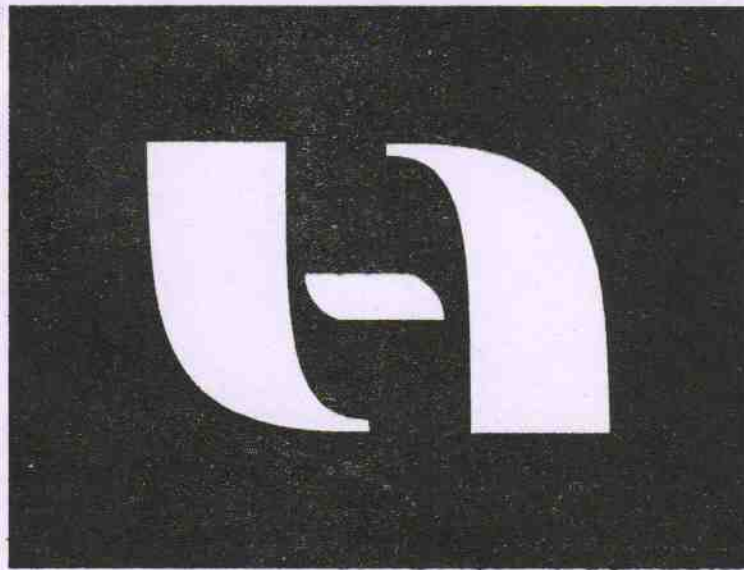




MARUTI  SUZUKI



**HIRA AUTOMOBILES LTD.**

# **ANNUAL REPORT**

## **2011-12**

## **BOARD OF DIRECTORS**

**S. Rahul Inder Singh Sidhu**

Chairman

**Mrs. Simran Bajwa**

Whole Time Director

**S. Kuldeep Singh Bhattal**

Whole Time Director

**S. Isher Singh**

Director

**Sh. Rajnish Sharma**

Director

**Sh. Ramesh Kumar**

Director

**Mrs. Neha Sidhu**

Director

## **BANKERS**

PUNJAB NATIONAL BANK

## **AUDITORS**

**RAHUL RAJPUT & ASSOCIATES**

Chartered Accountants

336-B, BRS Nagar

Ludhiana

## **PRINCIPAL**

MARUTI SUZUKI INDIA LIMITED  
PALAM-GURGAON ROAD, GURGAON

## **REGISTERED OFFICE**

REGD OFFICE : # 20, SECTOR 8-A, CHANDIGARH

## **SHOWROOMS & WORKSHOPS**

### **SHOWROOM (SALES OUTLETS):-**

1. Rajbaha Road, PATIALA
2. Bhai Complex, Malout Road, MUKTSAR
3. Patiala Rajpura Road, RAJPURA.
4. Muktsar Road, MALOUT
5. Radhaswamy Satsang Road, NABHA
6. Patiala Pehowa Road, Devigarh

### **WORKSHOPS:**

1. 13. Factory Area, PATIALA.
2. Narwana Road, PATRAN (Patiala)
3. Bhai Complex, Malout Road, MUKTSAR
4. C-20, Focal Point, PATIALA.
5. Patiala Rajpura Road, RAJPURA
6. Muktsar Road, MALOUT
7. Radhaswamy Satsang Road, NABHA
8. Patiala Pehowa Road, Devigarh



### Notice of Annual General Meeting

Notice is hereby given that the 23rd Annual General Meeting of the members of Hira Automobiles Limited, will be held on Saturday, the 29<sup>th</sup> day of September, 2012 at 11:00 A.M. at the Registered Office of the Company situated at # 20, Sector 8A, Chandigarh, to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31<sup>st</sup> March, 2012 and the Balance sheet as at that date together with the Report of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Rajnish Sharma who retires by rotation in accordance with Article 149 of Articles of Association of the company and being eligible, offers himself for reappointment.
3. To appoint a director in place of Mr. Ramesh Kumar who retires by rotation in accordance with Article 149 of Articles of Association of the company and being eligible, offers himself for reappointment.
4. To appoint auditors and fix their remuneration.

By Order of the Board  
**For Hira Automobiles Limited.**

**Place: Chandigarh**

**Date: 03.09.2012**

**( Rahul Inder Singh Sidhu )**

**Chairman**

#### **Notes:**

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The proxy, in order to be effective, must be received by the company not less than forty eight hours before the meeting. The proxy form is enclosed.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from 27<sup>th</sup> day of September, 2012 to 29<sup>th</sup> day of September, 2012 (both days inclusive).
3. Members desiring any information as regards accounts are requested to write to the company at its Registered Office at least 10 days before the date of the Annual General Meeting so as to enable the Management to keep the information ready.
4. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day from 10:30 a.m. to 12.30 p.m.

**DIRECTORS' REPORT**

To  
The Members,  
The Directors of your company have pleasure in presenting the 23rd Annual Report together with Audited Accounts of the company for the year ended 31<sup>st</sup> March, 2012.

**FINANCIAL RESULTS**

The financial results of the company are as under:

	(Rs. In Crores)	
	2011-12	2010-11
TURNOVER	215.72	197.41
OTHER INCOME	0.71	0.56
PROFIT BEFORE TAXATION	0.86	1.13
CURRENT TAX (Net of last year adjustment)	0.16	0.25
PROFIT AFTER CURRENT TAX	0.70	0.88
DEFERRED TAX LIABILITY	0.12	0.26
PROFIT AFTER DEFERRED TAX	0.58	0.62

**1. REVIEW OF OPERATIONS**

Your Company has achieved Sales & Other income of Rs. 216.43 Crores as compared to Rs.197.97 Crores during the previous year with a net profit of Rs.0.58 Crores as compared to Rs 0.62 Crores in the previous year.

**2. RESOURCE UTILIZATION:****(i) Fixed Assets:**

The Company added Fixed assets amounting to Rs.328.83 lacs, which is mainly on account of addition of fixed assets in the dealership in building, vehicles, furniture and fixtures, computers and plant and machinery.

**(ii) Working Assets:**

The Net Current Assets as on 31<sup>st</sup> March, 2012 were Rs 2850.86 lacs as against Rs.2740.29 lacs in the previous year.

**3. NEW SHOWROOM AND WORKSHOP**

Your Company has expanded its network by opening one more new showroom and workshop at Devigarh, Patiala.

**4. DIVIDEND :**

Your Directors regret to recommend any dividend for this year also owing to deployment of profits for further expansion.

**5. PUBLIC DEPOSITS :**

The company has not accepted any fresh deposits from the public under sections 58A and 58AA of the companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules,1975 during the Financial Year under review. There are no over due/unclaimed deposits.



**6. CONTRIBUTION TO EXCHEQUER:**

Your company's contribution to the Government exchequer during the year under review by way of sales tax and service tax was Rs. 2724.89 lacs.

**7. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:**

Your company is an authorised dealer of Maruti Suzuki India Ltd. for selling Maruti Suzuki vehicles and spares and for providing workshop facilities to the customers. Hence there is no special requirement of energy and technology. The information under section 217 (1)e of The Companies Act, 1956 is nil.

**8. PERSONNEL:**

None of the employee of the company is in receipt of remuneration for whole / part of the year exceeding the limit prescribed under section 217(2 A) of the Companies Act 1956. The company has continued to follow the policy of creating healthy environment and work culture resulting into harmonious inter-personnel relations. The relations with employees remained cordial throughout the year.

**9. DIRECTORS:**

Mr Ramesh Kumar and Mr. Rajnish Sharma retire at the forth coming Annual General Meeting pursuant to Article 149 of Articles of Association of the company and being eligible, offer themselves for reappointment and Mr. Nasib Chand, Director of the Company has expired.

**10. LISTING:**

The securities of the company are listed at Mumbai, Delhi, Ludhiana and Ahamdabad Stock Exchanges and the Listing Fees for the current period has been paid to Bombay Stock Exchange only.

**11. AUDITORS :**

M/s Mehta Sharma & Associates., Chartered Accountants, Ludhiana, statutory Auditor of the Company has resigned on 05.07.2012 and M/s Rahul Rajput & Associates, Chartered Accountants, Ludhiana have been appointed as Statutory Auditors by shareholders on 31.07.2012. They retire at ensuing annual general meeting and being eligible offer themselves for reappointment.

**12. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under section 217 (2AA) of the Companies Act 1956 with respect to Directors Responsibility Statement, it is hereby confirmed that :

1. In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. The Directors have selected such accounting policies and applied them consistently and made judgement and estimates that were 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 or loss of the company for the year under review ;

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities ;
  4. The Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March, 2012 on a 'going concern' basis.
- 14. FOREIGN EXCHANGE EARNINGS AND OUT GO**  
Your company has neither earned any foreign exchange nor incurred any expenditure of foreign exchange during the year under review.
- 15. CORPORATE GOVERNANCE**  
Pursuant to clause 49 of Listing Agreement with Stock Exchange(s), the Company has complied with the provisions of Clause 49 as per the schedule of implementation of Corporate Governance and Management Discussion and Analysis report on corporate governance and auditors certificate regarding compliance with corporate governance form part of the annual report.
- 16. COMPLIANCE CERTIFICATE:**  
The Company has obtained a Compliance Certificate as required u/s 383A of the Companies Act, 1956, which is attached herewith and it forms part of the Directors Report.
- 17. ACKNOWLEDGEMENTS :**  
Your directors are pleased to place on record their sincere thanks to the Maruti Suzuki India Limited, Punjab National Bank, Other financial institutions and Business Constitutes for their continued valued co-operation and support to the company. Your directors also express their deep appreciation for the devoted and sincere services rendered by workers, staff and executives at all levels of the operations of the company during the year and we are confident that your company will continue to receive such co-operation from them in future also.

By Order of the Board  
For Hira Automobiles Limited.

Place: Chandigarh  
Date: 03.09.2012

( Rahul Inder Singh Sidhu )  
Chairman



**Compliance Certificate**  
(In terms of Section 383A of The Companies Act,1956)

**CIN: L50101CH1989PLC009500**  
**NOMINAL CAPITAL :RS.6,00,00,000/-**  
**PAID UP CAPITAL : RS. 2,75,34,400/-**

**To,**  
**The Members,**  
**Hira Automobiles Limited**  
**# 20, Sector-8 A, Chandigarh.**

I have examined the registers, records, books and papers of Hira Automobiles Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2012. In my/our opinion and to the best of my/ our information and according to the examinations carried out by me/us and explanations furnished to me/us by the company, its officers and agents, I/we certify that in respect of the aforesaid financial year.

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company is a public limited company and the provisions of minimum paid up capital, restrictions on invitation to the public and to subscribe for shares /debentures and invitation or acceptance of deposits are not applicable .
4. The Board of Directors duly met Twelve times on 30.04.2011,07.06.2011,08.06.2011, 13.06.2011,27.06.2011,24.08.2011,03.09.2011,31.10.2011,12.12.2011,31.01.2011,09.02.2012 and 25.03.2012, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company closed its Register of Members from 28.09.2011 to 30.09.2011 (both days inclusive) and necessary compliance of section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on 31.03.2011 was held on 30.09.2011 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.

7. No extra ordinary general meeting was held during the financial year.
8. The company has not advanced any loan to its directors and/or persons or firms or companies referred in the section 295 of the Act.
9. The company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. The company was not required to obtain any approval from the Board of Directors, members and previous approval of the Central Government pursuant to section 314 of the Act.
12. The company has not issued any duplicate share certificate during the year .
13. The Company has:
  - (i) delivered all the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
  - (ii) The company has not declared any dividend during the year and therefore company was not required to deposit any amount in a separate Bank Account.
  - (iii) The company was not required to pay / post warrants for dividends and was not required to transfer unclaimed/unpaid dividend to Unpaid Dividend Account of the Company.
  - (iv) The company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
  - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
15. The appointment of Managing Director/ Whole-time Director/Manager has been made in compliance with the provisions of section 269 read with Schedule XIII to the Act.
16. The company has not appointed any sole-selling agent during the financial year.



17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities under the various provisions of the Act during the financial year .
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares/debentures/other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. The company has not redeemed any preference shares/debentures during the year.
22. There were no transactions which require the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. The company has not accepted fresh deposits from the public under Section 58A of the Companies Act during the financial year. However, there is carried over of previous deposits and due compliances have been made.
24. The amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year is/are within the borrowing limits of the company as per Section 293(1)(d) of the Act.
25. The company has not made any loans or advances , or given guarantees or provided securities to other bodies corporate. However, the Company has given ICD of Rs.199.57 Lacs.
26. The company has not altered the provisions of the Memorandum of Association with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum of Association with respect to the objects of the company during the year under scrutiny .
28. The company has not altered the provisions of the Memorandum of Association with respect to name of the company during the year under scrutiny .
29. The company has not altered the provisions of the Memorandum of Association with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association of the company during the year under scrutiny.

