses for increase in Authorised Capital	899,243	1,065,843
(iii) Acquisition Cost	-	32,957,894
(iv) Accumulated Amortization	-	(8,630,728)
Total	1,426,118	25,919,884

Note 13 Inventories

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Raw materials (including spare, tools, consumables & Bought out)	226,476,393	460,174,366
(b) Work-in-progress		
Work-in-progress	264,049,821	470,496,475
Land and Development Cost(WIP)	1,018,932,908	918,869,593
Engineering Design Services	-	17,333,950
(c) Finished goods (other than for trading)	29,966,635	69,178,794
Total	1,539,425,757	1,936,053,178
(Inventories valued at lower of cost and net realisable value)		

Note 14 Trade Receivables

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Trade receivables outstanding - (exceeding six months from the date they were due for payment)		
Secured, considered good	-	-
Unsecured, considered good	100,316,370	808,256,986
Doubtful	9,685,760	-
Less: Provision for Doubtful Debt	9,685,760	-
	100,316,370	808,256,986
Trade receivables outstanding - (Less than six months from the date they were due for payment)		
Secured, considered good	-	-
Unsecured, considered good	168,561,536	153,141,248
Doubtful	-	-
	168,561,536	153,141,248
Total	268,877,906	961,398,234
The balance due from some of trade receivables are subject to reconciliation. Necessary adjustments, if any, may be made when the accounts are settled.		

Note 15 Cash and Cash Equivalents

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Cash on hand	196,111	255,185
(b) Balances with banks		
(i) In current accounts	11,158,339	44,429,647
(ii) In deposit accounts (Maturing within 12 months)	34,416,446	482,163
(iii) In deposit accounts (Maturing after 12 months)	9,406	3,941,031
(iv) In earmarked accounts		
- Unpaid dividend accounts	681,293	863,521
Total	46,461,595	49,971,547
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	46,461,595	49,971,547
*Balances with the Bank in Deposit Accounts are pledged with Banks as a Margin Money for Non fund based credit facilities.		

Note 16 Short Term Loans and Advances

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Security deposits	11,964,928	14,354,723
(b) Advances to Employees	278,580	453,836
(c) Prepaid Expenses	3,803,724	4,216,281
(d) Balances with government authorities	132,521,737	124,436,473
(e) Advance for Land Purchase	7,766,231	1,243,931
(f) Inter-Corporate Loan & Advances (Unsecured, considered good)	-	-
(g) Advance to Suppliers *	30,692,416	25,886,039
(h) Advance income tax (net of provisions) - Unsecured, considered good	7,901,897	9,550,617
Total	194,929,513	180,141,901

*The balances of advance given to some of suppliers are subject to reconciliation. Necessary adjustments, if any, will be made when the accounts are settled.

Note 17 Other Current Assets

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(a) Unamortised expenses		
(i) Deferred Revenue Expenditure	-	5,062,117
(ii) Expenses for Increase in Authorised Capital	418,176	355,281
	418,176	5,417,398
(b) Others		
(i) Industrial Subsidy Receivable	99,338,155	85,522,747
(ii) Receivable from Directors	500	500
(iii) Receivable on sales of fixed assets	-	6,872,400
Total	99,756,831	97,813,044

Note 18 Revenue from operations

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
(a) Sale of products		
(i) Sales Manufacturing	5,070,696,280	6,775,653,783
(ii) Sales PTC Licenses		7,972,429
(b) Sale of services	803,322	5,578,000
(c) Other operating revenues	368,789,530	330,942,307
	5,440,289,132	7,120,146,519
<u>Less:</u>		
(d) Excise duty	373,085,067	349,604,887
Total	5,067,204,065	6,770,541,632

Note 19 Other income

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
(a) Interest income	2,693,637	13,522,663
(b) Dividend income:		
from current investments		
others	68,969	84,354
(c) Net gain on foreign currency transactions and translation	3,970,701	9,250,534
(d) Other non-operating income	693,535	5,003,404
(e) Prior period income (net)	-	543,387
Total	7,426,842	28,404,342

Note 20.a Cost of materials consumed

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Opening stock	460,174,366	398,878,707
Add : Purchases:		
PTC Licenses Purchase (AMC)	-	3,519,119
PTC Licenses Purchase	-	4,997,457
Purchases (Manufacturing)	3,693,119,880	4,957,217,221
	4,153,294,246	5,364,612,503
Less: Closing stock	319,451,499	460,174,366
Cost of material consumed	3,833,842,747	4,904,438,138

Note 20.b Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
<u>Inventories at the end of the year:</u>		
Finished goods	68,230,711	69,178,794
Work-in-progress	674,527,347	487,830,425
	742,758,059	557,009,219
<u>Inventories at the beginning of the year:</u>		
Finished goods	69,178,794	78,151,239
Work-in-progress	487,830,425	508,350,169
	557,009,219	586,501,408
Net (increase) / decrease	(185,748,839)	29,492,189

Note 21 Employee benefits expense

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Salaries, Wages and Bonus	510,461,053	641,102,809
Contributions to provident and other funds	27,298,905	35,751,444
Contributions to Gratuity	6,165,429	6,266,524
Expense on employee stock option (ESOP) scheme	(677,795)	10,539,402
Employee Insurance	3,122,594	41,585,611
Staff welfare expenses	61,141,682	27,692,803
Leave Encashment	8,134,965	17,379,706
Total	615,646,833	780,318,300

Note 22 Finance costs

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
(a) Interest expense on:		
(i) Borrowings	269,276,859	259,858,900
(ii) Letter of Credit	17,194,673	17,685,797
(iii) Interest on delayed / deferred payment	5,288,809	11,804,192
(iv) Others	13,603,702	11,116,959
(b) Other borrowing costs	12,412,837	5,326,440
(c) Net loss on foreign currency transactions and translation	404,570	419,795
(d) Bank Charges & Commission	5,489,157	32,505,877
Total	323,670,608	338,717,959

Note 23 Other expenses

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
<u>Manufacturing Expenses</u>		
Labour Charges	328,172,096	295,822,988
Power and Fuel	99,869,286	99,524,649
Transport Charges	191,095,424	189,365,419
Repairs and Maintenance - Buildings	12,502,750	20,366,154
Repairs and Maintenance - Machinery	33,301,875	26,241,455
Other manufacturing expenses	5,141,381	4,637,867
	670,082,812	635,958,532
<u>Administrative and Other Expenses</u>		
Repairs and Maintenance - Others	19,571,229	27,656,754
Insurance	18,560,807	17,141,621
Rent	11,260,432	9,197,656
Rates and taxes	11,843,571	9,963,272
Communication & Internet Charges	8,292,566	10,020,523
Travelling and Conveyance	20,010,214	28,335,362
Printing and stationery	4,504,478	7,885,686
Legal and professional	35,963,042	46,034,919
Provision for Doubtful Debts	9,685,760	-
Provision for Diminution in Value of Investments	500,000	-
Payments to auditors (See Sub-Note)	3,641,316	4,038,786
Miscellaneous Expenses	33,460,191	30,782,097
Preliminary & Miscellaneous Expenses written off	5,480,292	6,103,398
Sundry Balance Writeoff (Net)	1,096,441	4,316,082
	183,870,340	201,476,157
Total	853,953,151	837,434,689

Note 23 Other expenses (Sub Note)

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Payments to auditors comprises (net of service tax input credit)		
As auditors - Statutory audit Previous Year	-	12,360
As auditors - Statutory Audit	2,660,360	3,260,360
Income Tax Matter	565,000	273,708
Reimbursement of expenses	415,956	492,358
Total	3,641,316	4,038,786

Note 24.a Exceptional items

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Electricity Subsidy Received	-	5,173,371
Industrial Promotion Subsidy	66,243,409	58,269,884
Net gain/(loss) on sale of Tangible Assets	-	280,906
Total	66,243,409	63,724,161

Note 24.b Extraordinary items

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Profit/(Loss) on sale of investments in Subsidiary / Associates .	16,226,660	(107,006,504)
Total	16,226,660	(107,006,504)

Note 25 Disclosures under Accounting Standard - 11 (The Effects of Changes in Foreign Exchange Rates)

The exchange fluctuation profit of ₹ 39,70,701/- and Loss of ₹ 4,04,570/- (Previous Year:- profit of ₹ 92,50,534/- & Loss of ₹ 4,19,795/-).

Note 26 Disclosures under Accounting Standard - 12 (Accounting for Government Grants)

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
Details of government grants		
Government grants received by <u>Autoline</u> during the year towards		
- Subsidies (recognised under Industrial Promotion Subsidy)	66,243,409	58,269,884
- Duty drawback (recognised under Other operating revenues)	782,172	1,016,241
	67,025,581	59,286,125

Note 27 Disclosures under Accounting Standard - 15 (Employee benefit plans)**Employee benefit plans**Defined contribution plans

The Company makes Provident Fund contributions to Employee Provident Fund Organisation for eligible employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plans

The Company offers the following employee benefit schemes to its employees:

- Gratuity - Contribution in respect of Gratuity is made to the approved Gratuity Fund maintained by Life Insurance Corporation of India Ltd.
- Other defined benefit plans - Medi Claim & Personal Accident Policy

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

Particulars	Year ended March 31, 2015		Year ended March 31, 2014	
	Gratuity	Other defined benefit plans (Medi Claim)	Gratuity	Other defined benefit plans (Medi Claim)
Actual contribution/provision to Benefit Plan for the year - <u>Autoline</u>				
Actual contributions	6,000,000	3,069,053	6,052,027	2,867,713

Note 28 Disclosures under Accounting Standards - 17 (Segment Reporting)
Segment information :-

Based on the Accounting Standard – 17 on “Segment Reporting” (AS-17), issued by the Institute of Chartered Accountants of India, business segment of the company is the primary segment comprises of business of manufacturing sheet metal auto components and assemblies thereof. As the company mainly operates in a single primary business segment, therefore the disclosure requirements as per Accounting Standard 17 “Segment Reporting” are not applicable to the Company. During the year the company had divested its investments in Autoline Industries USA, consequently it has not been considered for secondary segment determination.

Note 29 Disclosures under Accounting Standards - 18 (Related party transactions)
1. Details of related parties:

Description of relationship	Names of related parties
1) Associates	Indian - Foreign -
2) Key Management Personnel (KMP)	
Chairman Emeritus	Mr. Vilas Lande
Chairman (Non-executives Director)	Mr. Prakash B. Nimalkar
Managing Director	Mr. Shivaji Akhade
Managing Director & CEO	Mr. M. Radhakrishnan*
Wholetime Director	Mr. Sudhir Mungase
Executive Director & CEO	Mr. Umesh Chavan
3) Relatives of KMP	Key Management Personnel - Mr. Vilas Lande, Mr. Shivaji Akhade and Mr. Sudhir Mungase are related to each other.
4) Companies/Entities in which KMP / Relatives of KMP can exercise significant influence	i) Balaji Enterprises ii) Shreeja Enterprises iii) Sumeet Packers Pvt. Ltd iv) Siddhai Platers Private Ltd. v) Om Sai Transport vi) Hotel Vishwa Vilas vii) Hotel Aishwarya Restaurant viii) Lincwise Software Pvt. Ltd. ix) United Farming and Real Estate

*He was resigned as managing director and CEO w.e.f. May 31, 2014.

Note: Related parties have been identified by the Management and relied upon by the Auditors.

2. Details of related party transactions during the year ended March 31, 2015:

Particulars	Associates	Entities in which KMP / relatives of KMP have significant influence	KMP	Total
Sale of goods				
Current Year	-	9,304,236	-	9,304,236
Previous Year	(20,372)	(8,766,974)	-	(8,787,346)
Dividend Received				
Current Year	-	-	-	-
Previous Year	(6,522,600)	-	-	(6,522,600)
Unsecured Loan Received				
Current Year	-	-	5,000,000	5,000,000
Previous Year	-	-	-	-
Purchase of goods				
Current Year	-	36,732,080	-	36,732,080
Previous Year	-	(31,623,657)	-	(31,623,657)
Purchase of Land				
Current Year	-	7,381,480	-	7,381,480
Previous Year	-	(4,200,000)	(28,811,500)	(33,011,500)
Transportation				
Current Year	-	2,444,978	-	2,444,978
Previous Year	-	(10,866,221)	-	(10,866,221)
Rent Paid				
Current Year	-	-	-	-
Previous Year	-	(135,000)	-	(135,000)
Receiving of services				
Current Year	-	23,926	2,760,000	2,783,926
Previous Year	-	(19,171)	(1,800,000)	(1,819,171)
Directors Remuneration				
Current Year	-	-	16,148,858	16,148,858
Previous Year	-	-	(14,400,000)	(14,400,000)
Director Sitting Fees				
Current Year	-	-	955,000	955,000
Previous Year	-	-	(540,000)	(540,000)

Note 30 Disclosures under Accounting Standards - 20 (Earning Per Share)

Particulars	For the year ended March 31, 2015 ₹	For the year ended March 31, 2014 ₹
1. Basic Earning Per Share		
A. From Operations		
Net profit / (loss) for the year from operations	(576,779,576)	(397,554,457)
Add back : Amortised Cost for ESOP	-	10,539,402
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from operations attributable to the equity shareholders	(576,779,576)	(387,015,055)
Weighted average number of equity shares	12,328,515	12,277,592
Par value per share	10	10
Earnings per share from continuing operations - Basic	(46.78)	(31.52)
B. From Operations (Excluding Extra-ordinary Items)		
Net profit / (loss) for the year from operations	(576,779,576)	(397,554,457)
Add back : Extra-ordinary Items	16,226,660	107,006,504
Add back : Amortised Cost for ESOP	-	10,539,402
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from operations attributable to the equity shareholders	(560,552,916)	(280,008,551)
Weighted average number of equity shares	12,328,515	12,277,592
Par value per share	10	10
Earnings per share from operations (Excluding Extra-ordinary Items) - Basic	(45.47)	(22.81)
2. Diluted Earning Per Share		
A. From operations		
Net profit / (loss) for the year from operations	(576,779,576)	(387,015,055)
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders from operations	(576,779,576)	(387,015,055)
Add: Interest expense and exchange fluctuation on convertible bonds(net)	-	-
Less: Amortised cost for ESOP	677,795	(10,539,402)
Profit / (loss) attributable to equity shareholders from operations (on dilution)	(576,101,781)	(397,554,457)
Weighted average number of equity shares for Basic EPS	12,328,515	12,277,592
Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive	11,057	80,007
Weighted average number of equity shares - for diluted EPS	12,339,572	12,357,599
Par value per share	10	10
Earnings per share, from operations - Diluted	(46.69)	(32.17)
B. From operations (Excluding Extra-ordinary Items)		
Net profit / (loss) for the year from operations	(576,779,576)	(387,015,055)
Add back : Extra-ordinary Items	16,226,660	107,006,504
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders from operations	(560,552,916)	(280,008,551)
Add: Interest expense and exchange fluctuation on convertible bonds(net)	-	-
Less: Amortised cost for ESOP	677,795	(10,539,402)
Profit / (loss) attributable to equity shareholders from operations (on dilution)	(559,875,121)	(290,547,953)
Weighted average number of equity shares for Basic EPS	12,328,515	12,277,592
Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive	11,057	80,007
Weighted average number of equity shares - for diluted EPS	12,339,572	12,357,599
Par value per share	10	10
Earnings per share from operations (Excluding Extra-ordinary Items) - Diluted	(45.37)	(23.51)

Note 31 Disclosures under Accounting Standards - 21 (Consolidated Financial Statements)

In term of Accounting Standard (AS) 21 Consolidated Financial Statements and (AS) 23 Accounting for Investments in Associate in Consolidated Financial Statements, the consolidated financial statements present the consolidated accounts of Autoline Industries Limited (the Parent Company) with its subsidiaries & Joint Venture as under : -

Name of Subsidiary Companies	Country of Incorporation	As at 31-03-15 Proportion of Ownership Interest either directly or through subsidiary	As at 31-03-14 Proportion of Ownership Interest either directly or through subsidiary
Indian Subsidiaries			
i) Autoline Design Software Limited (ADSL)	India	100.00%	100.00%
ii) Autoline Industrial Parks Limited * (AIPL)	India	43.78%	43.78%
Foreign Subsidiaries			
i) Autoline Industries USA INC **	USA	-	100.00%
ii) Autoline Stampings Ltd, Korea (Subsidiary of Autoline Industries USA INC.) **	South Korea	-	100.00%
iii) Koderat Investments Ltd	Cyprus	100.00%	100.00%

* Autoline Industries Limited is holding 43.78% Equity Share of AIPL, however since it controls the composition of Board of Directors, AIPL is treated as Subsidiary Company.

** During the year the company had divested its 100% stake in Autoline Industries USA Inc and its subsidiary Autoline Stampings Ltd, Korea.

Note 32 Disclosures under Accounting Standards - 22 (Deferred Tax Asset/Liability)

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Deferred Tax Liability :		
Opening Balance :	124,462,417	125,356,114
Add: Transferred from Merged Entities	-	-
Add: Current Year Provision	(612,869)	(893,697)
Closing Balance	123,849,548	124,462,417
Deferred Tax asset and liabilities are being off-set as they relate to taxes on income levies by the same governing taxation laws.		
The following amounts are shown in the Balance Sheet		
Deferred Tax Liabilities	128,053,677	128,053,677
Deferred Tax Asset	4,204,129	3,591,260
Deferred Tax Liabilities (Net)	123,849,548	124,462,417
Break Up of Deferred Tax Assets / Liabilities.		
Deferred Tax Liabilities :		
Tax impact of the difference between carrying amount of fixed assets in financial statement and in income Tax return for the current year	128,053,677	128,053,677
Add: Transferred from Merged Entities	-	-
Add: Current Year Provision	-	-
Total	128,053,677	128,053,677
Deferred Tax Assets :		
Tax impact of expenses allowable as deduction in future years under Income Tax:	3,591,260	2,697,563
Less: Transferred to share premium a/c	-	-
Add: Current Year Provision	612,869	893,697
Closing Balance	4,204,129	3,591,260

The deferred tax Asset (Net) for the year under consideration amounting to ₹ 6,12,869/- has been recognized in Profit and Loss Account. The Provision for Deferred Tax Assets for the Current year of ₹ 6,12,869/- is provided on the timing difference of the expenditure, depreciation and write offs.

Note 33 Disclosures on Employee share based payments - (Guidelines notes issued by ICAI)

- a) In the 12th Annual general meeting of **Autoline** held on Sept 27, 2008, the shareholders approved the issue of 8,50,000 options under the Scheme titled "Autoline ESOS 2008" (ESOP A).

The ESOP A allows the issue of options to employees of the Company and its subsidiaries (whether in India or abroad). Each option comprises one underlying equity share.

As per the Scheme, the Remuneration / Compensation Committee grants the options to the employees deemed eligible. The options granted vest over a period of 5 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 5 years from the date of vesting.

The difference between the fair price of the share underlying the options granted on the date of grant of option and the exercise price of the option (being the intrinsic value of the option) representing Stock compensation expense is expensed over the vesting period.

b) Employee stock options details as on the Balance Sheet date are as follows:

Particulars	During the year ended March 31, 2015		During the year ended March 31, 2014	
	Options (Numbers)	Weighted avg. exercise price per option (₹)	Options (Numbers)	Weighted avg. exercise price per option (₹)
Option outstanding at the beginning of the year:				
- ESOP (Employee)	71,771	25	105,755	25
- ESOP (Director)	5,831	25	9,997	25
Granted during the year:				
- ESOP (Employee)	Nil	-	Nil	-
- ESOP (Director)	Nil	-	Nil	-
Vested during the year:				
- ESOP (Employee)	Nil	-	Nil	-
- ESOP (Director)	Nil	-	Nil	-
Exercised during the year:				
- ESOP (Employee)	51,643	25	31,615	25
- ESOP (Director)	4,165	25	4,166	25
Lapsed during the year:				
- ESOP (Employee)	2,891	25	2,369	25
- ESOP (Director)	Nil	-	Nil	-
Options outstanding at the end of the year:				
- ESOP (Employee)	17,237	25	71,771	25
- ESOP (Director)	1,666	25	5,831	25
Total Options available for grant:				
- ESOP	695,012	25	692,121	25

c) The fair value of the options has been determined under the Black-Scholes model. The assumptions used in this model for calculating fair value are as below:

Assumptions	March 31, 2015	March 31, 2014
Risk Free Interest Rate	7.00%	7.00%
Expected Life	Average life taken as 1 year from date of Grant (Vest)	Average life taken as 1 year from date of Grant (Vest)
Expected Annual Volatility of Shares	45%	45%
Expected Dividend Yield	Not separately included, factored in volatility working	Not separately included, factored in volatility working

Note 34 Previous year's figures

Disclosure and presentation made in the financial statements as per Schedule III of the Companies Act 2013. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Note 35 Additional information to the Consolidated Financial Statements**1. Contingent liabilities and commitments**

PARTICULARS	As at March 31, 2015 ₹	As at March 31, 2014 ₹
(i) Contingent liabilities		
(a) Claims against the Company not acknowledged as debt		
In <u>Autoline</u>		
- Income Tax Department	43,852,594	43,852,594
- Sales Tax Duties	368,922,759	474,248,452
- Electricity Charges (Maharashtra State Dist.Co. Ltd.)	2,277,021	1,832,588
In <u>AIPL</u>		
- Income Tax Department	2,005,602	2,005,602
(b) Bank Guarantee		
In <u>Autoline</u>		
- In Favour of Tata Motors Limited	2,875,472	-
In <u>ADSL</u>		
- Bank Guarantee (for debonding of warehouse)	-	350,000
(c) Corporate Guarantees on behalf of Autoline Industries Indiana LLC, USA (wholly owned subsidiary of Autoline Industries USA, Inc)		
In <u>Autoline</u>		
- In Favour of NP First Financial Bank	-	\$10,500,000
(d) Letter of Credit		
In <u>Autoline</u>		
- In Favour of Bank of Baroda	66,100,821	133,251,858
(g) Other money for which the Company is contingently liable		
In <u>ADSL</u>		
Unpaid Dividend on 12% Cumulative Redeemable Preference Shares for the years 2007-08 to 2014-15 ₹ (₹ 16,95,511/-)	13,564,090	11,868,578
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for		
- Tangible assets		
In <u>Autoline</u>	3,365,000	-
In <u>AIPL</u>	-	50,000,000

2. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
In <u>Autoline</u>		
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	7,339,821	16,610,857
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	1,131,555	3,800,639
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	1,131,555	3,800,639
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	1,131,555	3,800,639
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	87,033	583,454

Note :- Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

3. Value of imports calculated on CIF basis

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
Raw materials & Component In <u>Autoline</u>	19,223,947	20,286,563
Capital goods In <u>Autoline</u>	-	-

4. Expenditure in foreign currency

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
In <u>Autoline</u>		
Foreign Travel	-	99,643
Professional and consultation fees	254,362	258,763
Clearing and Forwarding Charges	584,087	636,643
Repair and Maintainance	-	49,770
In <u>ADSL</u>		
Software Upgradation	165,067	51,713

5. Amounts remitted in foreign currency during the year on account of dividend

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
In <u>Autoline</u>		
Amount of dividend remitted in foreign currency	-	170,351
Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)	-	6
Total number of shares held by them on which dividend was due	-	170,351
Year to which the dividend relates	-	2012-13

6. Details of consumption of imported and indigenous items

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
<u>Imported</u>		
In <u>Autoline</u>		
Raw materials & Component	19,223,947	20,286,563
percentage of consumption	0.50%	0.73%
<u>Indigenous</u>		
In <u>Autoline</u>		
Raw materials & Component	2,797,411,331	2,745,343,536
percentage of consumption	72.07%	98.20%
In <u>ADSL</u>		
Raw materials & Component	-	8,516,576
percentage of consumption	-	0.30%
<u>Consumption of Foreign Subsidiaries</u>		
In <u>Butler</u>		
Raw materials & Component	1,064,755,582	21,379,009
percentage of consumption	27.43%	0.76%
Total	3,881,390,860	2,795,525,684

7. Earnings in foreign exchange

Particulars	As at March 31, 2015 ₹	As at March 31, 2014 ₹
In <u>Autoline</u>		
i) Export of goods calculated on FOB basis	73,084,060	94,509,992
ii) Amounts received in foreign currency during the year	38,174,243	137,142,796
In <u>ADSL</u>		
i) Export of Services calculated on FOB basis	2,871,705	8,749,249
ii) Amounts received in foreign currency during the year	4,356,883	8,749,168
Total	118,486,891	249,151,205

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A. R. SULAKHE & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 110540W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PRAKASH NIMBALKAR
Chairman
DIN:00109947

SHIVAJI AKHADE
Managing Director
DIN: 00006755

UMESH CHAVAN
Executive Director and CEO
DIN: 06908966

CA. ANAND SULAKHE
Partner
Mem. No. 33451

Place : Pune

Date : May 27, 2015

R T GOEL
Chief Financial Officer

ASHISH GUPTA
Company Secretary

[illegible]



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L34300PN1996PLC104510

Name of the Company : AUTOLINE INDUSTRIES LIMITED

Registered Office : Survey Nos. 313, 314, 320 to 323, Nanekarwadi, Chakan, Tal. Khed, Dist. Pune-410501.
Tel: +91-2135-664865/6, Fax: +91-2135-664864/53

Email : investorservices@autolineind.com

Website : www.autolineind.com

Name of the Member(s)	
Registered Address	
Email ID	
Folio No / Client ID	
DP ID	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint

- Name :
Address:
Email ID: Signature: _____ or failing him / her
- Name :
Address:
Email ID: Signature: _____ or failing him / her
- Name :
Address:
Email ID: Signature: _____ or failing him / her

as my/ our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 19th Annual General Meeting of the company to be held on Tuesday, September 29, 2015 at 02.30 p.m. at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Taluka Khed, Pune 410501 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Optional #	
		For	Against
Ordinary Business			
1	Adoption of : (a) The audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2015.		
2	Reappointment of Mr. Sudhir Mungase (DIN: 00006754) who retires by rotation.		
3	Ratification of the appointment of M/s A. R. Sulakhe & Co., Chartered Accountants (Registration No. 110540) as Auditors and fixing their remuneration		
Special Business			
4	Appointment of Dr. Jayashree Fadnavis (DIN: 01690087) as an Independent Director		
5	Approval of the remuneration of Mr. Sudhir Mungase (DIN:00006754), Whole-time Director of the Company		
6	Approval of the remuneration of Mr. Shivaji Akhade (DIN:00006755), Managing Director of the Company		

Signed this _____ day of _____ 2015

Signature of member: _____

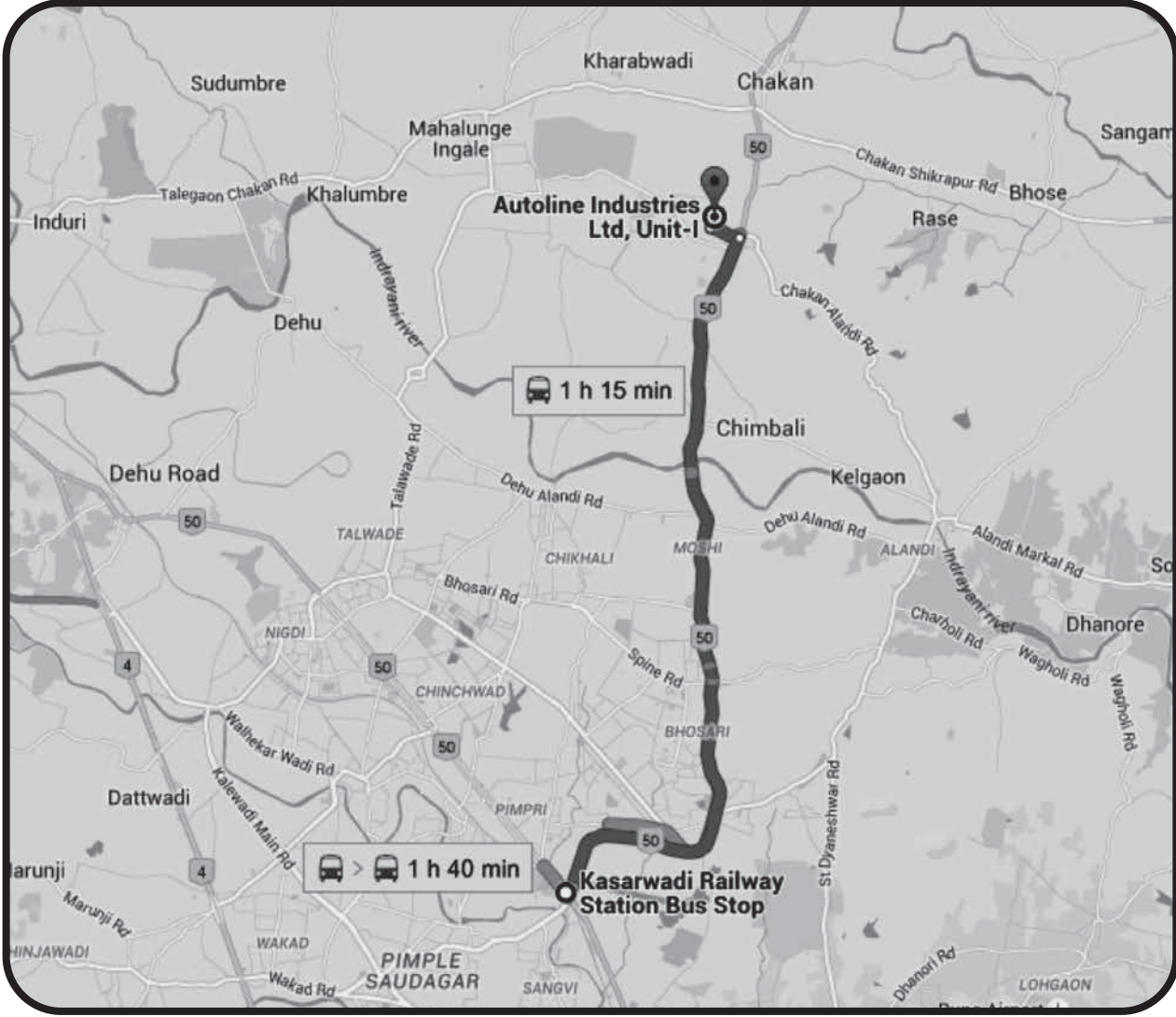
Signature of Proxy holder(s): _____

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a Member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- # This is only optional. Please put 'X' in the appropriate column against the respective resolutions indicated in the Box. If you leave the 'For', or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

Affix
Revenue
Stamp

ROUTE MAP (FOR AGM VENUE)





AUTOLINE INDUSTRIES LIMITED

CIN : L34300PN1996PLC104510

Regd. Office - S. Nos. 313, 314, 320 to 323,
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