



Annual Report FY 2019-2020

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CORPORATE INFORMATION

SM AUTO STAMPING LIMITED

CIN - U27109MH2006PLC163789

Website :- www.smautostamping.com

ISIN:- INE0C4I01011

Investor Relation ID:- investorrelations@smautostamping.com

Stock exchange Detail:- BSE SME Portal

<p>Registered Office Address: J-41 MIDC Ambad, Nashik -422010, Maharashtra India. Contact Details :-0253-6621106/07 Website :- www.smautostamping.com</p>	<p>Board of Directors</p> <ol style="list-style-type: none"> 1. Mr. Mukund Narayan Kulkarni. Chairman and Managing Director 2. Mr. Suresh GunawantFegde Whole Time Director 3. Mrs. Alka Mukund Kulkarni Non Executive Director 4. Mr. Aditya Mukund Kulkarni* Non Executive Director 5. Mr. SunilkumarDayama. Independent Director 6. Mr. Prakash Pathak Independent Director
<p>Plants:</p> <ol style="list-style-type: none"> 1. J-41 MIDC Ambad, Nashik - 422010, Maharashtra India. 2. C-13, MIDC Ambad, Nashik - 422010, Maharashtra India. 3. B198 Malegaon MIDC Sinnar, Nashik 	<p>Auditors: M/s. Milind M. Kulkarni and Associates Chartered Accountants, Address: 32, Atharva, Shramik Society, Akashwani Chawk,Opp. Swami Samarth Mandir, Gangapur Road, Nashik,Maharashtra 422013, India Phone : 0253-2573558 Email: contactus@mmkassociates.com Firm Registration No.: 126975W</p>
<p>Bankers:</p> <ol style="list-style-type: none"> 1. TJSB Sahakari Bank Limited (TJSB). 2. Small Industries Development Bank of India (SIDBI). 3. Shree Samarth Sahakari Bank Ltd. 4. Kotak Mahindra Prime Limited. 	<p>Share Registrar and Transfer Agent (RTA) Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building Opp. Vasant Oasis, Makwana Road Marol, Andheri (East), Mumbai 400059, IN. Telephone: +91 22 6263 8200 Website: www.bigshareonline.com SEBI Registration Number: INR000001385 CIN: U99999MH1994PTC076534</p>
<p>Investor Cell/ Company secretary -KMP Mr. Jayesh Sharad Kulkarni, Company Secretary companysecretary@smautostamping.com</p>	<p>Chief Financial Officer - KMP Mr. Suresh Jagadale</p>
<p>Internal Auditor:-CA Gauri Kulkarni</p>	<p>Secretarial Auditor - CS Sujata R. Rajebahadur,(FCS 5728), Company Secretary in Practice, Nashik</p>
<p>Associate Entity Details :- Name:-SM Autovision Private Limited CIN:-U29253MH2012PTC227990 RegdAdd :- C/O SM AUTO STAMPING PVT. LTD. J-41, MIDC AMBAD NASHIK MH 422010 % of Shareholding:- 48.00%</p>	<p>Segment :- Single Segment</p>

CORPORATE PHILOSOPHY

- Customer satisfaction
- On time delivery
- Systematic training with Continual improvement
- Transparency & openness
- Mutual trust and responsibility

Chairman's Letter

Dear Valued Stakeholders,

The Company was incorporated on 14th August, 2006. We are one of the well known auto-component manufacturers located in Nashik catering to the sheet metal components and sub-assemblies requirements of automobile parts/equipment manufacturers. Our range of product primarily covers sheet metal pressed components for clutches, brakes, engine mountings, chassis, shaft drive, body trims, bearings etc. which are used in passenger cars, commercial vehicles and tractors. Our products such as deep drawn components and control panel components also find application in electrical equipment industry.

FY 2019-2020 was full of ups and downs wherein the Automobile industry experienced some sort of slow down and on the other hand the Company successfully completed its Initial Public Offer (IPO) and expanded its shareholders base and stepped into new horizon.

The Financial Year 2019-2020 has been an eventful year for the Company. In FY 2019-20 the Company converted itself into a Public Limited Company from Private Limited Company, issued Bonus Shares to its shareholders and listed its Equity Shares on BSE SME portal on 16th March, 2020. From profitability point of view FY 2019-2020 was not so good since the Company incurred loss of Rs. 267.97 lacs.

In FY 2019-2020 we completed a major project of 260 housing for one of our customers before our prescribed deadline, which can be termed as a key highlight of FY 2019-2020. For which all the concerned employees of the Company worked restlessly and as a result of that the Company could achieve this milestone within record time. The customer has appreciated for our all efforts taken to achieve the results within timeframe.

At one of our plants we have installed solar panels in order to reduce electricity consumption from MSEB also this helps to use renewable source of energy. This helps us to reduce our carbon footprints.

We have successfully installed ETP project required for purification of wastage water which is now used for watering the trees at the plant level.

In the coming financial year the Company has initiated the process of identifying and inducting new customers and special plans are being implemented to procure additional orders from existing customers.

As company has outlines the strategic policies for cutting down the cost incurred on various elements, company expect good financial returns in coming years.

Since March, 2020 the whole world is struggling with Covid-19 pandemic and many industries are finding it difficult to remain afloat, our Company is not an exception to that. With the help of our hardworking employees, valuable customers, trusted suppliers and many other important stakeholders the Company has managed this pandemic situation very effectively. We are confident that these days will also pass and new rays of hope will bring shining colours of success in the upcoming time period.

FOR SM AUTO STAMPING LIMITED

Sd/-

Mr Mukund Narayan Kulkarni
Chairman and Managing Director

SM Auto Stamping Limited

Reg. Off. J-41, MIDC Ambad, Nashik, Maharashtra, 422010.

CIN: U27109MH2006PLC163789

NOTICE OF 13TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SM AUTO STAMPING LIMITED WILL BE HELD ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT J-41, MIDC AMBAD, NASHIK, MAHARASHTRA 422010, INDIA AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES THROUGH VIDEO CONFERENCING -

ORDINARY BUSINESS:

1. To receive, consider, adopt and approve -
 - a) the standalone Audited Financial Statements for the year ended 31st March, 2020, (including Standalone Balance Sheet as at 31st March, 2020, Standalone Profit and Loss Account, Standalone Cash Flow Statement) together with Schedules, Notes thereon and the reports of Board of Directors and Auditor's thereon.
 - b) and Consolidated the Financial Statements for the year ended 31st March, 2020, (including Consolidated Balance Sheet as at 31st March, 2020, Consolidated Profit and Loss Account and Consolidated Cash Flow Statement for the year ended on even date and the report of Auditors thereon.
2. To appoint a Director in place of Mr. Suresh Gunawant Fegde, Director (DIN: 00248850), who retires by Rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as ordinary resolution:

“RESOLVED THAT, Pursuant to Section 152 of the companies Act 2013, and other applicable provisions of the Companies Act 2013, Mr. Suresh Gunawant Fegde, Director (DIN: 00248850) whose period of office is liable to determination by retirement of directors by rotation and who has offered himself for re-appointment, be and is hereby re-appointed as director liable to retire by rotation.”

3. To appoint M/s. S. R. Rahalkar and Associates, Chartered Accountants, Nashik, (FRN: 108283W) as Statutory Auditor for five years and to hold the office from the conclusion of this Annual General Meeting pertaining to financial year ending on 31/03/2020 until the conclusion of Annual General Meeting to be held in 2025 pertaining to financial year ending on 31/03/2025 and to give authority to Board to fix their remuneration for FY 2020-2021.

“RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. S. R. Rahalkar and Associates, Chartered Accountants, Nashik, (FRN: 108283W) be and is hereby appointed as statutory auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 18th Annual General Meeting of the Company for the period of five consecutive years i.e. from FY 2020-2021 to FY 2024-2025”

“RESOLVED FURTHER THAT the Board of Directors and/or Audit Committee be and is hereby severally and/or jointly authorized to do all act, deeds and things as may be necessary or desirable to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:

- 4. Regularization of Mr. Jayant Suresh Fegde (DIN: 07193063) as Non -Executive Director of the Company.**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Jayant Suresh Fegde (DIN: 07193063) whose term of office as an Additional Non- Executive Director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Non-Executive Director of the Company liable to retire by rotation.”

By the order of the Board of Directors,
Registered Add :- J-41, MIDC Ambad, Nashik, MH
For SM Auto Stamping Limited

Sd/-

Jayesh Sharad Kulkarni

Email Id :- companysecretary@smautostamping.com

Company Secretary

Contact No :- 8055394181

Membership No.-A41419

Web :-www.smautostamping.com

Add :-Plot No. 5, Gat No. 87, Behind Gujaral Petrol Pump, Jalgaon, MH IN

Date :-04th September 2020.

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item No. 3 (Ordinary Business) and Item No. 4 (Special Businesses) of the accompanying Notice, is annexed hereto.
2. The Board of Directors of the Company at its meeting held on 04th September, 2020 respectively considered that the businesses under Item Nos. 2 and 3 under ordinary business and Item No 4 under Special Business respectively, being considered unavoidable, be transacted at the 13th AGM of the Company.
3. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13thApril 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12thMay 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 13th AGM of the Company is being conducted through Video Conferencing (VC) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 13thAGM shall be the Registered Office of the Company.
4. In view of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 13thAGM. However, in pursuance of Section 112 and Section 113 of the Act, corporate members are required to send the company at investorrelations@smautostamping.com RTA a certified true copy of Board resolution, authorizing their representatives to attend and vote at the meeting through Video conferencing (VC). **Accordingly, the Proxy Form and Attendance Slip are not annexed to this notice. But shareholders attending the AGM are requested to send their CLID and DPID details at the time of AGM to investorrelations@smautostamping.com**
5. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday 21stSeptember, 2020 to Tuesday, 29th day of September, 2020 (both days inclusive)** for the purpose of 13thAnnual General Meeting.

7. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the electronic copy of the notice of the 13thAGM along-with the Annual Report for the financial year ended on 31st March 2020, consisting of Audited Standalone and Consolidated Financial Statements for year 2020 including Board Report, Auditors Report and other documents required to be attached therewith being annexures have been sent only to those Members whose e-mail ids are Registered with the company of Registrar and Share transfer agent or depository Participant(s) through electronic means and no physical copy of the notice has been sent by the company to any member. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 13thAGM and the Annual Report for the year 2020 and all other communication sent by the Company, from time to time, can get their email address registered as per instructions mentioned in point no. 16 of this notice.

The Notice of the 13thAGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for the year 2020 and consolidated financial statement will be available on the website of the Company at www.smautostamping.com AND website of Bombay Stock Exchange of India Limited ”

8. Member attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Cut-off date for determining the names of shareholders eligible to get notice of Annual General Meeting is 4th September 2020.
10. In case of joint holders attending meeting only such joint holder whose name stands first, as per the Company’s records, shall alone be entitled to vote.
11. The Shareholders seeking any information, posing queries, seeking any clarification with regard to the accounts or any matter to be placed at the 13thAGM are requested to write to the Company on companysecretary@smautostamping.com at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the 13th AGM members seeking to inspect the register can send and email to investorrelations@smautostamping.com
13. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m.

up to the date of the ensuing Meeting, members seeking to inspect the register can send and email to investorrelations@smautostamping.com

The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2019-2020 shall also be available on the Company's website www.smautostamping.com.

14. INSTRUCTION FOR UPDATING OF EMAIL ID.

- A. The members who have not registered their email ids with the company may contact company secretary of the company at investorrelations@smautostamping.com or phone No 0253-6621106/07 for registering their email ids on or before (cut off date i.e. 18th September 2020). The Company shall send the notice to such members whose email ids get registered within aforesaid time enabling them to participate in the meeting and cast their votes.
- B. If there is change in e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company by writing an email on investorrelations@smautostamping.com or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- C. Members holding shares in Demat mode may kindly note that any request for change of address or change of email-id or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from members holding shares in Demat mode.
- D. The Company has appointed M/s. Bigshare Services Private Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the Registrars directly quoting DPID and CLID, full name and name of the Company as "SM AUTO STAMPING LIMITED."

15. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

- 1) Members may kindly note that, in accordance with the aforementioned MCA Circulars, the Company is providing the VC facility to the members for participating in the Meeting.
- 2) Members may note that the Video conferencing (VC) facility, provided by Google Meet allows participation of 100 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee

and Stakeholders Relationship Committee, auditors, etc. can attend the 13thAGM without any restriction on account of first-come-first-served principle.

3) The members are requested to follow the following instructions in order to participate in the Meeting through Video conferencing (VC) mechanism:

A) The login-id and password for joining the meeting has been separately provided along with this Notice;

B) The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. 10.45 a.m. and 15 minutes after the expiry of the said scheduled time i.e. till 11.15 a.m.;

C) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting;

D) Participation of single member shall only be allowed at a time;

E) Members are requested to e-mail at investorrelations@smautostamping.com or call at 0253-6621106/07 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;

F) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through attached credential. After clicking on the respective link, the Shareholder can join to the meeting.

G) Shareholders are encouraged to join the AGM through Laptops / IPads for better experience.

H) Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

I) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

II) The participants who are attending the AGM through Mobile Devices or Tables are requested to download "Google Meet" Application from Play Store.

J) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their requisition in advance at least 2 days prior to the meeting mentioning their Name, Demat Account Number, Email Id, Mobile Number at investorrelations@smautostamping.com.

- K) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their Name, Demat Account Number, Email Id, Mobile Number at companysecretary@smautostamping.com these queries will be replied by the Company suitably by e-mail.
- L) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- M) Electronic copy of all the documents referred to in the accompanying Notice of the 13thAGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at <https://www.smautostamping.com/investors.html>

16. INSTRUCTION FOR VOTING THROUGH EMAIL ON DESIGNATED EMAIL ID/REMOTE E-VOTING

- A. Pursuant to MCA Circular, If the numbers of members attending the 13th Annual General Meeting through Video conferencing (VC) is below 50 (Fifty), then Chairman may decide to conduct voting through show of hands, while, If the poll is demanded on resolution(s) to be transacted in the 13th AGM and/or if the total number of members attending meeting exceeds 50 (Fifty), then the Shareholders have to cast vote on items considered in the meeting by sending their votes in favour or against the resolution by clicking on link provided in the email which will be sent to shareholders separately wherein a google form will be provided to cast the vote. The Voting through the designated email-id shall be verified by the Scrutinizer.
- B. Voting rights of the members for voting through remote e-voting provided in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 18th September 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting provided in the Meeting.
- C. The Board of Directors of the Company has appointed M/s MDSB AND CO LLP, (AAP - 4949), Firm of Practicing Company Secretaries, Nashik as a Scrutinizers to scrutinize the remote e-voting process for the 13th Annual General Meeting in a fair and transparent manner.
- D. Pursuant to MCA Circular, the company shall be providing the facility of voting through E-mail which shall be sent through designated email id of the Company i.e. votesmauto.20@smautostamping.com.
- E. During the course of the meeting the Chairman of the meeting will make an announcement for voting lines open and then shareholders by clicking on link provided in a separate email may cast their vote on resolutions proposed in the 13th AGM.
- F. The voting period will be half an hour and during voting period, Shareholders of the Company, holding shares as on the Cut-off date i.e. 18th September, 2020 may vote by clicking on the link provided in separate email containing google form and that a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- G. The details of the process and manner for voting by sending an email to Designated Email-Id are explained below:

Step No 1: - The Shareholder should click on the link to open google form.

Step No 2: - Fill the Personal details as below:-

- Name: _____
- Status: Individuals/ HUF/ NRI/ Corporate Shareholder/
Institutional Shareholder / Other (Specify)
- Beneficiary ID/DPID followed by CLID

Manner of holding shares i.e. Demat or Physical Your User ID is: (NSDL or CDSL) or Physical	
a) For Members who hold shares in Demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For Example if your DP ID is IN500*** and Client ID is 13***** then your user ID is IN500***13*****
b) For Members who hold shares in Demat account with CDSL	16 Digit Beneficiary ID For Example if your Beneficiary ID is 14***** then your user ID is 14*****

- H. After filling the personal information, in the next section “Resolution Description”. Read the respective Item-wise resolution(s) as per Notice of Annual General meeting and cast your vote by clicking on options “assent/dissent” for casting vote.
- I. After casting vote on all resolution(s) serially, click on the “Submit” button.
- J. Once you “Submit” your vote on the resolution, you will not be allowed to modify your vote.
- K. Upon confirmation the message "vote cast successfully will be displayed."
- L. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may follow the same instructions as mentioned above.
- M. In case you have any queries or issues regarding voting, you may write to the Company Secretary at Company's email address companysecretary@smautostamping.com.
- N. The result of remote e-voting provided in the meeting shall be aggregated and declared in the meeting of the company by Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting and after declaration of result of voting, the 13th AGM will get concluded.
- O. If the process of counting of votes requires the more time then Chairman shall take call to adjourn the 13th AGM in pursuance to Companies Act, 2013 and in adjourned meeting the result of voting shall be declared.

- P. The results declared along with the report of the scrutinizer shall be placed on the Company's website immediately after the result is declared by the Chairman. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.
- Q. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.smautostamping.com/investors.html> immediately after the declaration of result by Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the Shares of the Company are listed.
17. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions.

Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore, Company is not providing e-voting facility to its shareholders but conducting voting through a provided in a separate email, considering MCA circular for conducting the meeting through video conferencing in COVID 19 situation.

SM Auto Stamping Limited

Reg. Off. J-41, MIDC Ambad, Nashik, Maharashtra, 422010.

CIN: U27109MH2006PLC163789

EXPLANATORY STATEMENT PURSUANT TO SEC. 102(1) OF THE COMPANIES ACT, 2013

ORDINARY BUSINESS-

ITEM NO. 2- TO APPOINT A DIRECTOR IN PLACE OF MR. SURESH GUNAWANT FEGDE, DIRECTOR (DIN: 00248850), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

As per the provisions of Section 152(6) of the Companies Act, 2013, two-thirds of the total number of directors of a public company be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the Company in general meeting. At the first Annual General Meeting of a public Company held next after the date of the general meeting at which first directors appointed and at every subsequent annual general meeting one-third of such of the directors for the time as are liable to retire by rotation or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

Accordingly, Mr. Suresh Gunawant Fegde, Director (DIN: 00248850) has been longest in the office since his last appointment, is liable to retire by rotation in the ensuing Annual General Meeting. He offers himself for re-appointment and consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 have already been received from Mr. Suresh Gunawant Fegde, Director (DIN: 00248850).

BRIEF PROFILE OF Mr. Suresh Gunawant Fegde, Director (DIN: 00248850):

Mr. Suresh Gunawant Fegde, Director (DIN: 00248850) is Resident Indian, his age is 63 years. He is a Whole Time Director in the Company. He has experience of 38 years.

As on the date of notice, Mr. Suresh Gunawant Fegde, Whole Time Director (DIN: 00248850) hold 35,52,164 Equity Shares in Paid Up Share Capital of the Company in his individual capacity.

Except Mr. Suresh Gunawant Fegde, Director (DIN: 00248850) being an appointee Director and Mr. Jayant Suresh Fegde (DIN- 07193063) Director of the Company being a son of appointee Director, none other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in resolution set out at Item No. 2 of the Notice.

Details of Directors retiring by rotation/seeking appointment/re-appointment at this Meeting are provided in the "Annexure-1" to the Notice.

The Board recommends the ordinary resolution set out at Item No. 2 to the Notice for approval of Members.

ORDINARY BUSINESS-

ITEM NO. 3:- TO APPOINT M/S. S. R. RAHALKAR AND ASSOCIATES, CHARTERED ACCOUNTANTS, NASHIK, (FRN: 108283W) AS STATUTORY AUDITOR FOR FIVE YEARS AND TO HOLD THE OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING PERTAINING TO FINANCIAL YEAR ENDING ON 31/03/2020 UNTIL THE CONCLUSION OF ANNUAL GENERAL MEETING TO BE HELD IN 2025 PERTAINING TO FINANCIAL YEAR ENDING ON 31/03/2025 AND TO GIVE AUTHORITY TO BOARD TO FIX THEIR REMUNERATION FOR FY 2020-21.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under as amended from time to time (including any statutory modification or amendment or re-enactment thereof for the time being in force), M/s. Milind M. Kulkarni and Associates, Chartered Accountants, Nashik (FRN- 126975W), were appointed as Statutory Auditors of the Company in the previous Annual General Meeting held on 16th September, 2019 of the Company to hold the office till the conclusion of Annual General Meeting of the Company to be held in 2024. Since at the time of appointment of M/s. Milind M. Kulkarni and Associates the Company was a Private Limited Company and not falling under the purview of "Class of Companies" as defined under Section 139 of the Companies Act, 2013 and Rules made there under, the appointment was made for 5 Financial Years although the Statutory Auditor had completed 10 years as Statutory Auditor of the Company.

Now due to operation of law the Company being a Listed Company provisions of Section 139 (2) of the companies act 2013 are applicable w.r.t. appointment of Statutory Auditor and hence M/s. Milind M. Kulkarni and Associates cannot continue as Statutory Auditor of the Company. Hence, the Management of the Company has proposed to appoint S. R. Rahalkar and Associates, Chartered Accountant, Nashik (FRN- 108283W) as Statutory Auditors of the Company for a period of FY 2020-2021 to FY 2024-2025. S. R. Rahalkar and Associates, Chartered Accountant, Nashik has also conveyed their eligibility and consent to act as Statutory Auditor for FY 2020-2021 to FY 2024-2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 13thAGM.

SPECIAL BUSINESS:-

4. REGULARIZATION OF MR. JAYANT SURESH FEGDE (DIN: 07193063) AS NON EXECUTIVE DIRECTOR OF THE COMPANY.

Mr. Jayant Suresh Fegde was appointed as an Additional Non Executive Director on the Board of the Company w.e.f. 22nd July, 2020 and his appointment is required to be regularized in order to maintain proper balance at the Board level of the Company as prescribed under the provisions of Section 152 of the Companies Act, 2013.

BRIEF PROFILE OF Mr. Jayant Suresh Fegde, Director (DIN: 07193063):

Mr. Jayant Suresh Fegde, Additional Non- Executive Director (DIN: 07193063) is Resident Indian, his age is 35 years. He is an Additional Non- Executive Director in the Company. He has experience of 9 years.

As on the date of notice, Mr. Jayant Suresh Fegde, Additional Non- Executive Director (DIN: 07193063) hold 100 Equity Shares in Paid Up Share Capital of the Company in his individual capacity.

Except Mr. Jayant Suresh Fegde, Additional Non Executive Director (DIN: 07193063) being an appointee Director and Mr. Suresh Gunawant Fegde, director (DIN- 00248850) being father of appointee Director, none other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in resolution set out at Item No. 4 of the Notice.

Details of Directors retiring by rotation/seeking appointment/re-appointment at this Meeting are provided in the "Annexure-1" to the Notice.

The Board recommends the ordinary resolution set out at Item No. 4 to the Notice for approval of Members.

A. GENERAL INFORMATION

i) Nature of Industry:

The Auto & Auto Component industry's impact on the Indian economy currently is significant as it contributes ~7% to the country's GDP and is expected to increase to 12% as per the Automotive Mission Plan.

According to the Automotive Mission Plan 2016-26 (AMP 2026); a collective vision of the Government of India and the Indian Automotive Industry, the Indian Auto Industry will be in the global top three for engineering, manufacturing and export of vehicles, auto components; it will encompass safe, efficient and environment friendly conditions for affordable mobility by 2026.

The industry is likely to grow from 80 Billion USD to 270 Billion USD by 2026 and generate an additional 65 Million jobs. The Automotive industry is key to the domestic Manufacturing Sector contributing over 40% and impacting the fortunes of several related manufacturing industries such as Iron and Steel, Aluminum, Rubber, Chemicals, Molds etc.

The Auto industry, over the years, has adapted well to the changes in the policy & regulatory environment and the needs of its customers. In FY 2014-2015 the Indian auto-components industry bounced back growing at 11% and registered a turnover of USD 38.5 billion. Today, the industry contributes ~46% to the Manufacturing GDP and ~7% to National GDP, providing direct employment to 1.5 million people and is an important driver of growth for the Indian economy. Automobile exports too have grown despite the global slowdown, growing at 14.89% from April-March 2015 over the same period last year.

ii) Date or expected date of commencement of commercial production

The Company was incorporated on 14th August, 2006 under the Companies Act, 1956 and it started commercial production soon thereafter.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

iv) Financial performance of the Company for F.Y. 2019-2020 based on given indicators Particulars (Amount in Lakh)

Particulars	Amount(in Lakh)
Turnover (Net Sales)	4,434.20
Operating Profit	(316.41)
Net Profit Before Tax	(361.11)
Debt Equity Ratio	0.45
Current Ratio	1.09:1
Net Worth	1,516.68

B. Foreign Investments or Collaborations, If Any: NA

Annexure - I

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Particulars of Directors being appointed/reappointed at the ensuing Annual General Meeting

Sr. No.	Particulars	Mr. Suresh Fegde	Mr. Jayant Fegde
1.	DIN	00248850	07193063
2.	Age	63 Years	35 Years
3.	Qualification	Industrial Training completed from Industrial Training Institute, Nashik	Post- Graduation in Tool Designing from NTTF, Bangalore
4.	Brief Profile	Mr. Suresh Gunawant Fegde is Whole Time Director and Promoter of our Company. He has been on the Board since incorporation of the Company. He has completed his Industrial Training Course from Industrial Training Institute, Nashik in the trade of fitter in 1978. He has a work experience of around 38 years of which 22 years of experience is particularly in Auto components stamping industry. He is instrumental in guiding the team for tool design and development of sheet metal components, technical development, project monitoring and review. He currently oversees and controls the overall production and marketing function of our Company.	Mr. Jayant Suresh Fegde is Additional Non Executive Director of the Company. He has vast experience in tool designing, tool room, developing and controlling engineering systems in various automotive companies for 9 years.
5.	Other Directorship	GKB Biopharma Equipments Private Limited	SM Autovision Private Limited

6.	Terms and conditions of appointment/reappointment	Sitting fees shall be paid as per the Board and Committees attended	Sitting fees shall be paid as per the Board and Committees attended
7.	Experience	38 Years	9 Years
8.	Remuneration	Sitting fees shall be paid as per the Board and Committees attended	Sitting fees shall be paid as per the Board and Committees attended
9.	Date of first appointment on the Board	14/08/2006	22/07/2020
10.	Shareholding in the Company as on 31 st March, 2020	35,52,164 Shares (24.86%)	100 Shares (0.00%)
11.	Membership/ Chairmanship of Committees of other Boards as on 31 st March, 2020	NA	NA

SM Auto Stamping Limited

Reg. Off. J-41, MIDC Ambad, Nashik, Maharashtra, 422010.
CIN: U27109MH2006PLC163789

DIRECTOR'S REPORT

To,
The Members,
SM Auto Stamping Limited

The Directors of your Company are pleased to present their **13thAnnual Report** on the business and operations of the Company along with the Audited Annual Financial Statements and the Auditors' Report thereon for the financial year ended 31stMarch, 2020.

The industry has an overall good run in the last three years witnessing sustained growth. However, the industry currently seeing a slowdown mainly due to liquidity crunch and revised norms. It is also necessary to consider the impact of regulatory changes such as BS-VI emission norms and scrappage of old vehicles, as these are influencing the market. Similarly, the cost of change to BS-VI emission norms could impact the purchasing power of the consumers so likely to impact demand creation. However, the vehicle scrappage policy will have a positive impact on the vehicle demand.

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS:

The Indian automobile industry saw its worst-ever yearly performance as sales dived 17.08 per cent to 11,736,976 units. The passenger vehicles segment saw an overall decline in sales of 23.56 per cent at 1,333,251 units in this period. But in the second half of the FY 2019-2020 there has been some positive developments.

At the end of reporting period the Covid-19 pandemic has started and it has made negative impact on global economy including our industry. Although the Government is trying hard to bring the situation back to normal but still the destination seems far away from reach. The Company is also operating at minimal capacity and making every effort to tackle this tough situation.

Although the previous year 2019-2020 was full of ups and downs for the industry as well as the Company, the Management hopes that the situation will be back to normal soon.

1. FINANCIAL HIGHLIGHTS:

(Rs. In Lakhs)

PARTICULARS	31.03.2020	31.03.2019
Revenue from Operation (Net)	4,434.20	5,813.44
Other Income	57.10	75.56
Total Revenue Income	4,491.30	5,889.00
Expenditure	4,807.71	5,651.98
Profit Before Tax	(361.11)	237.02

Less - Current Tax	-	61.29
Less :- Deferred Tax Expenses/(Surplus)	(93.14)	-
Profit After Tax	(267.97)	175.73
Transfer to reserve	Nil	1,026.25

2. DIVIDEND:

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its Business activities and therefore, do not recommend any dividend for the Financial Year ended 31st March, 2020.

3. SHARE CAPITAL:

Authorized Capital: During the period under review, the Authorized Share Capital of the Company has been increased from Rs. 1,35,00,000/- consisting of 13,50,000 equity shares of Rs. 10/- each to Rs. 16,50,00,000/- consisting of 1,65,00,000 equity shares of Rs. 10/- each.

Issued, Subscribed and Paid-up Capital:

a) **Bonus issue details :- 9141853**

The Company completed Bonus issue of 91,41,853 Equity Shares of Face Value of Rs. 10/-each in the ratio of 7:1 i.e. Seven (7) Bonus Equity Shares for every One (1) Equity Share held by shareholders as on 19th September, 2019.

b) **IPO Issue Details :-**

During the year under review, the Issued, Subscribed and Paid up Share Capital of the Company has been enhanced from Rs.1,30,59,790/- consisting of 13,05,979 Equity Shares of Rs. 10/- each to Rs. 14,28,78,320/- consisting of 1,42,87,832 Equity Shares of Rs. 10/- each.

4. DEPOSITORY SYSTEM:

All the 1,42,87,832 Equity Shares of the Company are in dematerialized form as on 31st March, 2020.

5. LISTING:

During the year 2019-2020 our Company came up with Initial Public Offer of 38,40,000 Equity Shares of face value of Rs.10/- each fully paid up for cash at an issue price of Rs. 18/- per Equity Share (including a Share Premium of Rs. 8/- per Equity Share) aggregating to Rs. 6.91 Crores. The Company has received an in-principle

approval letter dated 31st January, 2020 from Bombay Stock Exchange of India Limited (BSE) and finally our Company got listed on SME Platform of Bombay Stock Exchange of India Limited (BSE SME) on 16th March, 2020.

The Annual Listing fees for F.Y. 2020-2021 have been paid to the concerned Stock Exchange.

6. **TRANSFER TO RESERVES:**

Pursuant to provisions of Section 134(1)(j) of the Companies Act 2013, the company has not proposed to transfer any amount to general reserve account of the company during the year under ended on 31st March 2020. The Company has retained the profit in the Profit & Loss account of the Company.

7. **MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES:**

During the financial year ended 31st March, 2020, 13 (Thirteen) Meetings of the Board of Directors of the Company were held. The intervening gap between two meetings was within the period prescribed by the Companies Act, 2013.

Name of Director	Total Meetings entitled to attend during the Financial Year 2019-20	Number of meetings attended by the Directors during the Financial Year 2019-20	% of attendance to the meetings held in Financial Year 2019-20
Mr. Mukund Narayan Kulkarni	3	3	100
Mrs. Alka Mukund Kulkarni	13	13	100
Mr. Aditya Mukund Kulkarni	2	0	0
Mr. Suresh Gunawant Fegde	13	13	100
Mr. Sunilkumar Dayma	2	0	0
Mr. Prakash Pathak	2	0	0

8. **COMMITTEES:**

i. **Audit Committee:**

The Company being listed entity pursuant to provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted an Audit Committee ("Audit Committee"). Presently the board has Three (3) committees i.e. Audit Committee, Nomination and Remuneration Committees and Stakeholders Relationship Committee, constitution of which are given below:

Composition of Audit Committee

Sr. No.	Name	Position held in board	Status in Committee
1	Mr. Prakash Gangadhar Pathak	Independent Director	Chairman
2	Mr. Sunilkumar Satyanarain Dayama	Independent Director	Member
3	Mr. Mukund Narayan Kulkarni	Managing Director	Member

The term of reference of Audit Committee is as below:

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. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
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 before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly 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, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ 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, 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 official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors 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 oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. 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 & background, etc. of the candidate.
21. To investigate any other matters referred to by the Board of Directors;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

ii. Nomination and Remuneration Committee:

Pursuant to the provisions of the Section 178 of the Companies Act, 2013 and also to comply with Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted Nomination and Remuneration Committee ("NRC")

Composition of Nomination and Remuneration Committee during the year under review :-

Sr. No.	Name	Position held in Board	Status in Committee
1	Mr. Sunilkumar Satyanarain Dayama	Independent Director	Chairman

2	Mr. Prakash Gangadhar Pathak	Independent Director	Member
3	Mrs. Alka Mukund Kulkarni	Non-Executive Director	Member

The term of reference of Nomination & Remuneration Committee is as below:

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 level and composition of remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
4. Devising a policy on Board diversity; and
5. 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.

The Remuneration Policy of the Company is available on the website of the Company at the link <https://www.smautostamping.com/investors.html>

iii. Stakeholders Relationship Committee:

Pursuant to the provisions of the Section 178 of the Companies Act, 2013 and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted a Stakeholders Relationship Committee ("SRC")

Composition of Stakeholders Relationship Committee during the year under review:-

Sr. No.	Name	Position held in board	Status in Committee
1	Mr. Aditya Mukund Kulkarni *	Non- Executive Director	Chairman
2	Mrs. Alka Mukund Kulkarni	Non- Executive Director	Member
3	Mr. Sunilkumar Satyanarain Dayama	Independent Director	Member

*Mr. Aditya Mukund Kulkarni resigned from its post of Non -Executive Director w.e.f. 16.07.2020 Mr. Jayant Suresh Fegde, Non- Executive director was appointed as member in the committee w.e.f. 22.07.2020

The term of reference of Stakeholders Relationship Committee is as below:

1. Efficient transfer of shares; including review of cases for refusal of transfer/ transmission of shares and debentures;

2. Redressal of security holder's / investor's complaints Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
3. Reviewing on a periodic basis the approval / refusal of transfer or transmission of shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
5. Allotment and listing of shares;
6. Reference to statutory and regulatory authorities regarding investor grievances; and
7. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
8. Any other power specifically assigned by the Board of Directors of the Company.

iv. Corporate Social Responsibility Committee:

The Company does not fall under the purview of provisions of the Section 135 of the Companies Act, 2013 and hence the Board has not constituted Corporate Social Responsibility Committee ("CSR Committee").

9. THE SUMMARY OF OPERATION IS AS UNDER: -

During the year under review, your Company has achieved total revenue from operations of Rs.4,434.20 lacs as compared to Rs. 5,813.44 lacs in the Previous Year. After providing for taxes and other adjustments, Profit after tax is Rs. (361.11) lacs as compared to Rs. 237.02lacs during the Previous Year.

10. MATERIAL CHANGES DURING YEAR 2019-2020:

A. During the period under review, following material changes has been occurred in status of the company :

- The Company was converted into Public Limited Company during the year under review and received fresh Certificate of Incorporation on 19 December, 2019 from Registrar of Companies, Mumbai, Maharashtra.
- The Company has issued and allotted 38,40,000 Equity Shares to the public by way of Initial Public Offer (IPO) at the issue price of Rs. 18/- each (including premium of Rs. 8/- per share) during the year under review.
- The Company has listed its Securities on SME platform of Bombay Stock Exchange (BSE SME) on 16th March, 2020.

B. CHANGE IN NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business of the Company during the year.

C. Material Events Occurring After Balance Sheet Date Post Balance Sheet Events

Company has paid an amount of **Rs. 65,41,451/-** to (JNPT) on **24.07.2020**, which comprises of the following:

1. Basic Customs Duty	Rs. 16,18,172/-
2. Counter Veiling Duty	Rs. 9,80,005/-
3. Cess	Rs. 43,151/-
4. Interest for the period 10.05.2011 to 21.07.2020	Rs. 39,00,122/-

This amount has been paid to discharge the liability towards unfulfilled Export Obligation of the Company under the EPCG Scheme, availed in **FY 2011-12**. Circumstances prevailing on the Balance Sheet date provided a reasonable basis to the Management to presume that the Export Obligation would be fulfilled. Therefore, no effect was given to the transaction in the Financial Statements for the year ended 31.3.2020. Subsequently, in view of the uncertainty created by the COVID 19 Pandemic for pursuing export activity, the EXIM Consultant advised the Company to pay off the amounts as bifurcated above i.e. total amount of Rs 65,41,450.

Disclosure of the transaction in Notes to Accounts No 29 was made in the Financial Statements for the year ended on 31st March 2020.

11. LOANS, GUARANTEES AND INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the note No 13 and 33 of the to the Financial Statements

Particulars	Amount Involved in Rs.	Reference to the Notes to account
Loan given	N.A	14 No inter Corporate loan was given by the company during the year.
Investment Made	8,03,78,180	13 Investment made in preference shares of SM Auto Vision Private Limited during the year.
Guarantee	8,45,86,269	33

Provided		Corporate guarantee provided by the Company to SM Autovision Private Limited during the year.
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12. EXTRACT OF ANNUAL RETURN:

The extract of Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ended 31st March, 2020 forms part of this Annual Report 2020 as Annexure – I.

13. VIGIL MECHANISM/WHISTLE BLOWER:

Pursuant to Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Vigil Mechanism and Whistle-Blower Policy is prepared and adopted by Board of Directors of the Company.

The Company has a vigil mechanism policy wherein the Directors and employees are free to report violations of law, rules and regulations or unethical conduct, actual or suspected fraud to their immediate supervisor or provide direct access to the Chairman of the Audit Committee in exceptional cases or such other persons as may be notified by the Board. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

The Vigil Mechanism Policy of the Company is available on the website of the Company at the <https://www.smautostamping.com/investors.html>

14. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the Financial Year ended 31st March, 2020 were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Disclosure of particulars of contracts/arrangements entered into by the Company with the Related Parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are attached herewith as **ANNEXURE II** which forms part of this Report.

15. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

Our Company does not have any subsidiaries or joint ventures as on 31st March, 2020, as defined under Companies Act, 2013.

During the year under review the Company has made divestment of its holding in SM Autovision Private Limited and in a result of which the SM Autovision Private Limited ceases to be subsidiary of the Company.

The Company do have following Associate Company as on 31st March, 2020,

1. SM Autovision Private Limited -
CIN- U29253MH2012PTC227990-
48.00% OF HOLDING OF shares
Associate Company pursuant to Section 2(6) of the Companies Act, 2013.

16. STATUTORY AUDITOR:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under as amended from time to time (including any statutory modification or amendment or re-enactment thereof for the time being in force), M/s. Milind M. Kulkarni and Associates, Chartered Accountants, Nashik (FRN-126975W), were appointed as Statutory Auditors of the Company in the previous Annual General Meeting held on 16th September, 2019 of the Company to hold the office till the conclusion of Annual General Meeting of the Company to be held in 2024.

Since at the time of appointment of M/s. Milind M. Kulkarni and Associates the Company was a Private Limited Company and not falling under the purview of "Class of Companies" as defined under Section 139 of the Companies Act, 2013 and Rules made there under, the appointment was made for 5 Financial Years although the Statutory Auditor had completed 10 years as Statutory Auditor of the Company.

Now, as the Company falls under the purview of "Class of Companies" w.r.t. appointment of Statutory Auditor and hence M/s. Milind M. Kulkarni and Associates shall not continue as Statutory Auditor of the Company as rotation of auditor clause become applicable to the Company.

Hence, the Audit Committee of the company recommended the appointment of new auditor in place of existing auditor and accordingly the Board of directors of the Company herewith propose to appoint M/s S. R. Rahalkar and Associates, Chartered Accountants, Nashik (FRN- 108283W) as Statutory Auditors of the Company for consecutive period of 5 years i.e. from the conclusion of Annual General meeting held for the financial year ended on 31st March 2020 till the conclusion of Annual General meeting for the financial year to be ended on 31st March 2025.

M/s S. R. Rahalkar and Associates, Chartered Accountant, Nashik has also conveyed their eligibility and consent to act as Statutory Auditor for period of 5 years i.e. From FY 2020-2021 to FY 2024-2025.

Shareholders are requested to approve the appointment of M/s S. R. Rahalkar and Associates, Chartered Accountant, Nashik in place of M/s. Milind M. Kulkarni and Associates in pursuance to section 139 of the Companies Act 2013.

17. COMMENTS BY THE BOARD ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR IN HIS REPORT:

The Auditors have not given any Qualification, Reservation, Adverse Remark or Disclaimer in their report for the Financial Year ended on 31st March, 2020. The Observations made by the Auditors are self-explanatory and have been dealt with an Independent Auditor's Report and its Annexure forming part of this Annual Report and hence do not require any further clarification.

There has been no instance of fraud reported by the statutory auditors under Section 143(12) of the Companies Act, 2013.

18. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 along with Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and other applicable provisions of the Act, CS Sujata R. Rajebahadur, (FCS 5728), Company Secretary in Practice having Office Address: `Niroshankar`, 199, M.G. Rd. above Samarth Sahakari Bank, Nashik was appointed as the Secretarial Auditor of the Company to conduct the Secretarial Audit for the Financial Year 2019-2020.

The Secretarial Audit Report for the financial year 2019-2020 forms part of Annual Report and it is annexed as Annexure-III to this report

The Secretarial Audit Report for the Financial Year ended on 31st March, 2020 issued by Secretarial Auditor, do not contain any qualification, reservation or adverse remark so need not require any explanation or comment. Just one observation is there that Form MGT-14 for Board Resolution passed on 10th December 2019, for appointment of Company Secretary & Compliance Officer was filed on 27th August 2020, which is after the close of the financial year ending on 31 March 2020

19. INTERNAL AUDITOR:

Pursuant to the provision of Section 138 of the Companies Act, 2013 the Company has appointed CA Gauri Kulkarni, Chartered Accountants, Nashik., Chartered Accountants as an Internal Auditor of the Company for FY 2020-21. Accordingly the internal audit was conducted by the internal auditor for the year 2019-2020 and their report was reviewed by the Audit Committee.

20. A DISCLOSURE FOR MAINTENANCE OF COST RECORD AS SPECIFIED UNDER SUB-SECTION 148 OF THE COMPANIES ACT 2013.

The Company has made and maintained cost accounts and records as specified by the central government and complied with provisions of sub-section (1) of Section 148 of the Companies Act 2013 during the year.

21. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors confirm that: -

- i. in the preparation of the annual accounts for the financial year 2019-20, the applicable accounting standards have been followed and there are no material departures;
- ii. the Directors had 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 at the end of the financial year and of the profit of the Company for the financial year;
- iii. the Directors had taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors had prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & FOREIGN EXCHANGE EARNING & OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure- IV and is annexed to this report.

23. RISK MANAGEMENT POLICY :

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty and risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance. The Board of Directors of the Company has adopted and implemented Risk Management Policy of the Company.

The Risk Management Policy of the Company is available on the website of the Company at the link <https://www.smautostamping.com/investors.html>

24. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

The Company has devised systems, policies, procedures, frameworks for ensuring orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information and review by audit committee of the company

25. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

A) Present composition of board of directors: As on the date of this report, Board of Directors of the Company comprises of total Six Directors. The Composition of the Board of Directors is as under:

Sr. No.	Name of Directors	DIN	Designation
1	Mr. Mukund Narayan Kulkarni	00248797	Chairman and Managing Director
2	Mrs. Alka Mukund Kulkarni	06896902	Non Executive Director
3	Mr. Suresh GunawantFegde	00248850	Whole Time Director
4	Mr. Jayant Suresh Fegde	07193063	Additional Non Executive Director
5	Mr. Prakash Pathak	07538918	Independent Director
6	Mr. SunilkumarDayama	08492339	Independent Director

B) Appointment / Cessation / Change in designation of Director during year under review:-

Details of the Directors and Key Managerial Personnel who were appointed during the reporting period:

Sr. No.	Name of Director's and KMPs	Nature of Change	Date of appointment
1	Mr. Mukund Narayan Kulkarni	Appointed as Managing Director	15.11.2019
2	Mrs. Alka Mukund Kulkarni	Designation changed to Non Executive Director	10.12.2019
3	Mr. Suresh Gunawant Fegde	Designation changed to Whole Time Director	10.12.2019
4	Mr. Aditya Mukund Kulkarni*	Appointed as a Non-Executive Director	10.12.2019
5	Mr. Prakash Pathak	Appointed as a Non-Executive Independent Director	10.12.2019
6	Mr. Sunilkumar Dayama	Appointed as a Non-Executive Independent Director	10.12.2019
7	Mr. Suresh Jagadale	Appointed as Chief Financial Officer	10.12.2019

*resigned on 16.07.2020

C) Appointment of Directors Retirement by Rotation:-

In accordance with the provisions of Companies Act, 2013 and Article of Association of the Company, Mr. Suresh Gunawant Fegde (DIN: 00248850) proposed to be retired by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

D) Change in Key Managerial personnel:-

Pursuant to provisions of Section 203 of the Companies Act, 2013 read with the applicable rules and other applicable provisions of the Companies Act, 2013, the designated Key Managerial Personnel (KMP) of the Company as on 31st March, 2020 are as follows:

Name of KMP	Category and Designation	Date of Appointment
Mrs. Priya Anuj Khadilkar	Company Secretary and Compliance Officer	10/12/2019
Mr. Suresh Jagadale	Chief Financial Officer	10/12/2019

Mrs. Priya Anuj Khadilkar, resigned from the post of Company Secretary and Compliance Officer the Company with effect from 16th March, 2020. The Board wishes to place on

records her appreciation for the valuable contribution made by her to the Board and the Company.

26. DECLARATION FROM INDEPENDENT DIRECTORS:

The Independent Directors have given their declarations under Section 149(6) and Section 149(7) of the Companies Act, 2013 and the Rules made there under. The Independent Directors meet the criteria of the independence as specified in Section 149 of the Act and Regulation 16(b) of the SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015.

27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

The Company has converted into Public Limited Company during the year under review. The Registrar of Companies has issued the fresh certificate of incorporation of the Company. This does not affect the going concern status and Company's operations in future.

Other than this no significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

28. PARTICULARS OF EMPLOYEE:

The information in accordance with the provisions of Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure-V to this Board's report.

29. CORPORATE SOCIAL RESPONSIBILITY:

Your company does not fulfil criteria for class or classes of companies, as prescribed under Section 135 (1) of Companies Act, 2013; hence no CSR policy was designed and implemented by the company during the year ended on 31st March, 2020.

30. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

Our Company does not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds required to be transferred to Investor Education and Protection Fund (IEPF).

31. HUMAN RESOURCE DEVELOPMENT:

Our Company considers its employees as a valuable resource and ensures the strategic alignment of human resource practices to business priorities and objectives. The Company has a HR policy which emphasizes the need of attaining organizational goals through individual growth and development. The Company always strives to rejuvenate competence through training and personal development across its workforce, employees,

staff which excels them for higher engagement and exposure to new opportunities through skill development.

32. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

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. The Company has constituted committee called "**Internal Complaints Committee**" to ensure safe workplace environment, which covers all employees whether permanent, contractual, trainees, temporary etc.

33. CODE OF CONDUCT:

According to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Code of Conduct of the Company has been approved and adopted by the Board of Directors of the Company. All Board members and senior management personnel have affirmed the compliance with the code.

The Insider Trading Policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the company as well as consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company's Shares.

The company policy against Sexual Harassment of woman at workplace is available on the website of the Company at the <https://www.smautostamping.com/investors.html>

Annual Report on Sexual Harassment Policy for the period 1st April, 2019 to 31st March, 2020 is annexed to the Board's Report as **Annexure IX**.

34. PREVENTION OF INSIDER TRADING:

As required under the provisions of SEBI (PIT) Regulations, 2015, the Board of Directors has adopted a code of conduct for prevention of Insider Trading during the year 2018-19. The Code of Conduct is applicable to all the directors and such identified employees of the Company as well as who are expected to have access to unpublished price sensitive information related to the Company. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of SM Auto Stamping Limited and cautions them on consequences of violations.

35. POLICY FOR PRESERVATION OF DOCUMENTS:

In accordance with the above Regulation 9 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Policy for preservation of documents (The Policy) has been framed and adopted by the Board of Directors of the Company in their Board Meeting to aid the employees in handling the

Documents efficiently. This Policy not only covers the various aspects on preservation of the Documents, but also the safe disposal/ destruction of the Documents.

36. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis forms part of this Annual report is annexed with Annexure - VI.

37. IPO PROCEED UTILIZATION:

The details of IPO proceeds utilization are annexed as Annexure - VII

38. CORPORATE GOVERNANCE:

The Company being listed on the SME Platform of Bombay Stock Exchange is exempted from provisions of Corporate Governance as per Regulation 15 of the SEBI (LODR) Regulations, 2015. Hence the Company is not required to disclose information as covered under Para (C), (D) and (E) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Hence no Corporate Governance Report is required to be disclosed with Annual Report.

39. SECRETARIAL STANDARDS:

During the year under review, the Company has complied with the provisions of the applicable Secretarial Standards issued by Institute of Company Secretaries of India. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively.

40. DISCLOSURE FOR FRAUDS AGAINST THE COMPANY:

In terms of the provisions of section 134 (3) (ca) of the Companies Act, 2013, there were no frauds committed against the Company and persons who are reportable under section 141(12) by the Auditors to the Central Government. Also, there were no non-reportable frauds during the year 2019-20.

41. DEPOSITS:

The Company has neither accepted nor renewed any deposits falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time, during the year under review and therefore details mentioned in Rule 8(5) (v) & (vi) of Companies (Accounts) Rules, 2014 relating to deposits, covered under Chapter V of the Act is not required to be given.

42. FORMAL ANNUAL PERFORMANCE EVALUATION OF THE BOARD:

Pursuant to the provisions of the Companies Act, 2013 and Rules made there under, the Board will carry the evaluation of its own performance, performance of Individual Directors, Board Committees, including the Chairman of the Board on the basis of attendance, contribution and various criteria to be recommended by the Nomination and Remuneration Committee of the Company. The evaluation of the working of the Board, its committee, experience and expertise, performance of specific duties and obligations etc.

The Company's Nomination and Remuneration committee has set up formal mechanism to evaluate the performance of board of directors as well as that of its committees and individual directors, including chairman of the board, key managerial personnel / senior management etc.

The performance of each of the non-independent directors shall be evaluated by the independent directors at the separate meeting to be held of the Independent Directors of the Company.

43. CERTIFICATION FROM CHIEF FINANCIAL OFFICER/CHIEF EXECUTIVE OFFICER OF THE COMPANY:

The Company has obtained a Compliance Certificate in accordance with Regulation 17(8) of SEBI (Listing obligations and disclosures Requirements) Regulations, 2015 from **Mr. Mukund Narayan Kulkarni**, Managing Director and **Mr. Suresh Jagadale**, Chief Financial Officer (CFO) of the Company. The same is enclosed as Annexure VIII of the Board's Report.

44. ACKNOWLEDGEMENT:

The Directors wish to place on record appreciation and gratitude for all the co-operation extended by various Government Agencies/Departments, Bankers, Consultants, Business Associates, and Shareholders, Vendors, Customers etc. The Directors also record appreciation for the dedicated services rendered by all the Executives, Staff & Workers of the Company at all levels, for their valuable contribution in the working of the Company.

For and on behalf of Board of Directors of
FOR SM Auto Stamping Limited

Sd/-
Mr. Mukund Narayan Kulkarni
CHAIRMAN AND MANAGING
DIRECTOR
DIN: 00248797
ADDRESS: Alkund Banglow, Krishna
Colony Shivaji Nagar, Jail Road, Nashik
Road Nashik 422101
Date: 04.09.2020
Place: Nashik

Sd/-
Mr. Suresh Gunawant Fegde
WHOLE TIME DIRECTOR
DIN: 00248850
ADDRESS: No.9, Jay Ambe Colony
Shivaji Nagar, Jail Road, Nashik Road
Nashik 422101

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

CIN	U27109MH2006PTC163789
Registration Date	14/08/2006
Name of the Company	SM AUTO STAMPING LIMITED
Category/Sub-category of the Company	1. Public Limited Company a. Limited by shares b. Company having share capital
Address of the Registered office & contact details	Address: J-41, MIDC, Ambad, Nashik - 422010, Maharashtra Telephone No.: (0253) 6611991, 6611983, Email: companysecretary@smautostamping.com
Whether listed Company	Yes, BSE SME Portal, Scrip Code- 543065, Symbol-SMAUTO
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt Ltd 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, India. Contact No. 022-6263 8200

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)

S. No.	Name and Description of main products / services	NIC Code of the	% to total turnover of the company
1	Manufacture of parts and accessories for motor	29301	88.73%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
1	SM AUTOVISION PRIVATE LIMITED	U29253MH2012 PTC227990	Associate Company	48%	Section 2(6)

C/o SM Auto Stamping Pvt. Ltd. J-41, MIDC, Ambad, Nashik- 422010				
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VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	N.A	13,05,967	13,05,967	99.99%	1,04,47,832	N.A	1,04,47,832	73.12%	(26.87)%
b) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Any other	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (A) (1):-	N.A	13,05,967	13,05,967	99.99%	1,04,47,832	N.A	1,04,47,832	73.12%	(26.87)%
(2) Foreign	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) NRIs - Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Other - Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Any Other....	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

(A)(2)									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	N.A	13,05,967	13,05,967	99.99%	1,04,47,832	N.A	1,04,47,832	73.12%	(26.87)%
B. Public Shareholding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
1. Institutions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Mutual Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Insurance Companies	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
g) FII's	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
h) Foreign Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
i) Others (specify)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (B)(1):-	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
2. Non-Institutions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
a) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
i) Indian	N.A	N.A	N.A	N.A	456000	N.A	456000	3.19	3.19%
ii) Overseas	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
b) Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
i) Individual shareholders holding nominal share capital upto Rs.	N.A	12	12	00.01%	512000	N.A	5,12,000	3.58	3.57 %

2lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	N.A	N.A	N.A	N.A	28,48,000	N.A	28,48,000	19.93	19.93 %
c) Others (specify Hindu Undivided Family)	N.A	N.A	N.A	N.A	16,000	N.A	16000	0.11	0.11%
Non Resident Indians	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Overseas Corporate Bodies	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Foreign Nationals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Clearing Members	N.A	N.A	N.A	N.A	8,000	N.A	8,000	0.056	0.056
Trusts	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Foreign Bodies - D R	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total (B)(2):-	N.A	12	12	00.01%	38,40,000	N.A	38,40,000	26.87%	26.87%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	N.A	12	12	00.01%	38,40,000	N.A	38,40,000	26.87%	26.87%
C. Shares held by Custodian for GDRs & ADRs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Grand Total (A+B+C)	N.A	13,05,979	13,05,979	100%	1,42,87,832	N.A	1,42,87,832	100%	Nil

B) Shareholding of Promoter

S N	Shareholder's Name	Shareholding at the beginning of the year	Share holding at the end of the year	% change in share
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		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	holding during the year
1.	Mr. Suresh GunwantFegde	4,44,029	33.99970 %	N.A	35,52,164	24.86	N.A	(9.13)%
2.	Mrs. Alka Mukund Kulkarni	8,61,938	65.99945 %	N.A	68,95,352	48.26	N.A	(17.73) %
3.	Mr. Mukund Narayan Kulkarni	N.A	N.A	N.A	100	0.0007	N.A	0.0007%
4.	Mr. Aditya Mukund Kulkarni	N.A	N.A	N.A	8	0.0001	N.A	0.0001%
5.	Mr. Ajinkya Mukund Kulkarni	N.A	N.A	N.A	100	0.0007	N.A	0.0007%
6.	Mr. Jayant Suresh Fegde	N.A	N.A	N.A	100	0.0007	N.A	0.0007%
7.	Mrs. Reshma Jayant Fegde	N.A	N.A	N.A	8	0.0001	N.A	0.0001%
	Total	13,05,967	99.9991%	N.A	1,04,47,832	73.12	N.A	26.87%

C) Change in Promoters' Shareholding:

S. No.	Shareholding of each Promoter	Share Holding at the beginning of the year		Increase/Decrease in share holding			Date of Change	Cumulative Share holding during the year	
		No. of Share	% of total shares of the company	No. of Shares Decreased	No. of Shares Increased	Reason		No. of Shares	% of total Shares of the Company
1	Mr. Suresh Gunwant Fegde	4,44,029	33.9997 %	Nil	02	Due Transfer	29/08 /2019	4,44,031	33.9997 %
				Nil	31,08,217	Bonus Issue	19/09 /2019	35,52,248	33.9997 %

				Nil	16	Due to Transfer	10/10/2019	35,52,264	33.9997%
				100	Nil	Due to Transfer	15/11/2019	35,52,164	33.9997%
		Total Share holding at the end of year as on 31/03/2020- (i)						35,52,164	24.86%
2	Mrs. Alka Mukund Kulkarni	8,61,938	65.9994%	Nil	04	Due to Transfer	29/08/2019	8,61,942	65.9994%
				Nil	60,33,594	Bonus Issue	19/09/2019	68,95,536	65.9994%
				Nil	16	Due to Transfer	10/10/2019	68,95,552	65.9994%
				100	Nil	Due to Transfer	15/11/2019	68,95,452	65.9994%
				100	Nil	Due to Transfer	15/11/2019	68,95,352	65.9994%
		Total Share holding at the end of year as on 31/03/2020 - (ii)						68,95,352	48.26%
3	Mr. Aditya Mukund Kulkarni	1	0.00%	Nil	07	Bonus Issue	19/09/2019	08	0.00%
		Total Share holding at the end of year as on 31/03/2020 - (iii)						08	0.00%
4	Mr. Mukund Narayan Kulkarni	Nil	Nil	Nil	100	Due to transfer	15/11/2019	100	0.00%
		Total Share holding at the end of year as on 31/03/2020 - (iv)						100	0.00%
5	Mr. Jayant Suresh Fegde	Nil	Nil	Nil	100	Due to transfer	15/11/2019	100	0.00%
		Total Share holding at the end of year as on 31/03/2020 - (v)						100	0.00%
6	Mrs. Reshma Jayant Fegde	Nil	Nil	Nil	08	Due to transfer	05/11/2019	08	0.00%
		Total Share holding at the end of year as on 31/03/2020 - (vi)						08	0.00%
7	Mr. Ajinkya	Nil	Nil	Nil	100	Due to transfer	15/11/2019	100	0.00%

Mukund Kulkarni									
		Total Share holding at the end of year as on 31/03/2020 - (vii)				100	0.00%		
		Total Share holding at the end of year as on 31/03/2020 - (i)+(ii)+(iii)+(iv)+(v)+(vi)+(vii)				1,04,47,832	73.12%		

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Deepak Ganpat Rohamare				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020 through Initial Public Offer	N.A	N.A	8,24,000	5.7671
	At the end of the year	N.A	N.A	8,24,000	5.7671
2	Vijay Babanrao Gaikwad				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020 through Initial Public Offer	N.A	N.A	8,24,000	5.7671
	At the end of the year	N.A	N.A	8,24,000	5.7671
3	Narendra Uttamrao Patil				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020 through Initial Public Offer	N.A	N.A	4,40,000	3.0795
	At the end of the year	N.A	N.A	4,40,000	3.0795
4	Gordon Electrocoat Pvt Ltd				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020 through Initial Public Offer	N.A	N.A	4,40,000	3.0795
	At the end of the year	N.A	N.A	4,40,000	3.0795
5	HemlataVasantrao Patil				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020 through Initial Public Offer	N.A	N.A	3,28,000	2.2957
	At the end of the year	N.A	N.A	3,28,000	2.2957
6	Sagar U. Mahajan				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020	N.A	N.A	1,28,000	0.8959

	through Initial Public Offer				
	At the end of the year	N.A	N.A	1,28,000	0.8959
7	Sunita Vijay Kulkarni				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020 through Initial Public Offer	N.A	N.A	1,12,000	0.7839
	At the end of the year	N.A	N.A	1,12,000	0.7839
8	Vidya Sagar Mahajan				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020 through Initial Public Offer	N.A	N.A	1,04,000	0.7279
	At the end of the year	N.A	N.A	1,04,000	0.7279
9	Nirmal Aggarwal				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020 through Initial Public Offer	N.A	N.A	64,000	0.4479
	At the end of the year	N.A	N.A	64,000	0.4479
10	Milind Laxman Chincholikar				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Shares allotted on 13.03.2020 through Initial Public Offer	N.A	N.A	24,000	0.1680
	At the end of the year	N.A	N.A	24,000	0.1680

E) Shareholding of Directors and Key Managerial Personnel

S N o	Shareholding of each Directors and each Key Managerial Personnel	Share Holding at the beginning of the year		Increase/Decrease in share holding			Date of Change	Cumulative Share holding during the year	
		No. of Share	% of total shares of the company	No. of Shares Decrease	No. of Shares Increase	Reason		No. of Shares	% of total Shares of the Company
1	Mr. Suresh Gunwant Fegde (DIN: 00248850)	4,44,029	33.9997 %	N.A	2	By way of transfer	29.08.2019	4,44,031	34.00
		N.A	N.A	N.A	31,08,217	Bonus Issue	19.09.2019	35,52,248	34.00
		N.A	N.A	N.A	16	By way of transfer	10.10.2019	35,52,264	34.00
		N.A	N.A	(100)	N.A	By way of transfer	15.11.2019	35,52,164	34.00
		Total Share holding at the end of year as on 31/03/2020 - (i)						35,52,164	24.86

2	Mrs. Alka Mukund Kulkarni (DIN: 06896902)	8,61,938	65.9994 %	N.A	4	By way of transfer	29.08.2019	8,61,942	66.00
		N.A	N.A	N.A	60,33,594	Bonus Issue	19.09.2019	68,95,536	66.00
		N.A	N.A	N.A	16	By way of transfer	10.10.2019	68,95,552	66.00
		N.A	N.A	(200)	N.A	By way of transfer	15.11.2019	68,95,352	66.00
		Total Share holding at the end of year as on 31/03/2020 - (ii)							68,95,352
3	Mr. Mukund Narayan Kulkarni (DIN: 00248797)	N.A	N.A	N.A	100	By way of transfer	15.11.2019	100	0.00
		Total Share holding at the end of year as on 31/03/2020 - (iii)							100
4	Mr. Aditya Mukund Kulkarni (DIN: 07092586)	1	0.00	N.A	7	Bonus Issue	19.09.2019	8	0.00
		Total Share holding at the end of year as on 31/03/2020 - (iv)							8
5	Mr. Prakash Pathak	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
		Total Share holding at the end of year as on 31/03/2020 - (v)							N.A
6	Mr. Sunilkumar Dayama	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
		Total Share holding at the end of year as on 31/03/2020 - (vi)							N.A
7	Mr. Suresh Jagadale	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
		Total Share holding at the end of year as on 31/03/2020 - (vii)							N.A
8	Mr. Priya Khadilkar	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
		Total Share holding at the end of year as on 31/03/2020 - (viii)							
Total Shareholding of Directors and Key Managerial Personnel as on 31/03/2020 = (i)+(ii)+(iii)+(iv)+(v)+(vi)+(vii)+(viii)								1,04,47,624	73.12

V)INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	10,58,76,804	1,29,31,613	85,00,000	12,73,08,417
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	10,58,76,804	1,29,31,613	85,00,000	12,73,08,417
Change in Indebtedness during the financial year				
* Addition	4,41,92,861	0	0	4,41,92,861
* Reduction	(29,79,43,236)	(1,23,85,222)	(84,59,500)	(31,87,87,958)
Net Change	(25,37,50,375)	(1,23,85,222)	(84,59,500)	(27,45,95,097)
Indebtedness at the end of the financial year				
i) Principal Amount	14,78,73,571	5,46,391	0	14,84,19,962
ii) Interest due but not paid	0	0	40,550	40,550
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	14,78,73,571	5,46,391	40,550	14,84,60,512

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager/ KMP				Total Amount
		Shri Mukund Kulkarni	Shri Suresh Fegde	Shri Suresh Jagdale	Smt. Priya Khadilkar	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,50,000	58,50,000	98,850	60,000	73,58,850
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	00	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-	0	0	0	0	0

	tax Act, 1961					
2	Stock Option	00	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total (A)	13,50,00	58,50,00	98,850	60,000	73,58,850
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	---	---	----	
1	Independent Directors	N.A	N.A	N.A	N.A	N.A
	Fee for attending board committee meetings	N.A	N.A	N.A	N.A	N.A
	Commission	N.A	N.A	N.A	N.A	N.A
	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (1)	N.A	N.A	N.A	N.A	N.A
2	Other Non-Executive Directors	Mrs Alka Kulkarni	Mr Aditya Kulkarni		N.A	N.A
	Fee for attending board committee meetings	N.A	N.A	N.A	N.A	N.A
	Commission	N.A	N.A	N.A	N.A	N.A
	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (2)	N.A	N.A	N.A	N.A	N.A
	Total (B)=(1+2)	N.A	N.A	N.A	N.A	N.A
	Total Managerial Remuneration	N.A	N.A	N.A	N.A	N.A
	Overall Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Mr. Priya Khadilkar CS	Mr. Suresh Jagadale CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	60,000	98,850	1,58,850

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	N.A	N.A	N.A
2	Stock Option	N.A	N.A	N.A	N.A
3	Sweat Equity	N.A	N.A	N.A	N.A
4	Commission	N.A	N.A	N.A	N.A
	- as % of profit	N.A	N.A	N.A	N.A
	others, specify...	N.A	N.A	N.A	N.A
5	Others, please specify	N.A	N.A	N.A	N.A
	Total	N.A	60,000	98,850	1,58,850

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
B. DIRECTORS					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A

For and on behalf of Board of Directors of
FOR SM Auto Stamping Limited

Sd/-
Mr. Mukund Narayan Kulkarni
CHAIRMAN AND MANAGING
DIRECTOR
DIN: 00248797
ADDRESS: Alkund Banglow, Krishna
Colony Shivaji Nagar, Jail Road, Nashik
Road Nashik
Date: 04.09.2020
Place: Nashik

Sd/-
Mr. Suresh Gunawant Fegde
WHOLE TIME DIRECTOR
DIN: 00248850
ADDRESS:No.9, Jay Ambe Colony
Shivaji Nagar, Jail Road, Nashik Road
Nashik

FORM AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered in to during the year ended 31stMarch, 2020, which were not at arm's length Basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of the related party	Nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements Or transactions including the value, if any:	Date(s) of approval by the shareholder/member, if any:	Amount paid as advances, if any:
Mr. Suresh Fegde	KMP	Remuneration	FY 2019-20	Remsuneration: Rs. 58,50,000	-	-
Mrs. Alka Kulkarni*	KMP	Remuneration, Unsecured Loan Taken	FY 2019	Remsuneration: Rs. 45,00,000	-	-
Mr. Mukund Kulkarni	KMP	Remuneration	FY 2019	Remsuneration: Rs. 13,50,000	-	-
Mr. Suresh Fegde	KMP	Remuneration	FY 2019	Remsuneration: Rs. 98,850	-	-
Mrs. Priya Khadilkar	KMP	Remuneration	FY 2019	Remsuneration: Rs. 60,000	-	-
SM Auto Vision Private Limited	Associate Company	Labour Charges Received, Purchases, Sales	FY 2019	Labour Charges Received: Rs. 56,07,275, Purchases: Rs. 30,14,493, Sales: Rs. 82,600 Preference Shares Purchased:	Note No 2	-

				8,03,78,180, Corporate Guarantee Given: 8,45,86,269		
--	--	--	--	--	--	--

Note No :- 1 * Till 23/12/2019, Mrs. Alka Mukund Kulkarni was Executive Director. There after no remuneration has been paid to her.

Note No :- 2

- a) The value of services rendered with related party is less than 10% of its annual total turnover for F Y 2018-19 and hence not material in nature.
- b) The transaction is not prejudicial for interest of shareholders of company and entered on arm's length basis in the ordinary course of business
- c) The transactions are done in ordinary course of business and at arm's length basis hence section 188 is not applicable.

For and on behalf of Board of Directors of
FOR SM Auto Stamping Limited

Sd/-
Mr. Mukund Narayan Kulkarni
CHAIRMAN AND MANAGING
DIRECTOR
DIN: 00248797
ADDRESS: Alkund Banglow, Krishna
Colony Shivaji Nagar, Jail Road, Nashik
Road Nashik
Date: 04.09.2020
Place: Nashik

Sd/-
Mr. Suresh Gunawant Fegde
WHOLE TIME DIRECTOR
DIN: 00248850
ADDRESS:No.9, Jay Ambe Colony
Shivaji Nagar, Jail Road, Nashik Road
Nashik



Sujata R. Rajebahadur
B.Com. F.C.S.
Company Secretary
'Gokul', 199, M.G.Road,
Near Samarth Sahakari Bank, Nashik - 422 001
Phone: (0253) 2502561 Cell: 9922420220.
E-mail: cssujata.rajebahadur@gmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SM AUTO STAMPING LIMITED
(FORMERLY KNOWN AS SM AUTO STAMPING PRIVATE LIMITED)
CIN: U27109MH2006PLC163789
J-41, MIDC AMBAD NASHIK MH 422010

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SM AUTO STAMPING LIMITED** (Hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minutes book, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended **31st March, 2020**, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2020**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;





Sujata R. Rajebahadur
B.Com. F.C.S.

Company Secretary
'Gokul', 199, M.G.Road,
Near Samarth Sahakari Bank, Nashik - 422 001
Phone: (0253) 2502561 Cell: 9922420220.
E-mail: cssujata.rajebahadur@gmail.com

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings [**Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment**]

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. The Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 [**Not applicable to the Company during the audit period**];

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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 [**Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the Financial year under review**];

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [**Not Applicable as there was no reportable event during the period under review**];

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1988 [**Not Applicable as there was no reportable event during the period under review**];

(vi) There are no laws which specifically apply to the type of activities undertaken by the Company.





Sujata R. Rajebahadur
B.Com. F.C.S.
Company Secretary
'Gokul', 199, M.G.Road,
Near Samarth Sahakari Bank, Nashik - 422 001
Phone: (0253) 2502561 Cell: 9922420220.
E-mail: cssujata.rajebahadur@gmail.com

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

(i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with 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:

- Form MGT-14 for Board Resolution passed on 10th December 2019, for appointment of Company Secretary & Compliance Officer was filed on 27th August 2020, which is after the close of the financial year ending on 31 March 2020.

We further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. Changes in the composition of Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent seven days 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 the decisions of the Board and Committees thereof were carried out with requisite majority;

We further report that based on review of compliance mechanism established by the Company and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- As informed, the Company has not received any notice from any statutory/regulatory authorities including notice for initiating actions for corrective measures, wherever found necessary.





Sujata R. Rajebahadur

B.Com. F.C.S.

Company Secretary

'Gokul', 199, M.G.Road,

Near Samarth Sahakari Bank, Nashik - 422 001

Phone: (0253) 2502561 Cell: 9922420220.

E-mail: cssujata.rajebahadur@gmail.com

We further report that during the audit period there were no specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

Sujata R. Rajebahadur

Sujata R. Rajebahadur
Company Secretary
FCS 5728, C.P No. 4241



UDIN: F005728B000661405

Date: 4 September 2020

Place: Nashik



Sujata R. Rajebahadur
B.Com. F.C.S.
Company Secretary
'Gokul', 199, M.G.Road,
Near Samarth Sahakari Bank, Nashik - 422 001
Phone: (0253) 2502561 Cell: 9922420220.
E-mail: cssujata.rajebahadur@gmail.com

Date: 4 September 2020

To,
The Members,
SM AUTO STAMPING LIMITED
CIN: U27109MH2006PLC163789
J-41, MIDC AMBAD NASHIK MH 422010

Our Secretarial Audit Report of even date, for the financial year 2019-20 is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the Management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

4. Wherever required, we have obtained the management's representation about the compliance of laws, rules, and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.





Sujata R. Rajebahadur

B.Com. F.C.S.

Company Secretary

'Gokul', 199, M.G.Road,

Near Samarth Sahakari Bank, Nashik - 422 001

Phone: (0253) 2502561 Cell: 9922420220.

E-mail: cssujata.rajebahadur@gmail.com

6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

Sujata R. Rajebahadur

Sujata R. Rajebahadur
Company Secretary
FCS 5728, C.P No. 4241



Place: Nashik

ANNEXURE - IV

Information Relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A) CONSERVATION OF ENERGY	
The steps taken or impact on Conservation of Energy	Power conservation project including compressor optimum utilization and press reconditioning for saving on power. 1) Compressors at all plants with varied capacity were shuffled to locations to function on needed capacity only. This saved on under utilization and loss of energy.
The steps taken by the Company for utilizing alternate source of energy	Solar project installed at C13 plant.
The Capital Investment on Energy Conservation Equipments	Harmonics based APFC panels are planned for power saving at all locations
B) TECHNOLOGY ABSORPTION	
(i) The efforts made towards technology absorption	New methods of tool design adopted as reference taken from market trend
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	1) New customers interactions in development phase quotations in discussions for clients at USA, France, Saudi Arabia, Hungary, Canada, South Korea. 2) Material purchase agreement to reduce on purchase cost with payment terms optimization.
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
(a) the details of technology imported;	
(b) the year of import;	
(c) whether the technology been fully absorbed;	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv) the expenditure incurred on Research and Development	

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO	
The Foreign Exchange earned in terms of actual inflows during the year	Nil
the Foreign Exchange outgo during the year in terms of actual outflows	Nil

For and on behalf of Board of Directors of

FOR SM Auto Stamping Limited

Sd/-

Mr. Mukund Narayan Kulkarni

**CHAIRMAN AND MANAGING
DIRECTOR**

DIN: 00248797

ADDRESS: Alkund Banglow, Krishna
Colony Shivaji Nagar, Jail Road, Nashik
Road Nashik 422101

Sd/-

Mr. Suresh Gunawant Fegde

WHOLE TIME DIRECTOR

DIN: 00248850

ADDRESS:No.9, Jay Ambe Colony
Shivaji Nagar, Jail Road, Nashik Road
Nashik 422101

Date: 04.09.2020

Place: Nashik

SM Auto Stamping Limited

Reg. Off. J-41, MIDC Ambad, Nashik, Maharashtra, 422010.
CIN: U27109MH2006PLC163789

ANNEXURE - V

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- a. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2019-20, the percentage increase in remuneration of Managing Director, Company Secretary, Chief Financial Officer and other Executive Director during the financial year 2019-20.

Sr. No.	Name of Director/KMP	Designation	Percentage increase in Remuneration	Ratio of remuneration of each Director to median remuneration of Employees
1	Mr. Mukund Narayan Kulkarni	Chairman and Managing Director	-	19.59
2	Mr. Suresh GunawantFegde	Whole Time Director	-	35.38
3	Mrs. Alka Mukund Kulkarni^	Non Executive Director	-	36.28
4	Mr. Suresh Govind Jagadale	Chief Financial Officer	-	1.79
5	Mrs. Priya Anuj Khadilkar*	Company Secretary	-	1.09

*Resigned from the post of Company Secretary w.e.f. 16.03.2020 and in her place Mr. Jayesh Sharad Kulkarni was appointed w.e.f. 01.04.2020.

^Till 23/12/2019, Mrs. Alka Mukund Kulkarni was Executive Director. There after no remuneration has been paid to her.

Sitting fees details			
Sr. No.	Name of Director	Designation	Sitting fees paid
1	Mrs. Alka Mukund Kulkarni	Non-Executive Director	No sitting fees paid in FY 2019-20
2	Mr. Aditya Mukund Kulkarni	Non-Executive Director	No sitting fees paid in FY 2019
3	Mr. SunilkumarDayama	Non-Executive Independent Director	No sitting fees paid in FY 2019
4	Mr. Prakash Pathak	Non-Executive Independent	No sitting fees paid

	Director	in FY 2019
--	----------	------------

The Non-Executive Directors and Independent Directors of the Company could not attend any meeting in FY 2019-20 hence they were not paid any sitting fee for attending meetings of the Board/Committees of directors. Therefore, the said ratio of remuneration of each director to median remuneration of the employees of the company is not applicable.

- b. The percentage increase in the median remuneration of Employees in the financial year 2019-20 is nil as compare to financial year 2018-19 since there was no increment in remuneration.

The Company has 129 (One Hundred and Twenty Nine) employees on the rolls of Company as on 31st March, 2020.

The Company has formulated a Nomination and Remuneration policy as required under section 178 of the Companies Act, 2013 and the remuneration paid to employees are as per the remuneration policy of the Company.

Particulars of the top 10 employee in respect of the remuneration drawn during the year 2018-19 are as under.

Sr. No.	Name of Employee	Designation of the employee	Nature of employment, whether contractual or otherwise	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Remarks
1	SANJAY NABHIRAJ DIGRAJE	Plant Head-C-1	Permanent	N/A	-
2	SANTOSH PRABHAKAR SARODE	Plant head-B-198	Permanent	N/A	-
3	MUKESH PRAKASH TAWADE	Tool Room Incharge	Permanent	N/A	-
4	SURESH GOVIND JAGDALE	CFO	Permanent	N/A	-
5	MUKESH LAXMAN OTARI	GST Co-Ordinator	Permanent	N/A	-
6	SACHIN NARHARI SHINDE	Production Head-C-13	Permanent	N/A	-
7	UTTAM RAMRAO DESHMUKH	Head QA	Permanent	N/A	-
8	SACHIN	Maintenance	Permanent	N/A	-

	SUDHAKAR CHULBHARE	Head			
9	SHIVAJI GAJENDRA PATIL	Production Supervisor	Permanent	N/A	-
10	TUSHAR RAMESH PATIL	Tool Room Degin	Permanent	N/A	-

c. The percentage increase in the median remuneration of employee in the Financial Year: Nil

e. 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: There has been no increment in the salaries of employees in last financial year.

k. The Company affirms remuneration is as per the remuneration policy of the Company.

L. Information of employee drawing remuneration of Rs. 1.02 Crs per annum or Rs. 8.50 Lakhs per month for part of the year or more pursuant to Rule 5(2) of Chapter XII, the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014: Not Applicable.

For and on behalf of Board of Directors of
FOR SM Auto Stamping Limited

Sd/-
Mr. Mukund Narayan Kulkarni
CHAIRMAN AND MANAGING
DIRECTOR
DIN: 00248797
ADDRESS: AlkundBanglow, Krishna
Colony Shivaji Nagar, Jail Road, Nashik
Road Nashik 422101

Sd/-
Mr. Suresh Gunawant Fegde
WHOLE TIME DIRECTOR
DIN: 00248850
ADDRESS: No.9, Jay Ambe Colony
Shivaji Nagar, Jail Road, Nashik Road
Nashik 422101

Date: 04.09.2020
Place: Nashik

SM Auto Stamping Limited

Reg. Off. J-41, MIDC Ambad, Nashik, Maharashtra, 422010.

CIN: U27109MH2006PLC163789

ANNEXURE - VI

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. BUSINESS OVERVIEW:

We are in business of designing and manufacturing of sheet metal components and sub-assemblies requirements of automobile parts/equipment manufacturers. Our range of product primarily covers sheet metal pressed components for clutches, brakes, engine mountings, chassis, shaft drive, body trims, bearings etc. which are used in passenger cars, commercial vehicles and tractors. Our products such as deep drawn components and control panel components also find application in electrical equipments industry. We have an in-house R&D set up for different processes involved in the manufacturing of products, we have a high precision Tool Room at our Plants at Ambad MIDC, Nashik where activities related to designing and development of various products are undertaken.

We have three manufacturing units, all ideally located at Nashik, Maharashtra on leasehold industrial plots of total size admeasuring to over 5,000 sq. mtrs. Our all three units comply with the IATF 16949:2016 standards. Apart from manufacturing, we also provide job work services in respect of blanking and forming process on metal components.

Our portfolio of products can be classified into following categories:-

A. Components used in Automotive Power Train

- i. Components for automotive clutches
- ii. Components for automotive propeller shaft drive
- iii. Components for automotive brake system
- iv. Components for automotive engine mountings

B. Components used in Automotive Body

- i. Components for automotive body trims
- ii. High tonnage components

C. Components used in Automotive Chassis

D. Components for Bearings

E. Automotive welded assemblies

F. Deep Drawn Components

G. Components for electrical switchgear & heavy panels

2. INDUSTRY OVERVIEW:

The automobile industry in India is the world's fourth largest. India was the world's fourth largest manufacturer of cars and seventh largest manufacturer of commercial vehicles in 2020. Indian automotive industry (including component manufacturing) is expected to reach Rs 16.16-18.18 trillion (US\$ 251.4-282.8 billion) by 2026. The industry attracted Foreign Direct Investment (FDI) worth US\$ 24.21 billion during April 2000 to March 2020 according to the data released by Department for Promotion of Industry and Internal Trade (DPIIT).

Domestic automobile production increased at 2.36 per cent CAGR between FY16-FY20 with 26.36 million vehicles being manufactured in the country in FY20. Overall, domestic automobiles sales increased at 1.29 per cent CAGR between FY16-FY20 with 21.55 million vehicles being sold in FY20.

Overall, automobile export reached 4.77 million vehicles in FY20, growing at a CAGR of 6.94 per cent during FY16-FY20. Two wheelers made up 73.9 per cent of the vehicles exported, followed by passenger vehicles at 14.2 per cent, three wheelers at 10.5 per cent and commercial vehicles at 1.3 per cent.

The Government aims to develop India as a global manufacturing and research and development (R&D) hub. It has set up National Automotive Testing and R&D Infrastructure Project (NATRiP) centres as well as National Automotive Board to act as facilitator between the Government and the industry. Under (NATRiP), five testing and research centres have been established in the country since 2015. NATRiP's proposal for "Grant-In-Aid for test facility infrastructure for Electric Vehicle (EV) performance Certification from NATRIP Implementation Society" under FAME (Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles in India) scheme was approved by Project Implementation and Sanctioning Committee (PISC) on January 03, 2019.

The Indian Government has also set up an ambitious target of having only EVs being sold in the country. The Ministry of Heavy Industries, Government of India, has shortlisted 11 cities in the country for introduction of EVs in their public transport system under the FAME scheme. The first phase of the scheme was extended to March 2019 while in February 2019, the Government approved FAME-II scheme with a fund requirement of Rs 10,000 crore (US\$ 1.39 billion) for FY20-22. Under Union Budget 2019-20, Government announced to provide additional income tax deduction of Rs 1.5 lakh (US\$ 2146) on the interest paid on the loans taken to purchase EVs.

The Government of India expects automobile sector to attract US\$ 8-10 billion in local and foreign investment by 2023.

3. COMPLIANCE:

Our company was established in the year 2006 under Companies Act, 1956 (Erstwhile Act) and Company has maintained books, documents, records, other information for the period of the time as required under the respective act such as; Companies Act, 2013,

Securities and Exchange Board of India Act, 1992 & Rules and Regulations framed there under, Income Tax Act, 1961, Goods and Services Act, 2017, Factories Act, 1948, Employee State Insurance Act, 1948, Employees' Provident Fund and Miscellaneous Provisions Act, 1952 & Other Laws as applicable to our company.

4. STRENGTH:

1. In-house die making facilities and Machining Centre:

Our Company has its own in-house die making facilities and Machining Centre which enables us to maintain high quality production standards and also helps us in minimizing production time and bringing cost effectiveness. Our die making facility shop is capable of manufacturing press tools for small to medium range of automotive pressed parts. Our In-house Machining Centre consists of Hydraulic power press machines, Pneumatic Power Press Machines, Mechanical Power Press Machines, SEW Machines and bearing cage machines.

2. Wide product range and customized product offering

We have developed the infrastructure to customize our product offerings. This allows us to understand the customer requirement and offer the right product to exactly suit their need. In addition to this, we offer a wide product range i.e. wide range of Sheet Metal components including Precision Sheet Metal Fabrication, Finishing and Assemblies offered in a wide size range to enable us to cater to maximum requirement.

3. Vast Experience of Promoters:

Our Company's core strength lies in the extensive experience gained by our Promoters in this industry. Our Promoters, Mr. Suresh Gunwant Fedge and Mr. Mukund Narayan Kulkarni possess more than 20 years of experience in this field, which enables us to deliver quality products to our Customers and help us to gain expertise in the production.

4. Existing customer relationship:

We believe that we constantly try to address customer needs around a variety of products. Our existing customer relationships help us to get repeat business from our customers. This has helped us maintain a long term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

OUR BUSINESS STRATEGY:- We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

1. Utilization of Existing Installed Capacity:

Presently, Our Company has installed capacity of 4,949.14 MT p.a. for manufacturing of automotive components. For the year ended 31st March 2020, our total production was 2,452.60 MT, which constitutes 49.56% of the installed capacity. Considering the future demand potential, we intend to utilize our existing installed capacity to maximum level.

2. Improving operational efficiencies:

Our Company intends to improve operating efficiencies to achieve cost reductions so to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer service and technology development.

3. Leveraging our Market skills and Relationships:

This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

4. Focus on consistently meeting quality standards:

Presently, Our Company is certified from IATF 16949:2016, further, we intend to focus on adhering to the quality standards of the products. This is necessary so as to make sure that we get repeat orders from our customers. This will also aid us in enhancing our brand value.

5. OPPORTUNITY:

- Economic Growth of Domestic and International Market.
- Government policies to scrap the old vehicles.
- Our customers are keen on developing new supplies.
- Upcoming opportunities in export market.
- Government promotional scheme.
- Expanding after market business with customers.

6. RISK AND CONCERN:

i. Supply Chain: In case of manufacturing companies and its projects are typically time, cost and quality sensitive, leaving little room for delays. Thereby manufacturers can't deliver on their promises because of a supply chain stall risk losing out on thousands of crores in potential revenue and profit. For managing this type of risk and continues supply of raw material, our Company has established commercial relations with reputed suppliers.

ii. **Prices of Raw material:** Due to volatile and unstable global markets have widespread implications for manufacturing organisations and unexpected fluctuations in raw material price levels, unforeseen obstacles are destabilising supply chains and making it difficult for manufacturers to meet customer needs. Accordingly, change in the price of raw materials raises the cost of production. Our company manages this risk by entering in to the supply agreement with the suppliers.

iii. **Government Policy:** Changes in the Government Policy could adversely affect economic conditions in India generally and our business in particular.

iv. **Government Duties:** Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.

7. **FOCUS ON LOCAL AREA AND BEYOND:**

Our Company shall continue to explore development opportunities in and around Nashik (Maharashtra State) and also explore hubs in the nearby regions on case by case basis.

8. **STRENGTHEN RELATIONSHIPS WITH KEY CUSTOMERS AND MULTIPLE VENDORS:**

In order to continue delivering quality products to our key customers, our Company shall further strengthen its relationship with key vendor i.e. sub-contractors. Our Company is also working on strategy to develop more and more vendors who can deliver product and services in line with Company's philosophy and product offerings.

For and on behalf of Board of Directors of
FOR SM Auto Stamping Limited

Sd/-

Mr. Mukund Narayan Kulkarni
CHAIRMAN AND MANAGING
DIRECTOR
DIN: 00248797
ADDRESS: Alkund Banglow, Krishna
Colony Shivaji Nagar, Jail Road, Nashik
Road Nashik 422101

Sd/-

Mr. Suresh GunawantFegde
WHOLE TIME DIRECTOR
DIN: 00248850
ADDRESS:No.9, Jay Ambe Colony
Shivaji Nagar, Jail Road, Nashik Road
Nashik 422101

Date: 04.09.2020

Place: Nashik

SM Auto Stamping Limited

Reg. Off. J-41, MIDC Ambad, Nashik, Maharashtra, 422010.

CIN: U27109MH2006PLC163789

ANNEXURE - VII

DETAILS OF UTILIZATION OF IPO PROCEEDS

SM Auto Stamping Limited listed its Equity Shares at BSE SME Platform w.e.f. 16th March, 2020 and allotted 38,40,000 Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 18/- (including of security premium of Rs. 8/- each) to meet Working Capital Requirement, Issue Expenses and General Corporate Expenses.

Serial	Particulars	Objects of the issue
1.	Date of Listing	16 th March, 2020
2.	Amount Raised through IPO	Rs. 69,120,000
3.	Amount utilized till Year ended on 31 st March 2020	Rs. 37,395,162
4.	Amount un- utilized	Rs. 31,724,838
5	Purpose for which IPO proceeds used till Yearended on 31 st March 2020	Working Capital Requirement, Issue Expenses and General Corporate Expenses

For and on behalf of Board of Directors of
FOR SM Auto Stamping Limited

Sd/-

Mr. Mukund Narayan Kulkarni
CHAIRMAN AND MANAGING
DIRECTOR

DIN: 00248797

ADDRESS: Alkund Banglow, Krishna
Colony Shivaji Nagar, Jail Road, Nashik
Road Nashik 422101

Sd/-

Mr. Suresh Gunawant Fegde
WHOLE TIME DIRECTOR

DIN: 00248850

ADDRESS:No.9, Jay Ambe Colony
Shivaji Nagar, Jail Road, Nashik Road
Nashik 422101

Date: 04.09.2020

Place: Nashik

SM Auto Stamping Limited

Reg. Off. J-41, MIDC Ambad, Nashik, Maharashtra, 422010.

CIN: U27109MH2006PLC163789

ANNEXURE VIII

CEO & CFO COMPLIANCE CERTIFICATE

(Pursuant to Part B of Schedule II read with Regulation 17 (8) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015)

To,
The Board of Directors,
SM Auto Stamping Limited,
J-41, MIDC Ambad,
Nashik Maharashtra

Sub: CEO / CFO Certification (As per Part B of Schedule II read with Regulation 17 (8) of SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015)

Dear Sir / Madam,

We, Mukund Narayan Kulkarni, Chairman & Managing Director and Suresh Jagadale, Chief Financial Officer of SM Auto Stamping Limited, do hereby jointly declare and certify that:

a) We have reviewed Financial Statements and the Cash Flow Statement of the Company for the year ended 31st March, 2020 and that to the best of our knowledge and belief.

i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) These statements together with the schedules and notes thereon present a true and fair view of the Company's affairs for the year ended 31st March, 2020 and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to action to rectify these deficiencies.

d) We have indicated to the Statutory Auditors and the Audit Committee;

i) Significant changes in internal control during the year under review;

ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and

iii) There are no 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.

Sd/-
Mukund Narayan Kulkarni
Chairman and Managing Director
Place : **Nashik**
Date : **July 22, 2020**

Sd/-
Suresh Jagadale
Chief Financial Officer
Place : **Nashik**
Date : **July 22, 2020**

ANNEXURE - IX

ANNUAL REPORT ON SEXUAL HARASSMENT POLICY

Complaints Status for the period 01/04/2019 To 31/03/2020

Total Complaints Received	0
Total Resolved Complaints	0
Total Pending Complaints	0
Total Complaints Withdrawn	0

FOR SM AUTO STAMPING LIMITED

Sd/-

Mrs Alka Mukund Kulkarni

Presiding Officer

LIST OF TOP 10 PUBLIC SHAREHOLDERS

Sr. No.	Name	Shareholding
1.	Deepak Ganpat Rohamare	8,24,000
2.	Vijay Babanrao Gaikwad	8,24,000
3.	Narendra Uttamrao Patil	4,40,000
4.	Gordon Electrocoat Pvt Ltd	4,40,000
5.	HemlataVasantrao Patil	3,28,000
6.	Sagar U. Mahajan	1,28,000
7.	Sunita Vijay Kulkarni	1,12,000
8.	Vidya Sagar Mahajan	1,04,000
9.	Nirmal Agarwal	64,000
10.	Milind Laxman Chincholikar	24,000



INDEPENDENT AUDITOR'S REPORT

To the members of
SM Auto Stamping Limited
(Formerly known as **SM Auto Stamping Private Limited**)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of SM Auto Stamping Limited (Formerly known as SM Auto Stamping Private Limited) ("the Company"), which comprise of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to the following matters in the Notes to the financial statements:

- (a) Notes 9 & 16 to the financial statements, which state that Trade Payables' and Trade Receivables' balances are subject to confirmation.



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- (b) Note 15 to the financial statements, which states that, during the year company has changed accounting policy for valuation of inventory.
- (c) Note 15 to the financial statements, which states that, during the year company has changed accounting policy for valuation of inventory.
- (d) Note 29 to the financial statements, which states that subsequent to the balance sheet date, the company has discharged its liability towards unfulfilled Export Obligation under EPCG Scheme.

Our opinion is not modified in respect of these matters.

Information other than the Standalone Financial Statements and Auditor's Report

The Company's Board of Directors is responsible for the preparation of other information and presentation of its report (herein after called as "Board Report") which comprises of various information required under section 134(3) of the Companies Act 2013 but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the Other Information and in doing so, consider whether the Other Information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement in this Other Information; we are required to report that fact. We have nothing to report in this regard.

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 Act with respect to the preparation of these 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 misstatement, whether due to fraud or error.



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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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



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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.



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- g) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The company has no pending litigations having effect on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

Place: Nashik
Date: August 27, 2020

Sd/-
CA Atul Deshpande
Partner
Membership No. 118218
UDIN : 20118218AAAAEM1310



Add.: Atharva, 32, Shramiknagar Society, Opp Shree Swami Samarthha Kendra Gangapur Road, Nashik-422013. Tel. (0253) 2573558

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **SM Auto Stamping Limited (Formerly known as SM Auto Stamping Private Limited)** as on 31st March, 2020.

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SM Auto Stamping Limited (Formerly known as SM Auto Stamping Private Limited)** (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

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

Limitations of Internal Financial Controls Over Financial Reporting

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



Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

Place: Nashik
Date : August 27, 2020

Sd/-
CA Atul Deshpande
Partner
Membership No: 118218
UDIN: 20118218AAAAEM1310



ANNEXURE 'B' TO INDEPENDENT AUDITOR'S REPORT

The annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2020 and in regard to referred annexure we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The Company has a regular programme of physical verification of its fixed assets. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. The management has conducted physical verification of inventory at reasonable intervals and it was reported that no material discrepancies were noticed during verification.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, during the year, the Company has not granted unsecured loan to parties listed in the register maintained under Section 189 of the Companies Act.
 - a. The terms and conditions of the loans granted in previous financial year are not prejudicial to the company's interest.
 - b. The schedule or repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
 - c. There is no amount overdue for more than 90 days at the Balance Sheet date.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. During the year the Company has not accepted any deposits from the public.
6. The Company has properly maintained cost records as required under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Excise Duty, cess and Goods and Services Tax to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and



Add.: Atharva, 32, Shramiknagar Society, Opp Shree Swami Samartha Kendra Gangapur Road, Nashik-422013. Tel. (0253) 2573558

explanations given to us there were no outstanding statutory dues as on 31st March, 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no amounts payable in respect of income tax, service tax, sales tax, customs duty, excise duty and Goods and Services Tax which have not been deposited on account of any disputes.

8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution or bank.
9. As per our verification of books and records and explanations given to us, Amount raised by way of Initial Public Offer were applied for the purpose as under:

Particulars	Amount Raised (Rs. In Lakh)	Amount utilized upto 31 st March, 2020 (Rs. In Lakh)	Balance on 31 st March, 2020 (Rs. In Lakh)
Working Capital Requirement	500.00	322.25	177.75
General Corporate Purpose	89.83	0.50	89.33
To meet Issue expense	101.37	58.72	42.65
Total	691.20	381.46	309.74

The above stated unutilized amount as on 31st March, 2020 is balance in the bank accounts as under:

- A) Bank of India Account – Rs. 297.18 Lakh
- B) ICICI Bank Account – Rs. 12.56 Lakh

Also, amount raised by way of Term Loans were applied for the purpose for which it was raised.

10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. In our opinion and according to the information and explanations given to us, the Company has paid /provided managerial remuneration in accordance with requisite approval mandated by the provision of Section 197 read with Schedule V to the Companies Act, 2013 and with reference to the special resolution passed in the Extra Ordinary General Meeting dated 21st December 2019.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.



Add.: Atharva, 32, Shramiknagar Society, Opp Shree Swami Samartha Kendra Gangapur Road, Nashik-422013. Tel. (0253) 2573558

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

Sd/-
CA Atul Deshpande
Partner
Membership No. 118218
UDIN: 20118218AAAAEM1310

Place: Nashik
Date: August 27, 2020

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789
Standalone Balance Sheet

As on 31st March 2020

Particulars	Note No	As on 31-03-2020	As on 31-03-2019
I Equity and Liabilities			
Shareholders' Funds			
Share Capital	2	14,28,78,320	1,30,59,790
Reserves & Surplus	3	87,90,490	10,26,25,436
Non-Current Liabilities			
Long-term Borrowings	4	5,24,32,524	4,65,65,266
Other Long term Liabilities	5	9,33,095	3,66,422
Deferred Tax Liabilities (net)	6	-	5,89,517
Long-term provisions	7	82,63,165	9,38,683
Current Liabilities			
Short-term Borrowings	8	8,36,50,360	6,49,66,880
Trade Payables	9	2,11,54,917	10,86,77,621
Other Current Liabilities	10	2,06,20,661	3,09,42,898
Short-term Provisions	11	60,93,712	1,30,51,244
Total		34,48,17,244	38,17,83,757
II Assets			
Non-Current Assets			
Fixed Assets	12		
- Tangible		8,55,46,498	8,37,19,440
- Intangible		2,79,961	1,70,510
- Capital WIP		-	6,748
Non-current Investments	13	10,60,63,505	3,17,26,325
Long term Loans and Advances	14	12,84,771	4,33,71,185
Deferred Tax Assets (net)	6	87,24,821	-
Current Assets			
Inventories	15	4,05,59,081	8,92,03,849
Trade Receivables	16	6,11,48,865	9,96,20,381
Cash and Cash Equivalents	17	3,28,86,960	11,05,284
Short-term Loans and Advances	18	70,33,021	1,36,47,082
Other Current Assets	19	12,89,761	1,92,12,953
Total		34,48,17,244	38,17,83,757

See accompanying notes to the Financial Statements

As per our report of even date
for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

for and on behalf of the board of directors

Sd/-
CA Atul Deshpande
Partner
Membership No: 118218

Sd/-
Suresh Fegde
Whole Time Director
DIN: 00248850

Sd/-
Mukund Kulkarni
Managing Director
DIN : 00248797

Sd/-
Suresh Jagdale
Chief Financial Officer

Sd/-
Jayesh Kulkarni
Company Secretary

Place :- Nashik
Date : August 27, 2020

Place :- Nashik
Date : July 22, 2020

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789
Standalone Statement of Profit & Loss
for the year ended 31st March 2020

Particulars	Note No	As on 31-03-2020	As on 31-03-2019
Revenues			
Revenues from operations	20	44,34,19,739	58,13,43,626
Other income	21	57,09,567	75,56,175
Total Revenues		44,91,29,306	58,88,99,801
Expenses:			
Cost of Materials Consumed	22	31,26,42,912	44,15,88,360
Changes in Inventories	23	4,55,27,474	(70,94,311)
Employee Benefit Expenses	24	5,78,16,547	5,35,18,241
Finance Costs	25	1,27,61,512	1,36,00,489
Depreciation and Amortization Expenses	12	1,25,15,102	1,19,66,895
Other Expenses	26	3,95,06,819	5,16,19,358
Total Expenses		48,07,70,366	56,51,99,032
Profit/(Loss) before tax and prior period items		(3,16,41,061)	2,37,00,769
Prior Period Items	27	44,69,611	-
Profit/(Loss) before tax		(3,61,10,672)	2,37,00,769
Tax expenses			
Current Tax		-	58,23,496
Deferred Tax Expenses / (Surplus)		(93,14,339)	3,05,071
Profit/(Loss) for the period		(2,67,96,333)	1,75,72,202
Earning per equity share			
Basic and Diluted Earning Per share	31	(2.52)	13.46

See accompanying notes to the Financial Statements

As per our report of even date
for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

for and on behalf of the board of directors

Sd/-
CA Atul Deshpande
Partner
Membership No: 118218

Sd/-
Suresh Fegde
Whole Time Director
DIN: 00248850

Sd/-
Mukund Kulkarni
Managing Director
DIN : 00248797

Sd/-
Suresh Jagdale
Chief Financial Officer

Sd/-
Jayesh Kulkarni
Company Secretary

Place :- Nashik
Date : August 27, 2020

Place :- Nashik
Date : July 22, 2020

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789
Cash Flow Statement
As on 31st March 2020

Particulars	As on 31-03-2020	As on 31-03-2019
<u>Cash Flow from Operating Activities</u>		
Net Profit before tax and Extra-ordinary items	(3,61,10,672)	2,37,00,769
Adjustments for-		
Depreciation	1,25,43,698	1,19,66,895
Interest Paid	1,27,61,512	1,36,00,489
Income Tax Paid	5,86,810	1,15,108
Interest Income	(31,91,867)	(65,42,571)
Dividend Income	(75,000)	(81,830)
Other Non Operating income	(24,42,700)	(9,31,774)
Operating Profit before Working Capital Changes	(1,59,28,218)	4,18,27,086
Adjustments for Changes in Working Capital		
Increase /(Decrease) in Trade Payables	(8,75,22,704)	(1,50,20,882)
Increase /(Decrease) in Short-term provisions	(11,34,036)	21,35,275
Increase /(Decrease) in Short Term Borrowings	1,86,83,479	(12,62,680)
Increase /(Decrease) in Other Current Liabilities	(1,03,22,236)	(8,50,861)
Increase /(Decrease) in Long term provisions	73,24,482	9,38,683
Increase /(Decrease) in Other long term liabilities	5,66,673	(12,87,853)
(Increase)/ Decrease in Trade Receivables	3,84,71,516	54,35,993
(Increase)/ Decrease in Inventories	4,86,44,768	(75,09,539)
(Increase)/ Decrease in Short term Loans & Advances	54,75,479	(35,14,076)
(Increase)/ Decrease in Other Current Assets	1,79,23,192	(82,31,319)
Cash generated from Operations	2,21,82,395	1,26,59,828
Income Tax Paid	(52,71,725)	(45,26,955)
Net cash from Operating activities	1,69,10,670	81,32,873
<u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	(1,44,80,208)	(70,72,026)
Proceeds from Sale of Fixed Assets	6,748	-
Purchase of Non-Current Investments	(7,43,37,180)	(1,00,01,000)
(Increase)/ Decrease in Long term loans and advances	4,20,86,414	1,95,68,191
Interest Received	31,91,867	65,42,571
Dividend Received	75,000	81,830
Other Non Operating income	24,42,700	9,31,774
Net cash from Investing activities	(4,10,14,659)	1,00,51,339

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789
Cash Flow Statement
As on 31st March 2020

Particulars	As on 31-03-2020	As on 31-03-2019
<u>Cash Flow from Financing Activities</u>		
Proceeds from Issue of Share Capital	3,84,00,000	-
Securities Premium received on Shares Issued	3,07,20,000	
Expenses Directly Written off from Securities Premium	(63,40,083)	
Net Proceeds from Long Term Borrowings	58,67,258	(54,55,627)
Interest Paid	(1,27,61,512)	(1,36,00,489)
Net cash from Financing activities	5,58,85,663	(1,90,56,116)
Net Increase in Cash and Cash equivalents	3,17,81,676	(8,71,904)
Cash and Cash equivalents at the beginning of the year	11,05,284	19,77,187
Cash and Cash equivalents at the end of the year	3,28,86,960	11,05,284

As per our report of even date

for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

for and on behalf of Board of Directors

Sd/-
CA Atul Deshpande
Partner
Membership No. 118218

Sd/-
Suresh Fegde
Whole Time Director
DIN: 00248850

Sd/-
Mukund Kulkarni
Managing Director
DIN : 00248797

Sd/-
Suresh Jagdale
Chief Financial Officer

Sd/-
Jayesh Kulkarni
Company Secretary

Place:- Nashik
Date : August 27, 2020

Place:- Nashik
Date : July 22, 2020

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Financial Statements
For the year ended 31st March, 2020

1. Significant Accounting Policies

- a) **Basis of preparation of Financial Statements & Accounts:** - The financial statements & accounts are prepared under historical cost convention in accordance with the mandatory Accounting Standards as specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The Company has adopted accrual basis of accounting. Accounting policies except specifically referred to, are consistent and in consonance with generally accepted accounting policies.
- b) **Use of Estimates:** - The preparation and presentation of financial statements in conformity with the generally accepted accounting principles, requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities, revenues and expenditures and disclosure of contingent liabilities. The estimates and assumptions used in accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as on the date of financial statements. Difference between the actual results and estimates are recognized in the period in which results materialize/ are known.
- c) **Inventories:** - Inventories are valued at lower of cost or net realizable value. Cost of Inventories comprises of purchase costs, and other cost incurred in bringing the inventories to their present location and condition. The cost is determined as under.
- i. Raw materials on FIFO Basis
 - ii. Finished Products – at raw material plus conversion cost
 - iii. Work-in-Progress at raw material cost plus proportionate conversion cost
- d) **Cash flow statement:** - Cash flows are reported using the indirect method as specified under Accounting Standard - 3, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.
- e) **Revenue Recognition:** Revenue is recognized as follows
- i. Sales are recognized when goods are transferred with risks and rewards of ownership to the buyer and are recorded net of Duties, Taxes, and Trade Discounts & Rebates.
 - ii. Labour Charges are recognized when processed material is delivered to the customer and are recorded net of Duties, Taxes and Trade Discounts & Rebates.
 - iii. Interest Income is recognised on a time proportion basis
 - iv. Dividend Income is recognised on receipt basis.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Financial Statements
For the year ended 31st March, 2020

- f) Tangible Assets and Depreciation:** - Tangible Assets are stated at cost of acquisition inclusive of freight, non refundable duties and taxes and incidental expenses. Depreciation on Tangible Assets is provided in such a manner so that the cost of asset (Net of realizable value) will be amortized over their estimated remaining useful life on W.D.V. basis as per the useful life prescribed under Schedule II to the Companies Act 2013. Depreciation for assets purchased / sold during the period is proportionately charged.
- g) Government grants:** - Grants and subsidies from the government are recognized when there is a reasonable assurance that (i) the company will comply with the conditions attached to them and (ii) Subsidy will be received.
- h) Investments:-** Investments are valued at cost except where there is a permanent decline in the value of investments.
- i) Employee Benefits : -**
All Short term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred.
- Defined Contribution Plan**
The Company is having defined contribution plan for post employment benefits in the form of Provident Fund. Under the Provident Fund Plan, the company contributes to a Government administered Provident Fund on behalf of employees. The company has no further obligation beyond making the Contribution.
- Defined Benefit Plan**
The Company has made provision for payment of Gratuity to its employees. This Provision is made as per the method prescribed under the Payment of Gratuity Act. The cost of providing gratuity under this plan is determined on the basis of actuarial valuation at period end, Under the Gratuity Fund Plan, the company contributes to a LIC administered Group Gratuity Fund on behalf of employees.
- j) Borrowing Costs:** - The Interest on cash credit and various term loans is charged to profit and loss account and classified under Finance costs. The borrowing costs that are attributable to acquisition, construction or production of qualifying assets are capitalised as a part of cost of such Assets.
- k) Leases:** - Lease under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Lease hold land acquired by the Company is capitalized at Cost paid for acquisition and related legal costs.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Financial Statements
For the year ended 31st March, 2020

- l) Earnings Per Share:** - Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period for all periods presented is adjusted for events, such as bonus shares, that have changed the number of equity shares outstanding, without corresponding change in the resources.
- m) Taxes on Income:** - Income Tax for the period is provided as per the provisions of the Income Tax Act, 1961 after considering various deductions available under the Act. Deferred Tax Expense/Income is recognized for "timing differences" between the accounting income and the taxable income using the tax rates and laws that are enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Assets is recognized and carried forward only to the extent there is a reasonable certainty that the asset will be realized in future.
- n) Intangible Assets:** - Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a WDV basis commencing from the date the asset is available to the Company for its use. Software being intangible asset in the form of license to use the software is considered as integral part of computers and network. So management has decided to depreciate it as per the useful life of computer server and networks under WDV method as prescribed under schedule II of Companies Act 2013.
- o) Impairment of Assets:** - In accordance with (AS-28) – Impairment of Assets, the carrying amounts of the Company's assets including intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indications exist, the recoverable amount of each asset is estimated, as the higher of the net selling price and the value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is assessed at the recoverable amount subject to a maximum of depreciable historical cost.
- p) Provisions and Contingent Liabilities:** -Provisions involving judgements and estimation in measurement of expenses are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Financial Statements
for the year ended 31st March 2020

2 Share Capital

Particulars	As on 31-03-2020	As on 31-03-2019
A) Authorized Share Capital (1,65,00,000 Ordinary Equity Shares of Rs. 10/- each)	16,50,00,000	1,35,00,000
	16,50,00,000	1,35,00,000
B) Issued Subscribed & Paid-up Share Capital (1,42,87,832 Ordinary Equity Shares of Rs. 10/- each)	14,28,78,320	1,30,59,790
	14,28,78,320	1,30,59,790

C) Reconciliation of shares outstanding at the beginning & at the end of the reporting period

Particulars	As on 31-03-2020	As on 31-03-2019
Equity Shares		
Balance of number of ordinary equity shares at the beginning of the year	13,05,979	13,05,979
Add : Bonus Issue of shares made during the period	91,41,853	-
Add : Shares Subscribed during Initial Public Offer (IPO)	38,40,000	
Balance of number of ordinary equity shares at the end of the year	1,42,87,832	13,05,979

D) The rights, preferences and restrictions attached to each class of shares

Equity Shares

The Ordinary Equity Shares of the company have the rights and restrictions as prescribed in the Companies Act, 2013

E) Details of shares held by its holding company in the Company - NA

F) Details of shares held by shareholders holding more than 5 % of aggregate shares in the Company

Particulars	As on 31-03-2020	As on 31-03-2019
1.Name - Kulkarni Alka Mukund		
Number of Shares held in the Company	68,95,352	8,61,938
Percentage of Share Holding	48.26%	66.00%
2. Name - Fegde Suresh Gunvant		
Number of Shares held in the Company	35,52,164	4,44,029
Percentage of Share Holding	24.86%	34.00%

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Financial Statements
for the year ended 31st March 2020

3 Reserves & Surplus

Particulars	As on 31-03-2020	As on 31-03-2019
Securities Premium		
Opening Balance	-	-
For Shares issued during the year	3,07,20,000	-
Less: Utilised for Bonus Shares issued	-	-
Less: IPO Expenses Written Off	(63,40,083)	-
	2,43,79,917	-
Reserves		
Balance of Reserves at the beginning of the year	10,26,25,436	-
Add / (Less) : Transfer during the year	(9,14,18,530)	10,26,25,436
Balance of Reserves at the end of the year	1,12,06,906	10,26,25,436
Surplus		
Balance of Surplus at the beginning of the year	-	8,50,53,235
Add / (Less) : Profit / (Loss) for the current year	(2,67,96,333)	1,75,72,201
Add / (Less) : Transfer to Reserves during the year	-	(10,26,25,436)
Balance of Surplus at the end of the year	(2,67,96,333)	-
Total	87,90,490	10,26,25,436

3.1 Balance of surplus transferred to reserves amounting to Rs.10,26,25,436 during the FY 2018-19.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Financial Statements
for the year ended 31st March 2020

4 Long-term Borrowings

Particulars	As on 31-03-2020	As on 31-03-2019
A) Secured Term Loans from Banks		
SIDBI -D00014A4 (Refer note no.4.1)	74,10,000	77,86,748
TJSB Sahakari Bank Ltd. Property Loan - 289	-	6,80,655
TJSB Sahakari Bank Ltd.WCTL - 75	-	46,77,184
TJSB Sahakari Bank Ltd. WCTL - 78	60,93,364	1,35,52,348
TJSB Sahakari Bank Ltd. Express Loan	2,66,16,678	-
TJSB Sahakari Bank Ltd. PRLN - 234 (Refer note no. 4.2)	1,22,71,982	-
Total A	5,23,92,024	2,66,96,935
B) Secured Term Loans from Others		
Kotak Mahindra Prime Ltd (Refer note no.4.3)	-	2,86,378
Total B	-	2,86,378
C) Unsecured term loans from Others		
HDFC Bank (Refer note no. 4.4)	-	5,64,726
Total C	-	5,64,726
D) Unsecured term loans from Shareholders before 01.04.2014		
M/s B.S.Steels	-	31,00,000
Total D	-	31,00,000
E) Deposits		
(a) Deposits from Shareholders		
Dipali Mahajan	-	20,00,000
Lata Patil	18,000	20,00,000
Ulhas Mahajan	-	20,00,000
Girishankar Patil	22,500	25,00,000
Total E	40,500	85,00,000
F) Loans and advances from related parties		
(a) Loan from relatives of Directors		
Aditya Kulkarni	-	71,00,000
Ajinkya Kulkarni-HUF (Refer note no. 4.5)	-	3,17,227
Total F	-	74,17,227
Total of Long Term Borrowing (A+B+C+D+E+F)	5,24,32,524	4,65,65,266

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Term Loans

4.1. Term Loans from SIDBI	ROI	Terms of Repayment
SIDBI -D00014A4	8.21%	Repayable in 60 months including moratorium of 6 months and 54 monthly instalments starting from April 2019

(Secured by first pari passu charge on Immovable Property situated at Plot no. C13, Ambad, Nashik, hypothecation of all the movable assets of the company including Plant & Machinery and by personal guarantee of Directors)

4.2. Term Loans from TJSB Sahakari Bank Ltd.	ROI	Terms of Repayment
TJSB Sahakari Bank Ltd. Property Loan - 289	13.25% (Floating)	Repayable in 69 monthly instalments including 9 months moratorium starting from February 2015
TJSB Sahakari Bank Ltd. WCTL - 75	12.00% (Floating)	Repayable in 60 monthly instalments starting from April 2016
TJSB Sahakari Bank Ltd. WCTL - 78	12.00% (Floating)	Repayable in 60 monthly instalments starting from April 2017
TJSB Sahakari Bank Ltd. TL Express Scheme	10.75% (Floating)	Repayable in 90 monthly instalments including 9 months moratorium starting from September 2019
TJSB Sahakari Bank Ltd. Property Loan - 234	13.00% (Floating)	Repayable in 96 monthly instalments starting from March 2020

(Secured by hypothecation of Immovable Property and Plant and Machinery, hypothecation of stock and book debts, equitable mortgage of Land and building and by personal guarantee of directors.)

4.3. Term Loan from Kotak Mahindra	ROI	Terms of Repayment
Kotak Mahindra Prime Ltd	9.50%	Repayable in 60 monthly instalments starting from March 2016

(Secured by Hypothecation of Car)

4.4. Unsecured term loans from Others	ROI	Terms of Repayment
Loan from HDFC Bank	15.00%	Repayable in 48 monthly instalments starting from April 2016
Loan from ICICI Bank	15.50%	Repayable in 36 monthly instalments starting from July 2016

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4.5. Loans from relatives of Directors	ROI	Terms of Repayment
Loan from Aditya Kulkarni	12.00%	There are no defined terms of repayment
Loan from Ajinkya Kulkarni - HUF	12.00%	There are no defined terms of repayment

5 Other Long term Liabilities

Particulars	As on 31-03-2020	As on 31-03-2019
Creditors for Fixed Assets Purchased	9,33,095	3,66,422
Total of other Long term Liabilities	9,33,095	3,66,422

5.1 Creditors' balances are subject to confirmation, reconciliation and consequential adjustments, if any.

6 Deferred Tax Liabilities (net)

The break-up of deferred tax assets and deferred tax liabilities into major components of the respective balances are as follows;

Particulars	As on 31-03-2020	As on 31-03-2019
On depreciation allowance on Fixed Assets	23,58,289	16,58,653
On others	(1,10,83,111)	(10,69,136)
	(87,24,822)	5,89,517

7 Long-term provisions

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Provision for Gratuity Payable (Refer Note 24.1)	82,63,165	9,38,683
	82,63,165	9,38,683

8 Short-term Borrowings

Particulars	As on 31-03-2020	As on 31-03-2019
Secured Loans repayable on demand from Bank TJSB Sahakari Bank Ltd C.C. - 136 (Refer note no. 8.1)	8,36,50,360	6,49,66,880
Total A	8,36,50,360	6,49,66,880
Total of Short Term Borrowing	8,36,50,360	6,49,66,880

8.1. Secured cash credit	ROI	Terms of Repayment
TJSB Sahakari Bank Ltd C.C. - 136	10.75% (floating)	Repayable on Demand

(Secured by hypothecation of stock and book debts, mortgage of land and building , plant and machinery ,furniture and fixtures and personal guarantee of directors)

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9 Trade Payables

Particulars	As on 31-03-2020	As on 31-03-2019
Creditors for goods purchased or services received		
Trade payables required to be classified in MSMED Act	-	-
Others	2,11,54,917	10,86,77,621
	2,11,54,917	10,86,77,621

9.1 Company has called for declaration from the suppliers regarding their registration under MSMED Act, 2006. However no information has yet been received from the suppliers regarding their registration under MSMED Act, 2006. In absence of relevant documents all trade payables are classified as other than MSME Trade Payables.

9.2 Trade Payables' balances are subject to confirmation , reconciliation and consequential adjustments, if any.

10 Other Current Liabilities

Particulars	As on 31-03-2020	As on 31-03-2019
A) Current Maturities of Secured Long Term Loans		
SIDBI -D00014A4 (Refer note no.4.1)	12,95,000	22,20,000
TJSB Sahakari Bank Ltd. Property Loan - 289	87,611	11,55,578
TJSB Sahakari Bank Ltd. Property Loan - 75	1,88,994	44,18,433
TJSB Sahakari Bank Ltd. WCIL - 78	46,71,331	58,52,479
TJSB Sahakari Bank Ltd. Express Loan	36,57,087	-
TJSB Sahakari Bank Ltd. PRLN - 234 (Refer note no. 4.2)	16,47,114	-
Kotak Mahindra Prime Loan (Refer note no.4.3)	2,84,101	2,80,121
Total A	1,18,31,238	1,39,26,611
B) Current Maturities of unsecured Long Term Loans		
HDFC Bank Loan	5,46,391	14,66,991
ICICI Bank Loan (Refer note no. 4.4)	-	3,82,670
Total B	5,46,391	18,49,661
C) Interest Payable on Loans		
Interest payable on SIDBI Loan	60,699	-
Interest payable on unsecured Loan-Alka Mukund Kulkarni	-	3,28,051
Interest payable on unsecured Loan-others	-	1,46,433
Total C	60,699	4,74,484
D) Advances Received		
Advances from Customers	33,04,810	63,52,694
Advance for Sale of Fixed Asset- Shinde S. N.	-	2,50,000
Total D	33,04,810	66,02,694

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10 Other Current Liabilities (continued)

Particulars	As on 31-03-2020	As on 31-03-2019
E) Other Payables		
Credit card	1,15,388	23,512
Education Fund	10,000	20,000
Electricity Charges	4,87,750	10,39,860
ESIC - Employees' Contribution	20,718	20,214
Provident Fund - Employees Contribution	1,40,204	1,23,838
MLWF Employees Contribution	-	789
Liability towards Employees' deductions	2,68,358	2,36,545
Profession Tax	25,100	24,475
Employees contribution for PM Care Fund	73,735	-
TCS	21,605	63,622
TDS	28,25,240	2,61,204
Water Charges	14,490	13,172
Goods and Services tax	7,24,935	62,62,216
ROC Professional fees	1,50,000	-
Total E	48,77,523	80,89,447
Total of other current liabilities (A+B+C+D+E)	2,06,20,661	3,09,42,898

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11 Short-term Provisions

Particulars	As on 31-03-2020	As on 31-03-2019
A) Provision for employee benefits		
Salary & Wages	19,34,626	20,84,313
Bonus	10,19,800	8,77,059
Leave encashment payable	10,52,135	12,54,288
Directors' Remuneration	42,339	5,72,862
Provident Fund - Employer's Contribution	1,81,093	1,41,545
Provident Fund - PF Admin Charges	-	6,708
ESIC - Employer's Contribution	38,648	52,138
M.L.W.F. Employer's Contribution	2,352	1,579
Consultancy Charges Payable - PF	13,500	
Gratuity (Refer Note no. 24.1)	14,73,219	20,14,756
Total A	57,57,712	70,05,248
B) Other Provisions		
Statutory Audit Fees	1,05,000	92,500
Tax Audit Fees	85,000	70,000
GST Audit Fees	40,000	-
Income Tax work Charges	45,000	40,000
Secretarial Audit fees	35,000	-
Gratuity Valuation Fees	6,000	-
ROC Consultancy Fees	20,000	20,000
Income Tax	-	58,23,496
Total B	3,36,000	60,45,996
Total of short term provisions (A+B)	60,93,712	1,30,51,244

13 Non-current Investments

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Investment in Equity Instruments		
Samarth Sahakari Bank	25,325	25,325
TJSB Sahakari Bank	5,00,000	5,00,000
SM Autovision Pvt Ltd	1,05,60,000	1,66,01,000
(b) Investment in Preference Shares of SM Autovision Pvt Ltd	9,49,78,180	1,46,00,000
	10,60,63,505	3,17,26,325

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Notes attached to and forming part of Financial Statements for the year ended 31st March 2020

Note 12: Fixed Assets

Sr. No.	Particulars	Rate of Dep.	Gross Block				Depreciation					Net Block	
			01-04-2019	Addition	Sale/ Transfer	31-03-2020	01-04-2019	Upto 31-03-2020	Reserves	Written Back	31-03-2020	31-03-2020	31-03-2019
	Tangible Assets												
1	Factory Building & Premises	10.00%	5,38,51,692	1,75,410	-	5,40,27,102	3,09,39,046	21,03,278	-	-	3,30,42,324	2,09,84,778	2,29,12,646
2	Electrical Installation	10.00%	45,64,657	-	-	45,64,657	37,92,060	1,40,292	-	-	39,32,352	6,32,305	7,72,597
3	Furniture	18.10%	47,87,096	4,47,678	-	52,34,774	42,15,913	2,35,111	-	-	44,51,024	7,83,750	5,71,183
4	Dies	13.91%	3,19,80,503	-	-	3,19,80,503	2,26,95,995	18,40,992	-	-	2,45,36,987	74,43,517	92,84,509
5	Plant & Machinery	13.91%	12,08,95,323	22,81,301	-	12,31,76,624	7,22,67,084	65,63,512	-	-	7,88,30,596	4,43,46,027	4,86,28,238
6	Solar System	11.29%	-	1,13,15,871	-	1,13,15,871	-	9,94,296	-	-	9,94,296	1,03,21,575	-
7	Office Equipments	13.91%	10,20,418	12,648	-	10,33,066	7,04,910	1,49,793	-	-	8,54,703	1,78,363	3,15,508
8	Motor Vehicles and Cars	25.89%	47,73,816	-	-	47,73,816	38,24,109	2,39,728	-	-	40,63,837	7,09,979	9,49,707
9	Computer & Peripherals	40.00%	12,40,285	22,900	-	12,63,185	9,55,233	1,61,749	-	-	11,16,982	1,46,203	2,85,052
	Sub Total		22,31,13,790	1,42,55,808	-	23,73,69,598	13,93,94,350	1,24,28,751	-	-	15,18,23,101	8,55,46,498	8,37,19,440
	Intangible Assets												
10	Software & Web Site	40.00%	6,33,871	2,24,400	-	8,58,271	4,63,361	1,14,949	-	-	5,78,310	2,79,961	1,70,510
	Capital WIP												
11	Plant & Machinery	13.91%	6,748	-	6,748	-	-	-	-	-	-	-	6,748
	Sub Total		6,40,619	2,24,400	6,748	8,58,271	4,63,361	1,14,949	-	-	5,78,310	2,79,961	1,77,258
	Grand total		22,37,54,409	1,44,80,208	6,748	23,82,27,869	13,98,57,711	1,25,43,700	-	-	15,24,01,411	8,58,26,458	8,38,96,698
	Previous Year		21,66,82,382	70,72,026	-	22,37,54,409	12,78,90,816	1,19,89,994	-	23,099	13,98,57,711	8,38,96,698	8,87,91,567

*The amount of depreciation is inclusive of Rs. 28598/- which is separately shown in prior period items in the Statement of Profit & Loss.

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14 Long term Loans and Advances

Particulars	As on 31-03-2020	As on 31-03-2019
A) Security Deposits		
(a) Unsecured, considered good		
MIDC Water Deposit	43,650	43,650
MSEDCL Deposit	9,47,671	9,07,421
Telephone Deposit	7,450	7,450
NSDL & CDSL Deposit	1,80,000	-
Others	1,06,000	1,06,000
Total A	12,84,771	10,64,521
B) Loans and advances given to Associate Company		
Loan to SM Autovision Pvt Ltd (Refer note no. 14.1)	-	4,23,06,664
Total B	-	4,23,06,664
Total of long-term loans and advances (A+B)	12,84,771	4,33,71,185

14.1. Loans and advances given to Associate Company	ROI	Terms of Repayment
Loan to SM Autovision Pvt Ltd	9.00%	Repayable in 5 years

SM Autovision Pvt Ltd. ceased to be subsidiary in FY 2019-20. Though the repayment period of the loan was 5 years the company repaid the loan fully in FY 2019-20.

15 Inventories

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Raw materials	1,07,26,814	1,38,44,107
(b) Work-in-progress	2,98,32,267	7,53,59,742
(c) Finished goods	-	-
	4,05,59,081	8,92,03,849

During the year company has changed the accounting policy for recognizing cost of inventories to align with accounting policy prescribed in AS -2 Valuation of inventories. Till FY 2018-19 the company had policy to include the amount of duties and taxes in the purchase cost of closing Inventory to comply with Income Computation and Disclosure Standards as prescribed under Income Tax law. There by the value of inventories of the company was over stated by amount of Rs.1,07,33,478/- for the year ended 31st March 2019 and there by profit the company was over stated by an amount of Rs. 5,65,328/- for the year ended 31st March 2019. Due to this change in policy the loss for the period ended on March 2020 has been overstated by an amount of Rs. 53,43,840/-

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16 Trade Receivables

Particulars	As on 31-03-2020	As on 31-03-2019
A) Outstanding for a period exceeding six months		
(a) Unsecured, considered good	-	11,41,341
(b) Doubtful	-	-
B) Others		
(a) Unsecured, considered good	6,11,48,865	9,84,79,040
(b) Doubtful	-	-
C) Due from directors / officer or entities in which they are owner, partner, director or members	-	-
	6,11,48,865	9,96,20,381

16.1 'Trade Receivables' balances are subject to confirmation, reconciliation and consequential adjustments, if any.

17 Cash and Cash Equivalents

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Balances with banks		
Balance in Current Accounts	3,23,10,283	5,92,582
Bank Deposits with more than 12 months maturity (Note 17.1)	3,51,736	3,70,430
(b) Cash on hand	2,24,941	1,42,272
	3,28,86,960	11,05,284

17.1 As insisted by the Bank, the above bank deposits are made in the name of directors / promoters of the company.

18 Short-term Loans and Advances

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Other unsecured advances considered good		
Advance Tax	10,00,000	5,00,000
Income Tax refund A.Y. 2016-17	48,002	48,002
VAT refund F.Y. 2017-18	52,872	52,872
T.D.S. Receivable	17,45,730	33,84,311
T.D.S. Receivable from Kotak Mahindra	7,299	7,299
BSE Security Deposit	6,91,200	-
Employee Advances	3,66,657	2,78,175
Interest Receivable from SM Autovision Pvt Ltd	21,54,032	57,81,356
Interest Receivable	62,781	51,102
GST Credit Receivable	9,04,449	35,27,778
GST Cash Ledger Balance	-	16,187
	70,33,021	1,36,47,082

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19 Other Current Assets

Particulars	As on 31-03-2020	As on 31-03-2019
Advances to Suppliers	6,37,687	40,05,389
Prepaid Expenses	96,474	45,349
Subsidy Receivable	5,55,600	3,70,400
<u>Current Maturities of unsecured Long Term Loans</u>		
Loan to SM Autovision Pvt Ltd	-	1,47,91,815
	12,89,761	1,92,12,953

20 Revenues from operations

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Sale of Products	39,34,53,319	50,77,09,859
(b) Sale of Services	1,01,63,686	93,90,874
(c) Sale of Scrap	3,98,02,734	6,42,42,893
	44,34,19,739	58,13,43,626

21 Other income

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Interest Income	31,91,867	65,42,571
(b) Dividend Income	75,000	81,830
(c) Other Non-Operating Income	-	34,203
Discount Earned	-	8,55,622
Subsidy	12,34,500	41,949
Profit on sale of equity shares held in SM Autovision Pvt Ltd.	12,08,200	-
	57,09,567	75,56,175

22 Cost of Materials Consumed

Particulars	As on 31-03-2020	As on 31-03-2019
Opening Stock	1,38,44,107	1,34,28,879
Add :- Purchases of Raw Materials	30,70,00,472	43,78,06,663
Add :- Purchases of Consumables	25,25,146	41,96,925
Less :- Closing Stock	(1,07,26,814)	(1,38,44,107)
	31,26,42,912	44,15,88,360

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23 Changes in Inventories

Particulars	As on 31-03-2020	As on 31-03-2019
Work-in-Progress		
Opening Inventory of Work-in-Progress	7,53,59,741	6,82,65,431
Less :- Closing Inventory of Work-in-Progress	2,98,32,267	7,53,59,742
Total Changes in Inventories of Work-in- Progress	4,55,27,474	(70,94,311)

24 Employee Benefit Expenses

Particulars	As on 31-03-2020	As on 31-03-2019
A) Labour		
Wages	2,48,03,592	2,62,03,063
Contribution to Provident Fund	12,16,040	11,17,180
Provident Fund Administration Charges	63,398	58,339
Contribution to ESIC	4,11,449	5,62,972
Total (A)	2,64,94,479	2,79,41,554
B) Staff		
Salary	1,02,73,289	88,05,854
Contribution to Provident Fund	4,76,046	4,26,759
Provident Fund Administration Charges	24,352	22,294
Contribution to ESIC	81,630	84,365
Maharashtra Labour welfare Fund	8,400	41,970
Staff Welfare	16,44,102	24,35,927
Bonus	24,74,833	34,26,547
Gratuity Expenses (Refer note 24.1)	35,87,281	9,38,683
Leave Encashment Expenses	10,52,135	12,54,288
Total (B)	1,96,22,068	1,74,36,687
C) Directors		
Directors' Remuneration	1,17,00,000	81,40,000
Total (C)	1,17,00,000	81,40,000
Total Employee Benefit Expenses (A+B+C)	5,78,16,547	5,35,18,241

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24.1 Gratuity Expenses:

Details of Gratuity Expenses	As on 31-03-2020	As on 31-03-2019
<u>Profit and loss account for the period</u>		
Current service cost	11,72,092	10,71,796
Interest on obligation	8,86,399	7,76,775
Expected return on plan assets	(3,62,262)	(3,45,536)
Net actuarial loss/(gain)	18,91,052	4,73,327
Total included in 'Employee Benefit Expense'	35,87,281	19,76,362
Total Charge to P&L	35,87,281	19,76,362
<u>Reconciliation of defined benefit obligation</u>		
Opening Defined Benefit Obligation	1,15,86,003	1,02,34,001
Transfer in/(out) obligation	-	-
Current service cost	11,72,092	10,71,796
Interest cost	8,86,399	7,76,775
Actuarial loss (gain)	18,66,712	4,48,640
Loss (gain) on curtailments		
Liabilities extinguished on settlements		
Benefits paid	(95,400)	(9,45,209)
Closing Defined Benefit Obligation	1,54,15,806	1,15,86,003
<u>Table of experience adjustments</u>		
Defined Benefit Obligation	1,54,15,806	1,15,86,003
Plan Assets	(56,31,481)	(42,36,900)
Surplus/(Deficit)	(97,84,325)	(73,49,103)
<u>Reconciliation of plan assets</u>		
Opening value of plan assets	42,36,900	40,97,600
Transfer in/(out) plan assets		
Expenses deducted from the fund		
Expected return	3,62,262	3,45,536
Actuarial gain/(loss)	(24,340)	(24,687)
Contributions by employer	12,00,000	7,63,660
Benefits paid	(95,400)	(9,45,209)
Closing value of plan assets	56,79,422	42,36,900

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Details of Gratuity Expenses	As on 31-03-2020	As on 31-03-2019
<u>Reconciliation of net defined benefit liability</u>		
Net opening provision in books of accounts	73,49,103	61,36,401
Transfer in/(out) obligation	-	-
Transfer (in)/out plan assets	-	-
Employee Benefit Expense	35,87,281	19,76,362
	1,09,36,384	81,12,763
Benefits paid by the Company	-	-
Contributions to plan assets	(12,00,000)	(7,63,660)
Closing provision in books of accounts	97,36,384	73,49,103
<u>Bifurcation of liability</u>		
Current Liability	14,73,219	11,72,092
Non-Current Liability	82,63,165	61,77,011
Net Liability	97,36,384	73,49,103
<u>Principle actuarial assumptions</u>		
Discount Rate (p.a)	6.85%	7.75%
Expected Return on Plan Assets	6.85%	7.75%
Salary Escalation Rate	10.00%	10.00%
Withdrawal Rates	5.00% p.a at younger ages reducing to 1.00% p.a at older ages	5.00% p.a at younger ages reducing to 1.00% p.a at older ages

25 Finance Costs

Particulars	As on 31-03-2020	As on 31-03-2019
Bank Interest Expenses	82,98,642	1,00,81,247
Other Interest Expenses	39,71,770	29,79,214
Other Borrowing Costs	4,91,100	5,40,028
	1,27,61,512	1,36,00,489

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26 Other Expenses

Particulars	As on 31-03-2020	As on 31-03-2019
A) Manufacturing Expenses		
Cutting Charges	61,935	71,948
Freight Charges	1,09,076	1,63,215
Labour Charges Paid	96,89,016	1,28,74,481
Loading & Unloading Charges	1,79,685	4,51,566
Material testing Charges	78,650	1,44,826
Packing Expenses	3,39,135	4,62,588
Plating Charges	23,98,122	27,69,695
B) Power		
Electricity Expenses	89,41,695	1,07,68,757
C) Repairs		
Building	1,06,605	-
Machinery	51,44,171	79,18,627
Others	7,79,846	6,91,752
D) Insurance		
Other Insurance Charges	23,000	23,765
Keyman Insurance	3,50,247	3,44,271
E) Rates and Taxes		
Corporation Tax	19,776	19,740
Profession Tax Company	2,500	5,000
Income Tax Paid	5,86,810	1,15,108
Factory Licence Renewal & fees	13,896	48,394
Sales tax and excise duty dues paid	6,77,383	-
F) Transportation	23,79,806	35,16,142
G) Bad Debts	40,176	57,767
H) Professional and Legal Expenses	40,54,577	38,44,944
I) Miscellaneous Expenses	32,75,712	70,35,453
J) Payment to Auditors		
As Auditors	1,90,000	1,62,500
for Taxation Matters	45,000	88,317
for Other Matters	20,000	40,500
	3,95,06,819	5,16,19,358

SM Auto Stamping Ltd.
 (Formerly known as SM Auto Stamping Private Limited)
 CIN : U27109MH2006PLC163789

**Notes attached to and forming part of Financial Statements
 for the year ended 31st March 2020**

27 Prior Period Items

Particulars	As on 31-03-2020	As on 31-03-2019
Gratuity	43,95,664	-
Depreciation	28,598	-
Prepaid Expense (License Renewal Charges)	45,349	-
	44,69,611	-

27.1 The company is contributing to a LIC administered Group Gratuity Fund on behalf of employees. Till FY 2018-19 the company was neither making any actuarial provision nor assuming further obligation beyond making the Contribution to LIC. However from current year company has started making gratuity provision as per actuarial valuation method. The difference between actuarial liability till March 31, 2019 and premium debited to profit and loss account is accounted as prior period gratuity.

27.2 Under/Over charge of depreciation in previous years has been given effect in current year.

28 Related party disclosures

As per Accounting Standard 18 on Related party disclosures as notified under section 188 of the Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, the related parties of the Company are as follows:

1. Associate Company * : SM Autovision Pvt. Ltd.

2. Key Management Personnel : Mukund Kulkarni - Managing Director
 : Suresh Fegde - Whole Time Director
 : Suresh Jagdale - Chief Financial Officer
 : Jayesh Kulkarni - Company Secretary

3. Relative of KMP : Aditya Kulkarni
 : Alka Kulkarni
 : Ajinkya Kulkarni

*Till 26th November, 2019 SM Autovision Private Limited was a Subsidiary Company. On 27th November, 2019 stake in SM Autovision Private Limited has been reduced to 48%, Hence SM Autovision Private Limited has become Associate Company from 27th November, 2019.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Financial Statements
for the year ended 31st March 2020

Related Party Transactions: -

Particulars	As on 31-03-2020 (in Rs)	As on 31-03-2019 (in Rs)
(A) Key Management Personnel		
Remuneration		
Remuneration to Director : Suresh Fegde	58,50,000	40,70,000
Remuneration to Director : Alka Kulkarni*	45,00,000	40,70,000
Remuneration to Director : Mukund Kulkarni	13,50,000	-
Remuneration to CFO : Suresh Jagdale	98,850	-
Remuneration to CS : Priya Khadilkar	60,000	-
Unsecured Loan Taken		
Interest payable on Unsecured Loan from Alka Kulkarni	-	3,28,051
(B) Other Related Party Transactions		
Transactions with Associate company		
Labour Charges received from SM Autovision Pvt Ltd.	56,07,275	35,42,535
Labour Charges paid to SM Autovision Pvt Ltd.	-	39,77,239
Purchases from S M Autovision Pvt. Ltd.	30,14,493	1,81,996
Sales to S M Autovision Pvt. Ltd.	82,600	-
Loan to Associate Company		
Loan to SM Autovision Pvt. Ltd. (Closing Balance)	-	5,70,98,479
Interest Received from SM Autovision Pvt.Ltd.	31,91,867	64,23,728
Loan from relative of Directors		
Loan from Aditya Kulkarni	-	71,00,000
Interest on loan from Aditya Kulkarni	-	6,71,337
Loan from Ajinkya Kulkarni	-	3,17,227
Deposits from share holders	40,500	85,00,000

* Till 23/12/2019, Mrs. Alka Mukund Kulkarni was Executive Director. There after no remuneration has been paid to her.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

**Notes attached to and forming part of Financial Statements
for the year ended 31st March 2020**

29 Events occurring after Balance sheet date

Company has paid an amount of Rs. 65,41,451/- to Jawaharlal Nehru Custom House on 24.07.2020, which comprises of the following:

1. Basic Customs Duty	Rs. 16,18,172/-
2. Counter Veiling Duty	Rs. 9,80,005/-
3. Cess	Rs. 43151/-
4. Interest for the period	Rs. 39,00,122/-

This amount has been paid to discharge the liability towards unfulfilled Export Obligation of the Company under the EPCG Scheme, availed in **FY 2011-12**. The payment was made pursuant to the opinion and advice received from the EXIM Consultant of the company, vide his letter **dt. 21.07.2020**. Circumstances prevailing on the Balance Sheet date provided a reasonable basis to the Management to presume that the Export Obligation would be fulfilled. Therefore, no effect was given to the transaction in the Financial Statements for the year ended 31.3.2020. Subsequently, in view of the uncertainty created by the COVID 19 Pandemic for pursuing export activity, the EXIM Consultant advised the Company to pay off the amounts as bifurcated above i.e. total amount of Rs 65,41,450. The Board of Directors was satisfied about the views of Management regarding the accounting effect of the transaction. However, disclosure of the transaction in Notes to Accounts was advised by the Board, while adopting the Financial Statements in compliance to Accounting Standard under “Material event occurring after reporting period”.

30 All the items of income and expense which are recognized in the Statement of Profit and Loss are for current financial period only and there is no prior period item of income or expense treated as current period item except those disclosed in the financial statements. There are no changes in the accounting estimates during the period.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

**Notes attached to and forming part of Financial Statements
for the year ended 31st March 2020**

31 Earning per share

The company has disclosed the basic as well as the diluted EPS on the face of the statement of profit and loss and the same has been calculated excluding the extra ordinary items reflected in the statement of profit and loss.

Particulars	As on 31-03-2020	As on 31-03-2019
Net Profit (considering extra ordinary items, if any)	(2,67,96,333)	1,75,72,202
Number of Equity Shares (Weighted Average)*	1,06,15,701	13,05,979
Face Value of Equity	10	10
Basic and Diluted Earning Per share	(2.52)	13.46

32 Impaired Assets: -

The Board is of the opinion that there is no impairment loss in the Carrying Amounts of all the assets of the company at the Balance Sheet date. Hence during the financial year company has not provided for impairment loss in the carrying amount of assets.

33 Provisions and Contingent Liabilities: -

Provisions involving judgments and estimation in measurement of expenses are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. The Company has given a corporate guarantee to SM Autovision Private Limited (Associate Company) in connection with financial borrowings availed from SIDBI.

Following is the total outstanding balance of borrowings of SM Autovision Pvt Ltd as on 31-03-2020:

Contingent Liabilities

Particulars	As on 31-03-2020	As on 31-03-2019
Corporate Guarantee given to SM Autovision Private Limited by the company	8,45,86,269	-

34 Segment Reporting

The Company is operating in one segment only.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

**Notes attached to and forming part of Financial Statements
for the year ended 31st March 2020**

35 COVID-19 Effect

The Business operations were hit substantially from 22nd March, 2020 till the end of the year 31st March 2020 due to lockdown. Company experienced severe delays in the execution of new orders owing to the lockdown situation across the Country and the unavailability of all clients for collection and delivery purpose. However, the brief information about impact and effect of COVID-19 shall be more particularly viewed and disclosed in the financial statements of March 31, 2021.

36 Compliance with Accounting Standards

On the basis of transactions entered during the year, the company is not required to comply with the following Accounting Standards :

- a) AS – 7: Construction Contracts.
- b) AS – 14: Accounting for Amalgamation
- c) AS – 11: The Effects of Changes in Foreign Exchange Rates
- d) AS – 24: Discontinuing Operations
- e) AS – 27 : Financial Reporting of Interests in Joint Ventures

37 Previous years figures have been re-grouped, rearranged and reclassified wherever necessary.

Signature to Notes 1 to 37

As per our report of even date
for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

for and on behalf of the board of directors

Sd/-
CA Atul Deshpande
Partner
Membership No: 118218

Sd/-
Suresh Fegde
Whole Time Director
DIN: 00248850

Sd/-
Mukund Kulkarni
Managing Director
DIN : 00248797

Place :- Nashik
Date : August 27, 2020

Sd/-
Suresh Jagdale
Chief Financial Officer
Place :- Nashik
Date : July 22, 2020

Sd/-
Jayesh Kulkarni
Company Secretary



INDEPENDENT AUDITOR'S REPORT

To the members of
SM Auto Stamping Limited
(Formerly known as SM Auto Stamping Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of SM Auto Stamping Limited (Formerly known as SM Auto Stamping Private Limited) (herein after referred to as the 'Company') and its associate company (Company and its associate company together referred to as "the Group") which comprise of the Consolidated Balance Sheet as on March 31, 2020, the Consolidated Statement of Profit and Loss and the Consolidated cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, of its consolidated state of affairs of the Group as on March 31, 2020, the consolidated loss and its Consolidated cash flows for the year then ended.

Basis for Opinion

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



Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- (a) Note 10 & 17 to the financial statements which state that Trade Payables' and Trade Receivables' balances are subject to confirmation.
- (b) Note 10 to the financial statement which also states that the company has not classified its creditors as Micro, Small and Medium Enterprises as required under Micro, Small and Medium Enterprises Development Act 2006.
- (c) Note 16 to the financial statements which states that, during the year company has changed accounting policy for valuation of inventory.
- (d) Note 30 to the financial statements which states that subsequent to the balance sheet date, the company has discharged its liability towards unfulfilled Export Obligation under EPCG Scheme.

Our opinion is not modified in respect of these matters.

Information other than the Consolidated Financial Statements and Auditor's Report

The respective Board of Directors of the companies included in the Group are responsible for the preparation of other information and presentation of its report (herein after called as "Board Report") which comprises various information required under section 134(3) of the Companies Act 2013 but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement in this Other Information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the consolidated financial statements

The Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements 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. This responsibility also includes 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; selection and application of appropriate accounting policies; making judgments and



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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 consolidated 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 Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the consolidated financial statements

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

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

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



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or conditions that may cast significant doubt on the ability of Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which are the independent auditors.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - 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.



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- e) On the basis of the written representations received from the directors of the company taken on record by the Board of Directors of the company, none of the directors is disqualified as on September 30, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Group has no pending litigations having effect on its consolidated financial position in its consolidated financial statements except notices received to associate company for TDS short deduction, interest thereon and late fees for delay in filling of TDS return. Since associate company is reconciling the data, we are not able to quantify its effect on consolidated financial position.
- ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

Sd/-
CA Atul Deshpande
Partner
Membership No. 118218
UDIN: 20118218AAAAEV3232

Place: Nashik
Date: September 04, 2020



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **SM Auto Stamping Limited (Formerly known as SM Auto Stamping Private Limited)** as on 31st March, 2020.

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SM Auto Stamping Limited (Formerly known as SM Auto Stamping Private Limited)** (“the Company”) as of March 31, 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



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Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

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

Limitations of Internal Financial Controls over Financial Reporting

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



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Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

Sd/-
CA Atul Deshpande
Partner
Membership No: 118218
UDIN: 20118218AAAAEV3232

Place: Nashik
Date : September 04, 2020

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789
Consolidated Balance Sheet

As on 31st March 2020

Particulars	Note No	As on 31-03-2020	As on 31-03-2019
I Equity and Liabilities			
Shareholders' Funds			
Share Capital	3	14,28,78,320	1,30,59,790
Reserves & Surplus	4	1,65,52,306	10,87,23,792
Non-Current Liabilities			
Long-term Borrowings	5	5,24,32,524	4,65,65,266
Other Long term Liabilities	6	9,33,095	3,66,422
Deferred Tax Liabilities (net)	7	-	5,89,517
Long-term provisions	8	82,63,165	9,38,683
Current Liabilities			
Short-term Borrowings	9	8,36,50,360	6,49,66,880
Trade Payables	10	2,11,54,917	10,86,77,621
Other Current Liabilities	11	2,06,20,661	3,09,42,898
Short-term Provisions	12	60,93,712	1,30,51,244
Total		35,25,79,060	38,78,82,113
II Assets			
Non-Current Assets			
Fixed Assets	13		
- Tangible		8,55,46,498	8,37,19,440
- Intangible		2,79,961	1,70,510
- Capital WIP		-	6,748
Non-current Investments	14	11,38,25,321	3,78,24,681
Long term Loans and Advances	15	12,84,771	4,33,71,185
Deferred Tax Assets (net)	7	87,24,821	-
Current Assets			
Inventories	16	4,05,59,081	8,92,03,849
Trade Receivables	17	6,11,48,865	9,96,20,381
Cash and Cash Equivalents	18	3,28,86,960	11,05,284
Short-term Loans and Advances	19	70,33,021	1,36,47,082
Other Current Assets	20	12,89,761	1,92,12,953
Total		35,25,79,060	38,78,82,113

See accompanying notes to the Consolidated Financial Statements

As per our report of even date
for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

for and on behalf of the board of directors

Sd/-
CA Atul Deshpande
Partner
Membership No: 118218

Sd/-
Suresh Fegde
Whole Time Director
DIN: 00248850

Sd/-
Mukund Kulkarni
Managing Director
DIN : 00248797

Sd/-
Suresh Jagdale
Chief Financial Officer

Sd/-
Jayesh Kulkarni
Company Secretary

Place :- Nashik
Date : September 04, 2020

Place :- Nashik
Date : July 22, 2020

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789
Consolidated Statement of Profit & Loss
for the year ended 31st March 2020

Particulars	Note No	As on 31-03-2020	As on 31-03-2019
Revenues			
Revenues from operations	21	44,34,19,739	58,13,43,626
Other income	22	57,09,567	75,56,175
Total Revenues		44,91,29,306	58,88,99,801
Expenses:			
Cost of Materials Consumed	23	31,26,42,912	44,15,88,360
Changes in Inventories	24	4,55,27,474	(70,94,311)
Employee Benefit Expenses	25	5,78,16,547	5,35,18,241
Finance Costs	26	1,27,61,512	1,36,00,489
Depreciation and Amortization Expenses	13	1,25,15,102	1,19,66,895
Other Expenses	27	3,95,06,819	5,16,19,358
Total Expenses		48,07,70,366	56,51,99,032
Profit/(Loss) before tax and prior period items		(3,16,41,061)	2,37,00,769
Prior Period Items	28	44,69,611	-
Profit/(Loss) before tax		(3,61,10,672)	2,37,00,769
Tax expenses			
Current Tax		-	58,23,496
Deferred Tax Expenses / (Surplus)		(93,14,339)	3,05,071
Profit/(Loss) after tax		(2,67,96,333)	1,75,72,202
Share in profit of associate		16,63,460	50,16,825
Profit/(Loss) for the period		(2,51,32,872)	2,25,89,026
Earning per equity share			
Basic and Diluted Earning Per share	32	(2.52)	13.46

See accompanying notes to the Consolidated Financial Statements

As per our report of even date
for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

for and on behalf of the board of directors

Sd/-
CA Atul Deshpande
Partner
Membership No: 118218

Sd/-
Suresh Fegde
Whole Time Director
DIN: 00248850

Sd/-
Mukund Kulkarni
Managing Director
DIN : 00248797

Sd/-
Suresh Jagdale
Chief Financial Officer

Sd/-
Jayesh Kulkarni
Company Secretary

Place :- Nashik
Date : September 04, 2020

Place :- Nashik
Date : July 22, 2020

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789
Consolidated Cash Flow Statement
As on 31st March 2020

Particulars	As on 31-03-2020	As on 31-03-2019
<u>Cash Flow from Operating Activities</u>		
Net Profit before tax and Extra-ordinary items	(3,61,10,672)	2,37,00,769
Adjustments for-		
Depreciation	1,25,43,698	1,19,66,895
Interest Paid	1,27,61,512	1,36,00,489
Income Tax Paid	5,86,810	1,15,108
Interest Income	(31,91,867)	(65,42,571)
Dividend Income	(75,000)	(81,830)
Other Non Operating income	(24,42,700)	(9,31,774)
Operating Profit before Working Capital Changes	(1,59,28,219)	4,18,27,086
Adjustments for Changes in Working Capital		
Increase / (Decrease) in Trade Payables	(8,75,22,704)	(1,50,20,882)
Increase / (Decrease) in Short-term provisions	(11,34,036)	21,35,275
Increase / (Decrease) in Short Term Borrowings	1,86,83,479	(12,62,680)
Increase / (Decrease) in Other Current Liabilities	(1,03,22,236)	(8,50,861)
Increase / (Decrease) in Long term provisions	73,24,482	9,38,683
Increase / (Decrease) in Other long term liabilities	5,66,673	(12,87,853)
(Increase)/ Decrease in Trade Receivables	3,84,71,516	54,35,993
(Increase)/ Decrease in Inventories	4,86,44,767	(75,09,539)
(Increase)/ Decrease in Short term Loans & Advances	54,75,479	(35,14,076)
(Increase)/ Decrease in Other Current Assets	1,79,23,192	(82,31,319)
Cash generated from Operations	2,21,82,395	1,26,59,828
Income Tax Paid	(52,71,725)	(45,26,955)
Net cash from Operating activities	1,69,10,670	81,32,873
<u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	(1,44,80,208)	(70,72,026)
Proceeds from Sale of Fixed Assets	6,748	-
Purchase of Non-Current Investments	(7,43,37,180)	(1,00,01,000)
(Increase)/ Decrease in Long term loans and advances	4,20,86,414	1,95,68,191
Interest Received	31,91,867	65,42,571
Dividend Received	75,000	81,830
Other Non Operating income	24,42,700	9,31,774
Net cash from Investing activities	(4,10,14,659)	1,00,51,339

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789
Consolidated Cash Flow Statement
As on 31st March 2020

Particulars	As on 31-03-2020	As on 31-03-2019
<u>Cash Flow from Financing Activities</u>		
Proceeds from Issue of Share Capital	3,84,00,000	-
Securities Premium received on Shares Issued	3,07,20,000	
Expenses Directly Written off from Securities Premium	(63,40,083)	
Net Proceeds from Long Term Borrowings	58,67,258	(54,55,627)
Interest Paid	(1,27,61,512)	(1,36,00,489)
Net cash from Financing activities	5,58,85,663	(1,90,56,116)
Net Increase in Cash and Cash equivalents	3,17,81,676	(8,71,904)
Cash and Cash equivalents at the beginning of the year	11,05,284	19,77,187
Cash and Cash equivalents at the end of the year	3,28,86,960	11,05,284

As per our report of even date

for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

for and on behalf of Board of Directors

Sd/-
CA Atul Deshpande
Partner
Membership No. 118218

Sd/-
Suresh Fegde
Whole Time Director
DIN: 00248850

Sd/-
Mukund Kulkarni
Managing Director
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Sd/-
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Chief Financial Officer

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Jayesh Kulkarni
Company Secretary

Place:- Nashik
Date : September 04, 2020

Place:- Nashik
Date : July 22, 2020

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
For the year ended 31st March, 2020

1. Principles of Consolidation

The Consolidated financial statement consist of SM Auto Stamping Limited (the “company”) (formerly known as SM Auto Stamping Private Limited) and its Associate ‘SM Autovision Private Limited’ (collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the basis of equity method as per prescribed under ‘Accounting Standard 23 – Accounting for Investments in Associates in Consolidated Financial Statements’ notified by Companies (Accounting Standards) Rules, 2006.

The difference between the cost of investment in the associates and the Group's share of net assets at the time of acquisition of share in the associates is identified in the financial statements as Goodwill.

The Group accounts for its share of post-acquisition changes in net assets of associates through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associate’s Statement of Profit and Loss and through its reserves for the balance.

2. Significant Accounting Policies

- a) Basis of preparation of Consolidated Financial Statements & Accounts:** - The consolidated financial statements & accounts are prepared under historical cost convention in accordance with the mandatory Accounting Standards as specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The Group has adopted accrual basis of accounting.

Accounting policies except specifically referred to, are consistent and in consonance with generally accepted accounting policies.

- b) Use of Estimates:** - The preparation and presentation of consolidated financial statements in conformity with the generally accepted accounting principles, requires estimate and assumptions to be made that affect the reported amounts of assets and liabilities, revenues and expenditures and disclosure of contingent liabilities. The estimates and assumptions used in accompanying financial statements are based upon management’s evaluation of relevant facts and circumstances as on the date of financial statements. Difference between the actual results and estimates are recognized in the period in which result materialize/ are known.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
For the year ended 31st March, 2020

- c) Inventories:** - Inventories are valued at lower of cost or net realizable value. Cost of Inventories comprises of purchase cost, and other cost incurred in bringing inventories to their present location and condition. The cost has been determined as under.
- i. Raw materials on First In First Out (FIFO) basis
 - ii. Finished Products – at raw material plus conversion cost
 - iii. Work-in-Progress at raw material cost plus proportionate conversion cost
- d) Cash flow statement:** - Cash flows are reported using the indirect method as specified under Accounting Standard - 3, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the group are segregated.
- e) Revenue Recognition:** Revenue is recognized as follows
- i. Sales are recognized when goods are transferred with risks and rewards of ownership to the buyer and are recorded net of Duties, Taxes, and Trade Discounts & Rebates.
 - ii. Labour Charges are recognized when processed material is delivered to the customer and recorded net of Duties, Taxes and Trade Discounts & Rebates.
 - iii. Interest Income is recognised on a time proportion basis
 - iv. Dividend Income is recognised on receipt basis.
- f) Tangible Assets and Depreciation:** - Tangible Assets are stated at cost of acquisition inclusive of freight, non refundable duties and taxes and incidental expenses. Depreciation on Tangible Assets of Holding Company is provided in such a manner so that the cost of asset (Net of realizable value) will be amortized over their estimated remaining useful life on W.D.V. basis as per the useful life prescribed under Schedule II to the Companies Act 2013. Depreciation on Tangible Assets of Subsidiary Company is provided in such a manner so that the cost of asset (Net of realizable value) will be amortized over their estimated remaining useful life on S.L.M. basis. Depreciation for assets purchased / sold during the period is proportionately charged.
- g) Government grants:** - Grants and subsidies from the government are recognized when there is a reasonable assurance that (i) the company will comply with the conditions attached to them and (ii) Subsidy will be received.
- h) Investments:-** Investments are valued at cost except where there is a permanent decline in the value of investments.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
For the year ended 31st March, 2020

i) Employee Benefits : -

All Short term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred.

Defined Contribution Plan

The Holding Company and Subsidiary Company is having defined contribution plan for post employment benefits in the form of Provident Fund. Under the Provident Fund Plan, the group contributes to a Government administered Provident Fund on behalf of employees. The group has no further obligation beyond making the Contribution.

Defined Benefit Plan

The Group has made provision for payment of Gratuity to its employees. This Provision is made as per the method prescribed under the Payment of Gratuity Act. The cost of providing gratuity under this plan is determined on the basis of actuarial valuation at year end. Under the Gratuity Fund Plan, the holding company contributes to a LIC administered Group Gratuity Fund on behalf of its employees.

j) Borrowing Costs: - The Interest on cash credit and various term loans is charged to statement of profit and loss and classified under Finance costs. The borrowing costs that are attributable to acquisition, construction or production of qualifying assets are capitalised as a part of cost of such Assets.

k) Leases: - Lease under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Lease hold land acquired by the Company is capitalized at Cost paid for acquisition and related legal costs.

l) Earnings Per Share: - Basic earnings per share is calculated by dividing the consolidated net profit or loss for the period attributable to equity shareholders of holding company by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the holding company's earnings per share is the consolidated net profit for the period after deducting any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period for all periods presented is adjusted for events, such as bonus shares, that have changed the number of equity shares outstanding, without corresponding change in the resources.

m) Taxes on Income: - Income Tax for the period is provided as per the provisions of the Income Tax Act, 1961 after considering various deductions available under the Act.

Deferred Tax Income/Expense is recognized for "timing differences" between the accounting income and the taxable income using the tax rates and laws that are enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent there is a reasonable certainty that the asset will be realized in future.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
For the year ended 31st March, 2020

- n) Intangible Assets:** - Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment. Intangible assets of Holding Company are amortized over their respective individual estimated useful lives on a WDV basis commencing from the date the asset is available to the Holding Company for its use. Intangible assets of Subsidiary Company are amortized over their respective individual estimated useful lives on a SLM basis commencing from the date the asset is available to the Subsidiary Company for its use. Software being intangible asset in the form of license to use the software is considered as integral part of computers and network. So management has decided to depreciate it as per the useful life of computer server and networks under WDV/SLM method as prescribed under schedule II of Companies Act 2013.
- o) Impairment of Assets:** - In accordance with (AS-28) – Impairment of Assets, the carrying amounts of the Company’s assets including intangible assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indications exist, the assets recoverable amount is estimated, as the higher of the net selling price and the value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is assessed at the recoverable amount subject to a maximum of depreciable historical cost.
- p) Provisions and Contingent Liabilities:** -Provisions involving judgments and estimation in measurement of expenses are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
for the year ended 31st March 2020

3 Share Capital

Particulars	As on 31-03-2020	As on 31-03-2019
A) Authorized Share Capital (1,65,00,000 Ordinary Equity Shares of Rs. 10/- each)	16,50,00,000	1,35,00,000
	16,50,00,000	1,35,00,000
B) Issued Subscribed & Paid-up Share Capital (1,42,87,832 Ordinary Equity Shares of Rs. 10/- each)	14,28,78,320	1,30,59,790
	14,28,78,320	1,30,59,790

C) Reconciliation of shares outstanding at the beginning & at the end of the reporting period

Particulars	As on 31-03-2020	As on 31-03-2019
Equity Shares		
Balance of number of ordinary equity shares at the beginning of the year	13,05,979	13,05,979
Add : Bonus Issue of shares made during the period	91,41,853	-
Add : Shares Subscribed during Initial Public Offer (IPO)	38,40,000	
Balance of number of ordinary equity shares at the end of the year	1,42,87,832	13,05,979

D) The rights, preferences and restrictions attached to each class of shares

Equity Shares

The Ordinary Equity Shares of the company have the rights and restrictions as prescribed in the Companies Act, 2013

E) Details of shares held by its holding company in the Company - NA

F) Details of shares held by shareholders holding more than 5 % of aggregate shares in the Company

Particulars	As on 31-03-2020	As on 31-03-2019
1.Name - Kulkarni Alka Mukund		
Number of Shares held in the Company	68,95,352	8,61,938
Percentage of Share Holding	48.26%	66.00%
2. Name - Fegde Suresh Gunvant		
Number of Shares held in the Company	35,52,164	4,44,029
Percentage of Share Holding	24.86%	34.00%

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
for the year ended 31st March 2020

4 Reserves & Surplus

Particulars	As on 31-03-2020	As on 31-03-2019
Securities Premium		
Opening Balance	-	-
For Shares issued during the year	3,07,20,000	-
Less: Utilised for Bonus Shares issued	-	-
Less: IPO Expenses Written Off	(63,40,083)	-
	2,43,79,917	-
Reserves		
Balance of Reserves at the beginning of the year	10,76,42,261	-
Add / (Less) : Transfer during the year		10,76,42,261
Add / (Less) : Transfer during the year for issue of bonus	(9,14,18,530)	
Balance of Reserves at the end of the year	1,62,23,731	10,76,42,261
Surplus		
Balance of Surplus at the beginning of the year	10,81,531	8,50,53,235
Add / (Less) : Profit / (Loss) for the current year	(2,51,32,872)	2,25,89,026
Add / (Less) : Transfer to Reserves during the year	-	(10,76,42,261)
Add/(Less) : Share in Profit/(Loss) of Associate	-	10,81,531
Balance of Surplus at the end of the year	(2,40,51,341)	10,81,531
Total	1,65,52,307	10,87,23,792

4.1 Balance of surplus transferred to reserves amounting to Rs.10,26,25,436 during the FY 2018-19.

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
for the year ended 31st March 2020

5 Long-term Borrowings

Particulars	As on 31-03-2020	As on 31-03-2019
A) Secured Term Loans from Banks		
SIDBI -D00014A4 (Refer note no.5.1)	74,10,000	77,86,748
TJSB Sahakari Bank Ltd. Property Loan - 289	-	6,80,655
TJSB Sahakari Bank Ltd.WCTL - 75	-	46,77,184
TJSB Sahakari Bank Ltd. WCTL - 78	60,93,364	1,35,52,348
TJSB Sahakari Bank Ltd. Express Loan	2,66,16,678	-
TJSB Sahakari Bank Ltd. PRLN - 234 (Refer note no. 5.2)	1,22,71,982	-
Total A	5,23,92,024	2,66,96,935
B) Secured Term Loans from Others		
Kotak Mahindra Prime Ltd (Refer note no.5.3)	-	2,86,378
Total B	-	2,86,378
C) Unsecured term loans from Others		
HDFC Bank (Refer note no. 5.4)	-	5,64,726
Total C	-	5,64,726
D) Unsecured term loans from Shareholders before 01.04.2014		
M/s B.S.Steels	-	31,00,000
Total D	-	31,00,000
E) Deposits		
(a) Deposits from Shareholders		
Dipali Mahajan	-	20,00,000
Lata Patil	18,000	20,00,000
Ulhas Mahajan	-	20,00,000
Girishankar Patil	22,500	25,00,000
Total E	40,500	85,00,000
F) Loans and advances from related parties		
(a) Loan from relatives of Directors		
Aditya Kulkarni	-	71,00,000
Ajinkya Kulkarni-HUF (Refer note no. 5.5)	-	3,17,227
Total F	-	74,17,227
Total of Long Term Borrowing (A+B+C+D+E+F)	5,24,32,524	4,65,65,266

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
for the year ended 31st March 2020

Term Loans

5.1. Term Loans from SIDBI	ROI	Terms of Repayment
SIDBI -D00014A4	8.21%	Repayable in 60 months including moratorium of 6 months and 54 monthly instalments starting from April 2019

(Secured by first pari passu charge on Immovable Property situated at Plot no. C13, Ambad, Nashik, hypothecation of all the movable assets of the company including Plant & Machinery and by personal guarantee of Directors)

5.2. Term Loans from TJSB Sahakari Bank Ltd.	ROI	Terms of Repayment
TJSB Sahakari Bank Ltd. Property Loan - 289	13.25% (Floating)	Repayable in 69 monthly instalments including 9 months moratorium starting from February 2015
TJSB Sahakari Bank Ltd. WCTL - 75	12.00% (Floating)	Repayable in 60 monthly instalments starting from April 2016
TJSB Sahakari Bank Ltd. WCTL - 78	12.00% (Floating)	Repayable in 60 monthly instalments starting from April 2017
TJSB Sahakari Bank Ltd. TL Express Scheme	10.75% (Floating)	Repayable in 90 monthly instalments including 9 months moratorium starting from September 2019
TJSB Sahakari Bank Ltd. Property Loan - 234	13.00% (Floating)	Repayable in 96 monthly instalments starting from March 2020

(Secured by hypothecation of Immovable Property and Plant and Machinery, hypothecation of stock and book debts, equitable mortgage of Land and building and by personal guarantee of directors.)

5.3. Term Loan from Kotak Mahindra	ROI	Terms of Repayment
Kotak Mahindra Prime Ltd	9.50%	Repayable in 60 monthly instalments starting from March 2016

(Secured by Hypothecation of Car)

5.4. Unsecured term loans from Others	ROI	Terms of Repayment
Loan from HDFC Bank	15.00%	Repayable in 48 monthly instalments starting from April 2016
Loan from ICICI Bank	15.50%	Repayable in 36 monthly instalments starting from July 2016

SM Auto Stamping Ltd.
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Notes attached to and forming part of Consolidated Financial Statements
for the year ended 31st March 2020

5.5. Loans from relatives of Directors	ROI	Terms of Repayment
Loan from Aditya Kulkarni	12.00%	There are no defined terms of repayment
Loan from Ajinkya Kulkarni - HUF	12.00%	There are no defined terms of repayment

6 Other Long term Liabilities

Particulars	As on 31-03-2020	As on 31-03-2019
Creditors for Fixed Assets Purchased	9,33,095	3,66,422
Total of other Long term Liabilities	9,33,095	3,66,422

6.1 Creditors' balances are subject to confirmation, reconciliation and consequential adjustments, if any.

7 Deferred Tax Liabilities (net)

The break-up of deferred tax assets and deferred tax liabilities into major components of the respective balances are as follows;

Particulars	As on 31-03-2020	As on 31-03-2019
On depreciation allowance on Fixed Assets	23,58,289	16,58,653
On others	(1,10,83,111)	(10,69,136)
	(87,24,822)	5,89,517

8 Long-term provisions

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Provision for Gratuity Payable (Refer Note 25.1)	82,63,165	9,38,683
	82,63,165	9,38,683

9 Short-term Borrowings

Particulars	As on 31-03-2020	As on 31-03-2019
Secured Loans repayable on demand from Bank TJSB Sahakari Bank Ltd C.C. - 136 (Refer note no. 8.1)	8,36,50,360	6,49,66,880
Total A	8,36,50,360	6,49,66,880
Total of Short Term Borrowing	8,36,50,360	6,49,66,880

9.1. Secured cash credit	ROI	Terms of Repayment
TJSB Sahakari Bank Ltd C.C. - 136	10.75% (floating)	Repayable on Demand

(Secured by hypothecation of stock and book debts, mortgage of land and building , plant and machinery ,furniture and fixtures and personal guarantee of directors)

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
for the year ended 31st March 2020

10 Trade Payables

Particulars	As on 31-03-2020	As on 31-03-2019
Creditors for goods purchased or services received		
Trade payables required to be classified in MSMED Act	-	-
Others	2,11,54,917	10,86,77,621
	2,11,54,917	10,86,77,621

10.1 Company has called for declaration from the suppliers regarding their registration under MSMED Act, 2006. However no information has yet been received from the suppliers regarding their registration under MSMED Act, 2006. In absence of relevant documents all trade payables are classified as other than MSME Trade Payables.

10.2 Trade Payables' balances are subject to confirmation , reconciliation and consequential adjustments, if any.

11 Other Current Liabilities

Particulars	As on 31-03-2020	As on 31-03-2019
A) Current Maturities of Secured Long Term Loans		
SIDBI -D00014A4 (Refer note no.5.1)	12,95,000	22,20,000
TJSB Sahakari Bank Ltd. Property Loan - 289	87,611	11,55,578
TJSB Sahakari Bank Ltd. Property Loan - 75	1,88,994	44,18,433
TJSB Sahakari Bank Ltd. WCIL - 78	46,71,331	58,52,479
TJSB Sahakari Bank Ltd. Express Loan	36,57,087	-
TJSB Sahakari Bank Ltd. PRLN - 234 (Refer note no. 5.2)	16,47,114	-
Kotak Mahindra Prime Loan (Refer note no.5.3)	2,84,101	2,80,121
Total A	1,18,31,238	1,39,26,611
B) Current Maturities of unsecured Long Term Loans		
HDFC Bank Loan	5,46,391	14,66,991
ICICI Bank Loan (Refer note no. 5.4)	-	3,82,670
Total B	5,46,391	18,49,661
C) Interest Payable on Loans		
Interest payable on SIDBI Loan	60,699	-
Interest payable on unsecured Loan-Alka Mukund Kulkarni	-	3,28,051
Interest payable on unsecured Loan-others	-	1,46,433
Total C	60,699	4,74,484
D) Advances Received		
Advances from Customers	33,04,810	63,52,694
Advance for Sale of Fixed Asset- Shinde S. N.	-	2,50,000
Total D	33,04,810	66,02,694

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
for the year ended 31st March 2020

11 Other Current Liabilities (continued)

Particulars	As on 31-03-2020	As on 31-03-2019
E) Other Payables		
Credit card	1,15,388	23,512
Education Fund	10,000	20,000
Electricity Charges	4,87,750	10,39,860
ESIC - Employees' Contribution	20,718	20,214
Provident Fund - Employees Contribution	1,40,204	1,23,838
MLWF Employees Contribution	-	789
Liability towards Employees' deductions	2,68,358	2,36,545
Profession Tax	25,100	24,475
Employees contribution for PM Care Fund	73,735	-
TCS	21,605	63,622
TDS	28,25,240	2,61,204
Water Charges	14,490	13,172
Goods and Services tax	7,24,935	62,62,216
ROC Professional fees	1,50,000	-
Total E	48,77,523	80,89,447
Total of other current liabilities (A+B+C+D+E)	2,06,20,661	3,09,42,898

SM Auto Stamping Ltd.
(Formerly known as SM Auto Stamping Private Limited)
CIN : U27109MH2006PLC163789

Notes attached to and forming part of Consolidated Financial Statements
for the year ended 31st March 2020

12 Short-term Provisions

Particulars	As on 31-03-2020	As on 31-03-2019
A) Provision for employee benefits		
Salary & Wages	19,34,626	20,84,313
Bonus	10,19,800	8,77,059
Leave encashment payable	10,52,135	12,54,288
Directors' Remuneration	42,339	5,72,862
Provident Fund - Employer's Contribution	1,81,093	1,41,545
Provident Fund - PF Admin Charges	-	6,708
ESIC - Employer's Contribution	38,648	52,138
M.L.W.F. Employer's Contribution	2,352	1,579
Consultancy Charges Payable - PF	13,500	
Gratuity (Refer Note no. 25.1)	14,73,219	20,14,756
Total A	57,57,712	70,05,248
B) Other Provisions		
Statutory Audit Fees	1,05,000	92,500
Tax Audit Fees	85,000	70,000
GST Audit Fees	40,000	-
Income Tax work Charges	45,000	40,000
Secretarial Audit fees	35,000	-
Gratuity Valuation Fees	6,000	-
ROC Consultancy Fees	20,000	20,000
Income Tax	-	58,23,496
Total B	3,36,000	60,45,996
Total of short term provisions (A+B)	60,93,712	1,30,51,244

14 Non-current Investments

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Investment in Equity Instruments		
Samarth Sahakari Bank	25,325	25,325
TJSB Sahakari Bank	5,00,000	5,00,000
Total A	5,25,325	5,25,325
(b) Investment in Associate - SM Autovision Pvt Ltd		
Initial recording cost of Investment	67,62,449	67,62,449
Add: Goodwill	37,97,551	37,97,551
Cost of Investment	1,05,60,000	1,05,60,000
Share in post Acquisition Profits	77,61,816	60,98,356
Total B	1,83,21,816	1,66,58,356
(c) Other investment in SM Autovision Pvt Ltd	-	60,41,000
(b) Investment in Preference Shares of SM Autovision Pvt Ltd	9,49,78,180	1,46,00,000
	11,38,25,321	3,78,24,681

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Note 13: Fixed Assets

Sr. No.	Particulars	Rate of Dep.	Gross Block				Depreciation					Net Block	
			01-04-2019	Addition	Sale/ Transfer	31-03-2020	01-04-2019	Upto 31-03-2020	Reserves	Written Back	31-03-2020	31-03-2020	31-03-2019
	Tangible Assets												
1	Factory Building & Premises	10.00%	5,38,51,692	1,75,410	-	5,40,27,102	3,09,39,046	21,03,278	-	-	3,30,42,324	2,09,84,778	2,29,12,646
2	Electrical Installation	10.00%	45,64,657	-	-	45,64,657	37,92,060	1,40,292	-	-	39,32,352	6,32,305	7,72,597
3	Furniture	18.10%	47,87,096	4,47,678	-	52,34,774	42,15,913	2,35,111	-	-	44,51,024	7,83,750	5,71,183
4	Dies	13.91%	3,19,80,503	-	-	3,19,80,503	2,26,95,995	18,40,992	-	-	2,45,36,987	74,43,517	92,84,509
5	Plant & Machinery	13.91%	12,08,95,323	22,81,301	-	12,31,76,624	7,22,67,084	65,63,512	-	-	7,88,30,596	4,43,46,027	4,86,28,238
6	Solar System	11.29%	-	1,13,15,871	-	1,13,15,871	-	9,94,296	-	-	9,94,296	1,03,21,575	-
7	Office Equipments	13.91%	10,20,418	12,648	-	10,33,066	7,04,910	1,49,793	-	-	8,54,703	1,78,363	3,15,508
8	Motor Vehicles and Cars	25.89%	47,73,816	-	-	47,73,816	38,24,109	2,39,728	-	-	40,63,837	7,09,979	9,49,707
9	Computer & Peripherals	40.00%	12,40,285	22,900	-	12,63,185	9,55,233	1,61,749	-	-	11,16,982	1,46,203	2,85,052
	Sub Total		22,31,13,790	1,42,55,808	-	23,73,69,598	13,93,94,350	1,24,28,751	-	-	15,18,23,101	8,55,46,498	8,37,19,440
	Intangible Assets												
10	Software & Web Site	40.00%	6,33,871	2,24,400	-	8,58,271	4,63,361	1,14,949	-	-	5,78,310	2,79,961	1,70,510
	Capital WIP												
11	Plant & Machinery	13.91%	6,748	-	6,748	-	-	-	-	-	-	-	6,748
	Sub Total		6,40,619	2,24,400	6,748	8,58,271	4,63,361	1,14,949	-	-	5,78,310	2,79,961	1,77,258
	Grand total		22,37,54,409	1,44,80,208	6,748	23,82,27,869	13,98,57,711	1,25,43,700	-	-	15,24,01,411	8,58,26,458	8,38,96,698
	Previous Year		21,66,82,382	70,72,026	-	22,37,54,409	12,78,90,816	1,19,89,994	-	23,099	13,98,57,711	8,38,96,698	8,87,91,567

*The amount of depreciation is inclusive of Rs. 28598/- which is separately shown in prior period items in the Statement of Profit & Loss.

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15 Long term Loans and Advances

Particulars	As on 31-03-2020	As on 31-03-2019
A) Security Deposits		
(a) Unsecured, considered good		
MIDC Water Deposit	43,650	43,650
MSEDCL Deposit	9,47,671	9,07,421
Telephone Deposit	7,450	7,450
NSDL & CDSL Deposit	1,80,000	-
Others	1,06,000	1,06,000
Total A	12,84,771	10,64,521
B) Loans and advances given to Associate Company		
Loan to SM Autovision Pvt Ltd (Refer note no. 15.1)	-	4,23,06,664
Total B	-	4,23,06,664
Total of long-term loans and advances (A+B)	12,84,771	4,33,71,185

15.1. Loans and advances given to Associate Company	ROI	Terms of Repayment
Loan to SM Autovision Pvt Ltd	9.00%	Repayable in 5 years

SM Autovision Pvt Ltd. ceased to be subsidiary in FY 2019-20. Though the repayment period of the loan was 5 years the company repaid the loan fully in FY 2019-20.

16 Inventories

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Raw materials	1,07,26,814	1,38,44,107
(b) Work-in-progress	2,98,32,267	7,53,59,742
(c) Finished goods	-	-
	4,05,59,081	8,92,03,849

During the year company has changed the accounting policy for recognizing cost of inventories to align with accounting policy prescribed in AS -2 Valuation of inventories. Till FY 2018-19 the company had policy to include the amount of duties and taxes in the purchase cost of closing Inventory to comply with Income Computation and Disclosure Standards as prescribed under Income Tax law. There by the value of inventories of the company was over stated by amount of Rs.1,07,33,478/- for the year ended 31st March 2019 and there by profit the company was over stated by an amount of Rs. 5,65,328/- for the year ended 31st March 2019. Due to this change in policy the loss for the period ended on March 2020 has been overstated by an amount of Rs. 53,43,840/-

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17 Trade Receivables

Particulars	As on 31-03-2020	As on 31-03-2019
A) Outstanding for a period exceeding six months		
(a) Unsecured, considered good	-	11,41,341
(b) Doubtful	-	-
B) Others		
(a) Unsecured, considered good	6,11,48,865	9,84,79,040
(b) Doubtful	-	-
C) Due from directors / officer or entities in which they are owner, partner, director or members	-	-
	6,11,48,865	9,96,20,381

17.1 'Trade Receivables' balances are subject to confirmation, reconciliation and consequential adjustments, if any.

18 Cash and Cash Equivalents

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Balances with banks		
Balance in Current Accounts	3,23,10,283	5,92,582
Bank Deposits with more than 12 months maturity (Note 17.1)	3,51,736	3,70,430
(b) Cash on hand	2,24,941	1,42,272
	3,28,86,960	11,05,284

18.1 As insisted by the Bank , the above bank deposits are made in the name of directors / promoters of the company.

19 Short-term Loans and Advances

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Other unsecured advances considered good		
Advance Tax	10,00,000	5,00,000
Income Tax refund A.Y. 2016-17	48,002	48,002
VAT refund F.Y. 2017-18	52,872	52,872
T.D.S. Receivable	17,45,730	33,84,311
T.D.S. Receivable from Kotak Mahindra	7,299	7,299
BSE Security Deposit	6,91,200	-
Employee Advances	3,66,657	2,78,175
Interest Receivable from SM Autovision Pvt Ltd	21,54,032	57,81,356
Interest Receivable	62,781	51,102
GST Credit Receivable	9,04,449	35,27,778
GST Cash Ledger Balance	-	16,187
	70,33,021	1,36,47,082

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20 Other Current Assets

Particulars	As on 31-03-2020	As on 31-03-2019
Advances to Suppliers	6,37,687	40,05,389
Prepaid Expenses	96,474	45,349
Subsidy Receivable	5,55,600	3,70,400
<u>Current Maturities of unsecured Long Term Loans</u>		
Loan to SM Autovision Pvt Ltd	-	1,47,91,815
	12,89,761	1,92,12,953

21 Revenues from operations

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Sale of Products	39,34,53,319	50,77,09,859
(b) Sale of Services	1,01,63,686	93,90,874
(c) Sale of Scrap	3,98,02,734	6,42,42,893
	44,34,19,739	58,13,43,626

22 Other income

Particulars	As on 31-03-2020	As on 31-03-2019
(a) Interest Income	31,91,867	65,42,571
(b) Dividend Income	75,000	81,830
(c) Other Non-Operating Income	-	34,203
Discount Earned	-	8,55,622
Subsidy	12,34,500	41,949
Profit on sale of equity shares held in SM Autovision Pvt Ltd.	12,08,200	-
	57,09,567	75,56,175

23 Cost of Materials Consumed

Particulars	As on 31-03-2020	As on 31-03-2019
Opening Stock	1,38,44,107	1,34,28,879
Add :- Purchases of Raw Materials	30,70,00,472	43,78,06,663
Add :- Purchases of Consumables	25,25,146	41,96,925
Less :- Closing Stock	(1,07,26,814)	(1,38,44,107)
	31,26,42,912	44,15,88,360

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24 Changes in Inventories

Particulars	As on 31-03-2020	As on 31-03-2019
Work-in-Progress		
Opening Inventory of Work-in-Progress	7,53,59,741	6,82,65,431
Less :- Closing Inventory of Work-in-Progress	2,98,32,267	7,53,59,742
Total Changes in Inventories of Work-in- Progress	4,55,27,474	(70,94,311)

25 Employee Benefit Expenses

Particulars	As on 31-03-2020	As on 31-03-2019
A) Labour		
Wages	2,48,03,592	2,62,03,063
Contribution to Provident Fund	12,16,040	11,17,180
Provident Fund Administration Charges	63,398	58,339
Contribution to ESIC	4,11,449	5,62,972
Total (A)	2,64,94,479	2,79,41,554
B) Staff		
Salary	1,02,73,289	88,05,854
Contribution to Provident Fund	4,76,046	4,26,759
Provident Fund Administration Charges	24,352	22,294
Contribution to ESIC	81,630	84,365
Maharashtra Labour welfare Fund	8,400	41,970
Staff Welfare	16,44,102	24,35,927
Bonus	24,74,833	34,26,547
Gratuity Expenses (Refer note 25.1)	35,87,281	9,38,683
Leave Encashment Expenses	10,52,135	12,54,288
Total (B)	1,96,22,068	1,74,36,687
C) Directors		
Directors' Remuneration	1,17,00,000	81,40,000
Total (C)	1,17,00,000	81,40,000
Total Employee Benefit Expenses (A+B+C)	5,78,16,547	5,35,18,241

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25.1 Gratuity Expenses:

Details of Gratuity Expenses	As on 31-03-2020	As on 31-03-2019
<u>Profit and loss account for the period</u>		
Current service cost	11,72,092	10,71,796
Interest on obligation	8,86,399	7,76,775
Expected return on plan assets	(3,62,262)	(3,45,536)
Net actuarial loss/(gain)	18,91,052	4,73,327
Total included in 'Employee Benefit Expense'	35,87,281	19,76,362
Total Charge to P&L	35,87,281	19,76,362
<u>Reconciliation of defined benefit obligation</u>		
Opening Defined Benefit Obligation	1,15,86,003	1,02,34,001
Transfer in/(out) obligation	-	-
Current service cost	11,72,092	10,71,796
Interest cost	8,86,399	7,76,775
Actuarial loss (gain)	18,66,712	4,48,640
Loss (gain) on curtailments		
Liabilities extinguished on settlements		
Benefits paid	(95,400)	(9,45,209)
Closing Defined Benefit Obligation	1,54,15,806	1,15,86,003
<u>Table of experience adjustments</u>		
Defined Benefit Obligation	1,54,15,806	1,15,86,003
Plan Assets	(56,31,481)	(42,36,900)
Surplus/(Deficit)	(97,84,325)	(73,49,103)
<u>Reconciliation of plan assets</u>		
Opening value of plan assets	42,36,900	40,97,600
Transfer in/(out) plan assets		
Expenses deducted from the fund		
Expected return	3,62,262	3,45,536
Actuarial gain/(loss)	(24,340)	(24,687)
Contributions by employer	12,00,000	7,63,660
Benefits paid	(95,400)	(9,45,209)
Closing value of plan assets	56,79,422	42,36,900

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Details of Gratuity Expenses	As on 31-03-2020	As on 31-03-2019
<u>Reconciliation of net defined benefit liability</u>		
Net opening provision in books of accounts	73,49,103	61,36,401
Transfer in/(out) obligation	-	-
Transfer (in)/out plan assets	-	-
Employee Benefit Expense	35,87,281	19,76,362
	1,09,36,384	81,12,763
Benefits paid by the Company	-	-
Contributions to plan assets	(12,00,000)	(7,63,660)
Closing provision in books of accounts	97,36,384	73,49,103
<u>Bifurcation of liability</u>		
Current Liability	14,73,219	11,72,092
Non-Current Liability	82,63,165	61,77,011
Net Liability	97,36,384	73,49,103
<u>Principle actuarial assumptions</u>		
Discount Rate (p.a)	6.85%	7.75%
Expected Return on Plan Assets	6.85%	7.75%
Salary Escalation Rate	10.00%	10.00%
Withdrawal Rates	5.00% p.a at younger ages reducing to 1.00% p.a at older ages	5.00% p.a at younger ages reducing to 1.00% p.a at older ages

26 Finance Costs

Particulars	As on 31-03-2020	As on 31-03-2019
Bank Interest Expenses	82,98,642	1,00,81,247
Other Interest Expenses	39,71,770	29,79,214
Other Borrowing Costs	4,91,100	5,40,028
	1,27,61,512	1,36,00,489

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27 Other Expenses

Particulars	As on 31-03-2020	As on 31-03-2019
A) Manufacturing Expenses		
Cutting Charges	61,935	71,948
Freight Charges	1,09,076	1,63,215
Labour Charges Paid	96,89,016	1,28,74,481
Loading & Unloading Charges	1,79,685	4,51,566
Material testing Charges	78,650	1,44,826
Packing Expenses	3,39,135	4,62,588
Plating Charges	23,98,122	27,69,695
B) Power		
Electricity Expenses	89,41,695	1,07,68,757
C) Repairs		
Building	1,06,605	-
Machinery	51,44,171	79,18,627
Others	7,79,846	6,91,752
D) Insurance		
Other Insurance Charges	23,000	23,765
Keyman Insurance	3,50,247	3,44,271
E) Rates and Taxes		
Corporation Tax	19,776	19,740
Profession Tax Company	2,500	5,000
Income Tax Paid	5,86,810	1,15,108
Factory Licence Renewal & fees	13,896	48,394
Sales tax and excise duty dues paid	6,77,383	-
F) Transportation	23,79,806	35,16,142
G) Bad Debts	40,176	57,767
H) Professional and Legal Expenses	40,54,577	38,44,944
I) Miscellaneous Expenses	32,75,712	70,35,453
J) Payment to Auditors		
As Auditors	1,90,000	1,62,500
for Taxation Matters	45,000	88,317
for Other Matters	20,000	40,500
	3,95,06,819	5,16,19,358

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28 Prior Period Items

Particulars	As on 31-03-2020	As on 31-03-2019
Gratuity	43,95,664	-
Depreciation	28,598	-
Prepaid Expense (License Renewal Charges)	45,349	-
	44,69,611	-

28.1 The company is contributing to a LIC administered Group Gratuity Fund on behalf of employees. Till FY 2018-19 the company was neither making any actuarial provision nor assuming further obligation beyond making the Contribution to LIC. However from current year company has started making gratuity provision as per actuarial valuation method. The difference between actuarial liability till March 31, 2019 and premium debited to profit and loss account is accounted as prior period gratuity.

28.2 Under/Over charge of depreciation in previous years has been given effect in current year.

29 Related party disclosures

As per Accounting Standard 18 on Related party disclosures as notified under section 188 of the Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, the related parties of the Company are as follows:

1. Associate Company * : SM Autovision Pvt. Ltd.

2. Key Management Personnel : Mukund Kulkarni - Managing Director
 : Suresh Fegde - Whole Time Director
 : Suresh Jagdale - Chief Financial Officer
 : Jayesh Kulkarni - Company Secretary

3. Relative of KMP : Aditya Kulkarni
 : Alka Kulkarni
 : Ajinkya Kulkarni

*Till 26th November, 2019 SM Autovision Private Limited was a Subsidiary Company. On 27th November, 2019 stake in SM Autovision Private Limited has been reduced to 48%, Hence SM Autovision Private Limited has become Associate Company from 27th November, 2019.

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Related Party Transactions: -

Particulars	As on 31-03-2020 (in Rs)	As on 31-03-2019 (in Rs)
(A) Key Management Personnel		
Remuneration		
Remuneration to Director : Suresh Fegde	58,50,000	40,70,000
Remuneration to Director : Alka Kulkarni*	45,00,000	40,70,000
Remuneration to Director : Mukund Kulkarni	13,50,000	-
Remuneration to CFO : Suresh Jagdale	98,850	-
Remuneration to CS : Priya Khadilkar	60,000	-
Unsecured Loan Taken		
Interest payable on Unsecured Loan from Alka Kulkarni	-	3,28,051
(B) Other Related Party Transactions		
Transactions with Associate company		
Labour Charges received from SM Autovision Pvt Ltd.	56,07,275	35,42,535
Labour Charges paid to SM Autovision Pvt Ltd.	-	39,77,239
Purchases from S M Autovision Pvt. Ltd.	30,14,493	1,81,996
Sales to S M Autovision Pvt. Ltd.	82,600	-
Loan to Associate Company		
Loan to SM Autovision Pvt. Ltd. (Closing Balance)	-	5,70,98,479
Interest Received from SM Autovision Pvt.Ltd.	31,91,867	64,23,728
Loan from relative of Directors		
Loan from Aditya Kulkarni	-	71,00,000
Interest on loan from Aditya Kulkarni	-	6,71,337
Loan from Ajinkya Kulkarni	-	3,17,227
Deposits from share holders	40,500	85,00,000

* Till 23/12/2019, Mrs. Alka Mukund Kulkarni was Executive Director. There after no remuneration has been paid to her.

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30 Events occurring after Balance sheet date

Company has paid an amount of Rs. 65,41,451/- to Jawaharlal Nehru Custom House on 24.07.2020, which comprises of the following:

1. Basic Customs Duty	Rs. 16,18,172/-
2. Counter Veiling Duty	Rs. 9,80,005/-
3. Cess	Rs. 43151/-
4. Interest for the period	Rs. 39,00,122/-

This amount has been paid to discharge the liability towards unfulfilled Export Obligation of the Company under the EPCG Scheme, availed in **FY 2011-12**. The payment was made pursuant to the opinion and advice received from the EXIM Consultant of the company, vide his letter **dt. 21.07.2020**. Circumstances prevailing on the Balance Sheet date provided a reasonable basis to the Management to presume that the Export Obligation would be fulfilled. Therefore, no effect was given to the transaction in the Financial Statements for the year ended 31.3.2020. Subsequently, in view of the uncertainty created by the COVID 19 Pandemic for pursuing export activity, the EXIM Consultant advised the Company to pay off the amounts as bifurcated above i.e. total amount of Rs 65,41,450. The Board of Directors was satisfied about the views of Management regarding the accounting effect of the transaction. However, disclosure of the transaction in Notes to Accounts was advised by the Board, while adopting the Financial Statements in compliance to Accounting Standard under “Material event occurring after reporting period”.

31 All the items of income and expense which are recognized in the Statement of Profit and Loss are for current financial period only and there is no prior period item of income or expense treated as current period item except those disclosed in the financial statements. There are no changes in the accounting estimates during the period.

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32 Earning per share

The company has disclosed the basic as well as the diluted EPS on the face of the statement of profit and loss and the same has been calculated excluding the extra ordinary items reflected in the statement of profit and loss.

Particulars	As on 31-03-2020	As on 31-03-2019
Net Profit (considering extra ordinary items, if any)	(2,67,96,333)	1,75,72,202
Number of Equity Shares (Weighted Average)*	1,06,15,701	13,05,979
Face Value of Equity	10	10
Basic and Diluted Earning Per share	(2.52)	13.46

33 Impaired Assets: -

The Board is of the opinion that there is no impairment loss in the Carrying Amounts of all the assets of the company at the Balance Sheet date. Hence during the financial year company has not provided for impairment loss in the carrying amount of assets.

34 Provisions and Contingent Liabilities: -

Provisions involving judgments and estimation in measurement of expenses are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. The Company has given a corporate guarantee to SM Autovision Private Limited (Associate Company) in connection with financial borrowings availed from SIDBI.

Following is the total outstanding balance of borrowings of SM Autovision Pvt Ltd as on 31-03-2020:

Contingent Liabilities

Particulars	As on 31-03-2020	As on 31-03-2019
Corporate Guarantee given to SM Autovision Private Limited by the company	8,45,86,269	-

35 Segment Reporting

The Company is operating in one segment only.

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for the year ended 31st March 2020**

36 COVID-19 Effect

The Business operations were hit substantially from 22nd March, 2020 till the end of the year 31st March 2020 due to lockdown. Company experienced severe delays in the execution of new orders owing to the lockdown situation across the Country and the unavailability of all clients for collection and delivery purpose. However, the brief information about impact and effect of COVID-19 shall be more particularly viewed and disclosed in the financial statements of March 31, 2021.

37 Compliance with Accounting Standards

On the basis of transactions entered during the year, the company is not required to comply with the following Accounting Standards :

- a) AS – 7: Construction Contracts.
- b) AS – 14: Accounting for Amalgamation
- c) AS – 11: The Effects of Changes in Foreign Exchange Rates
- d) AS – 24: Discontinuing Operations
- e) AS – 27 : Financial Reporting of Interests in Joint Ventures

38 Previous years figures have been re-grouped, rearranged and reclassified wherever necessary.

Signature to Notes 1 to 38

As per our report of even date
for Milind M Kulkarni & Associates
Chartered Accountants
FRN 126975W

for and on behalf of the board of directors

Sd/-
CA Atul Deshpande
Partner
Membership No: 118218

Sd/-
Suresh Fegde
Whole Time Director
DIN: 00248850

Sd/-
Mukund Kulkarni
Managing Director
DIN : 00248797

Place :- Nashik
Date : September 04, 2020

Sd/-
Suresh Jagdale
Chief Financial Officer
Place :- Nashik
Date : July 22, 2020

Sd/-
Jayesh Kulkarni
Company Secretary