

AUTO PINS (INDIA) LIMITED

REGI: OFFICE, 2776 PYARELAL MOTOR MARKET KASHMERE GATE , DELHI-110006

NOTICE

NOTICE is hereby given that the ANNUAL GENERAL MEETING of the members of the **AUTO PINS (INDIA) LIMITED** will be held at the Registered office of the company at **2776 PYARELAL MOTOR MARKET KASHMERE GATE, DELHI-110006**, on Monday 31ST Day of December, 2012 at 10.00 A.M. to transact the following businesses :-

ORDINARY BUSINESS:-

1. To consider, receive and adopt the Audited Balance-Sheet of the Company as at 30th June, 2012 and the profit & loss account for the year ended on that date together with the Directors' report and Auditors' report thereon.
2. To appoint Mr. Kulbir Singh, Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s Sanjay Rawal & Co. Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Dated: 03.12.2012
Place: New Delhi

By order of the Board,
For Auto Pins (India) Ltd.

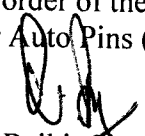

Rajbir Singh
(Managing Director)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY. PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. The Share Transfer Books and Register of Members will remain closed from Friday, the 28th December, 2012 to Monday 31st December, 2012 (both days inclusive).
3. The Members/Proxies are requested to produce at the entrance, the attached admission slip duly completed and signed for admission to the meeting hall.
4. NO GIFTS WILL BE GIVEN AT THE ANNUAL GENERAL MEETING.

Dated: 03.12.2012
Place: New Delhi

By order of the Board,
For Auto Pins (India) Ltd.


Rajbir Singh
(Managing Director)

AUTO PINS (INDIA) LIMITED

REGI: OFFICE, 2776 PYARELAL MOTOR MARKET KASHMERE GATE , DELHI-110006

DIRECTORS' REPORT

To,
The Members

Your Directors have great pleasure in presenting the Annual Report together with the Audited Statement of Annual Accounts for the Year ended 30th June 2012.

FINANCIAL RESULTS

	Current Year	(Rs. in lacs) Previous Year
Sales & Other Income	2240.31	1460.73
Profit before Depreciation	540.27	142.45
Depreciation	104.86	128.53
Profit After Depreciation Before Tax	435.41	13.92
Profit After Tax	435.41	13.92

PERFORMANCE

The over all performance for the 12 months was satisfactory as the Turnover of the company increased from Rs. 1350.86 Lac to Rs. 1743.49 Lac as compared to the previous year's turnover and Other Income increased from Rs. 109.86 Lac to Rs. 496.81 Lac. The company has earned profit of Rs. 43541024 during the year. However, your Directors are confident that the company will do better in future as the recessionary period of the Indian economy seems to be over and the company is trying its level best to improve its performance.

DIRECTORS

Mr. Kulbir Singh, Director of the Company retires by rotation and being eligible offers himself for re-appointment.

EXPORTS

The company has not earned export income during the financial year.

DIVIDEND

As the company has not earned sufficient profit during the year, So the Directors are not in the position to recommend any dividend for the year 2011-12.

AUDITORS

M/S Sanjay Rawal & Co., Chartered Accountants, the Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting. They are eligible for reappointment.

CORPORATE GOVERNANCE REPORT

In consonance with core values of the Company to enhance the wealth of shareholders with commitment to the customers, employees and society, your directors attach much significance to good corporate governance.

Pursuant to clause 49 of the said listing agreement, (a) Management discussion and analysis, (b) The report of the Directors on the practice prevalent on corporate governance in the Company and (c) Certificate from the Practicing Company Secretary on compliance of mandatory requirement of corporate governance are given as an annexure to this report.

LISTING

The Company's Shares are listed on the Bombay Stock Exchange. The address of the Stock Exchange is:

BOMBAY STOCK EXCHANGE LIMITED
P.J. TOWER, DALAL STREET
MUMBAI-400001.

PARTICULARS OF EMPLOYEE

The company does not have any employees to whom the Provisions of Section 217 (2A) of the Companies Act 1956 read with the companies (Particulars of Employee Rules 1975) apply.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

Particulars relating to Conservation of energy Research and Development, Technology, Absorption do not become applicable to the company, and details of Foreign Exchange earnings and outgo are as follows:

Foreign Exchange Earnings: (In Indian Rupees)	Nil
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Foreign Exchange Outgo : (In Indian Rupees)	Nil
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DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed;

- (i) The financial statement has been prepared in accordance with the accounting standard issued by the Institute of Chartered Accountants of India and also the requirements of the Companies act, 1956, to the extent applicable to the Company. There have been no material departures from prescribed accounting standard while preparing these financial statements;
- (ii) The Board of Directors has selected the accounting policies described in the notes to the accounts, which have been consistently applied, except where otherwise stated. The estimates and judgments relating to the financial statements have been made on a prudent basis, in order that the financial statements reflect in a true and fair manner, the state of affairs of the Company as at June 30, 2012 and the profit of the Company for the year ended on that date;
- (iii) The board of directors and management has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for the safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual account has been prepared on the historical cost conventions, as a going concern and on the accrual basis.

DEPOSITS

During the year under review the company has not accepted any deposits.

APPRECIATION

Your Directors wish to place on record their deep appreciation for the continued co-operation and support given by financial institution, Bank, Customers and shareholders of the company. They also acknowledge their deep appreciation for the contribution made by the employees at all levels to the operations of the company.

Dated: 03.12.2012
Place: New Delhi.

For and on behalf of the Board,
Auto Pins (India) Limited



(RAJBIR SINGH)
(MANAGING DIRECTOR)

Corporate Governance Report

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the following report:

1. Company's Philosophy on Code of Governance

The Company is committed to good Corporate Governance and has complied in all material respects with the requirements specified in the Listing Agreement with the Stock Exchanges.

2. Board of Directors

The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors headed by a Non-Executive Chairman as on 30.06.2012.

S. No.	Name of the Director	Category of Directorship	No. of Directorship of other Companies
1	RAJBIR SINGH	Managing Director	6
2	SUBHASH JAIN	Director	NIL
3	KULBIR SINGH	Director	NIL

During the financial year Ten Board Meetings were held.

Annual General Meeting of the Company will be held on 31.12.2012.

The attendance of the Directors in the meeting was as follows:

S. No.	Name of the Director	Category of Directorship	Attendance at Board Meeting		Attendance at last Annual General Meeting
			No. of meeting held during the year	No. of meeting attended	
1	RAJBIR SINGH	Managing Director	10	10	Yes
2	SUBHASH JAIN	Director	10	10	Yes
3.	KULBIR SINGH	Director	10	10	Yes

None of the Directors of your Company was a member of more than 10 Committees nor was the chairman of more than five Committees across all companies in which they are Directors.

The required information (as enumerated in annexure I in clause 49 relating to Corporate Governance) was made available to the Board of Directors.

* Including Directorships held in Private Limited Companies, alternate Directorships and Directorships in bodies incorporated outside India.

ED - Executive Director, ED (P) - Executive Director, Promoter, NED (P) - Non-executive Director, Promoter, NED (I) - Non-executive Director, Independent

3. Audit Committee

As regards the formation of Audit committee, the company is not required to form the committee as per section 269 of Companies Act 1956. For implementing better corporate governance company is in the look out for the dynamic independent Directors possessing adequate financial background to insert them in the audit committee.

4. Remuneration Committee

REMUNERATION OF DIRECTORS

Name of the Director	Salary & PF	Perquisites	Commission	Sitting Fees	Total	Service contract/ Notice Period/ Severance Fees
Rajbir Singh	Nil	Nil	Nil	Nil	Nil	Contractual *
Subhash Jain	Nil	Nil	Nil	Nil	Nil	Contractual *
Kulbir Singh	Nil	Nil	Nil	Nil	Nil	Retirement by rotation

The Contract is for Five Years, which may be determined by a notice period for three months on either side

5. Share Transfer and Investor Grievance Committee

The Company has an Investors Grievance Committee under the nomenclature 'Share Transfer and Investor Grievance Committee. The Committee looks after the redressal of Shareholders and Investors Grievances and approves transfer/transmission, sub-division and issue of duplicate share certificates etc.

1. Mr. Rajbir Singh

2. Mr. Subhash Jain

The broad terms of reference of the Committee related to various issues in connection with Shareholders and investors services and complaints are:

Shareholders and Investor services and complaints pertaining to:

- Non-receipt of Shares after transfer
- Non-receipt of Annual Report
- Non-receipt of Dividend
- Other matters related to or arising out of shareholders/ investor services

The Company did not receive any shareholders complaint during the year.

6. General Body Meetings

The Annual General Meetings of the last three years of the Company have been held as under:

For the Year	Location	Day and Date	Time
2010-2011	2776,PYARELAL MOTOR MARKET,KASHMERE GATE, DELHI-110006	Saturday, 31 st December, 2011	10:00 A.M.
2009-2010	2776,PYARELAL MOTOR MARKET,KASHMERE GATE, DELHI-110006	Thursday 30 th September, 2010	10:00 A.M.
2008-2009	2776,PYARELAL MOTOR MARKET,KASHMERE GATE, DELHI-110006	Wednesday, 30 th September, 2009	10:00 A.M.

No Extra Ordinary General Meeting was held during any of the last three financial years.

7. Disclosures

1. Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large. Though there are significant related party transactions but none of them were in conflict with the interest of the Company.
2. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory, on any matter related to capital markets, during the last three years. During the last three years, there were no fees or penalties imposed by either SEBI or the Stock Exchanges.

8. Means of Communication

The quarterly and half-yearly results are forthwith communicated to all the Stock Exchanges with whom the Company has listing arrangements as soon as they are approved and taken on record by the board of Directors of the Company. Further the results are published in the leading Newspapers namely one in English and other in Hindi. The Management Discussion and Analysis (MD & A) is a part of the Annual Report

9. Information relating to Directors

Mr. Kulbir Singh retires by rotation and being eligible offers himself for re-appointment. Brief resume of the Directors being re-appointed are as follows:-

Age	:-	43 Years
Qualification	:-	B.com.
Working Experience	:-	20 Years

10. Declaration by the Board of Directors under Clause 49 (1) (D) (ii)

Declaration by the Board of Directors of the Company under Clause 49 (1) (D) (ii) of the Listing Agreement with Stock Exchanges is given below:

"Pursuant to Clause 49 (1) (D) (ii) of the Listing Agreement with Stock Exchanges, we hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct for the period ended 30th June, 2012.

11. General Shareholders Information

1) Annual General Meeting

- Date and Time : 31st December, 2012 at 10.00 AM
- Venue : 2776, PYARELAL MOTOR MARKET,
KASHMERE GATE, DELHI-110006

2) Financial Accounting

- i) Financial Calender : 01st April to 31st March
- ii) Accounts Finalisation : April
- iii) Quarterly Results : Normally after one month from the end of quarter
- iv) Half Yearly Limited Review : Company has submitted to Stock Exchange half yearly limited review by statutory Auditor for the half year ended 30.06.2012.

- 3) Date of Book Closure : 28th December, 2012 to 31st December, 2012
(both days inclusive)

- 4) Dividend Payment Date : NA

- 5) Listing on Stock Exchanges : The shares of the Company are listed on Stock Exchanges
: Bombay Stock Exchange Association Ltd.,
Phiroze Jeejeebhoy Towers Dalal Street
Mumbai : 400001

- 6) Stock Code : Physical
1. The Bombay Stock Exchange Association Ltd. 7699

- 7) Market Price Data : There has been no trading on the Stock Exchanges

- 8) Address for correspondence : Shareholders correspondence may be addressed to:

2776, PYARELAL MOTOR MARKET,
KASHMERE GATE, DELHI-110006