



39th
Annual Report
2013-2014

AUTO PINS (INDIA) LIMITED

**ANNUAL REPORT
2013-2014**

AUTO PINS (INDIA) LIMITED

BOARD OF DIRECTORS

MANAGING DIRECTOR	: Mr. Rajbir Singh
EXECUTIVE DIRECTOR	: Mr. Subhash Jain.
NON-EXECUTIVE & INDEPENDENT DIRECTORS	: Mr. Kulbir Singh Mr. Nand Kishore Sharma.
STATUTORY AUDITORS	: M/s. Sanjay Rawal & Co. Chartered Accountants A-146, G.F. Dayanand Colony, Lajpat Nagar -IV, New Delhi-110024
INTERNAL AUDITOR	: M/s Amit Batla & Associates : RZ 63A/9, Tughlakabad Extn, New Delhi.
SECRETARIAL AUDITOR	: Mr. Parveen Rastogi Flat No. 3, Sood Building, Teil Mil Marg, Ram Nagar, Paharganj, New Delhi-55
REGISTERED OFFICE	: 2776, Pyarelal Motor Market, Kashmere Gate Delhi-110006
CORPORATE OFFICE	: 16, Industrial Area, NIIT, Faridabad - 121001(Haryana)
BANKERS	: ICICI Bank Limited 43, Community Center New Friends Colony, New Delhi - 110065 ICICI BANK LIMITED 17, 19, Ramneek Complex, Tikona Park, NIT-1 Faridabad-121001, Haryana
REGISTRAR & SHARE TRANSFER AGENT	: Link Intime India Pvt.Ltd., 44, Community Centre, 2nd floor, Naraina Industrial Area, Phase-I, New Delhi.
CORPORATE IDENTIFICATION NUMBER	: L34300DL1975PLC007994.

FORM A

Format of covering letter of the annual audit report to be filled with the Stock Exchanges

1. Name of the company	AUTO PINS(INDIA)LIMITED
2. Annual financial statements for the year ended	30 th June, 2014
3. Type of observation	Matter of Emphasis No provision has been made for leave salary and gratuity of employee (amount unascertained) and the shall be accounted for on cash basis
4. Frequency of observation	Not applicable
5. To be signed by :-	<ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the Company • Audit Committee Chairman



Registered Office

2776 Pyarelal Lal Building, Guru Nanak Motor Market, Kashmere Gate, Delhi-110006
 T: +91-11-23978748 F: +91-11-23978748 E: autopins@vsnl.com www.autopinsindia.com

NOTICE

Notice is hereby given that the Thirty Ninth Annual General Meeting of **AUTO PINS (INDIA) LIMITED**, will be held on Wednesday, the 31st day of December, 2014 at 11:00 A.M. at its Registered Office at 2776, Pyarelal Motor Market, Kashmere Gate, Delhi - 110006 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Balance Sheet as at 30th June, 2014, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajbir Singh (DIN: 00176574) who retires by rotation and being eligible offers himself for re-election.
3. To re-appoint M/s Sanjay Rawal & Co, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

4. **Appointment of Mr. Nand Kishore Sharma (DIN 02207148) as an Independent Director.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Nand Kishore Sharma (DIN 02207148), a non executive independent Director of the Company whose term of office was liable to be determined by retirement of director by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from December 31, 2014 for a period of up to five years from the date of appointment.”

“FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be

necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. **Appointment of Mr. KULBIR SINGH (DIN 02712040) as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Kulbir Singh (holding DIN 02712040), a non executive independent Director of the Company whose term of office was liable to be determined by retirement of director by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from December 31, 2014 for a period of up to five years from the date of appointment.”

“**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

By order of the Board
For **AUTO PINS (INDIA) LIMITED**,

Place: Delhi
Dated: 02-12- 2014

Sd/-
RAJBIR SINGH
(MANAGING DIRECTOR)
DIN: 00176574

NOTES

1. Every Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself/herself and such proxy need not be a Member of the Company.
2. Proxies in order to be effective should be duly completed, stamped (if applicable) and signed and must be deposited at the registered office of the company not less than 48 Hours before the time for holding the Annual General Meeting.
3. The relevant Explanatory Statement and reasons in respect of proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013, are annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members desirous of obtaining any information as regard to accounts of the Company are requested to write to the Company at least one week before the meeting, so that the information required will be made available at the Annual General Meeting.
6. Documents referred to in the accompanying Notice and the Explanatory statement are open for inspection at the registered Office of the Company during normal business hours (09:00 a.m. to 5:30 p.m.) on all working days except Sundays (including Public holidays) up to the date of the declaration of the result of the 39th Annual General Meeting of the Company.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 29th December 2014 to Wednesday, 31st December 2014 (both days inclusive) for the purpose of annual closing and AGM. The cut off date for the purpose of AGM is 29th November 2014.
8. For shares held in physical form, any change in address may be intimated immediately to the Company's Compliance Officer by quoting the Folio number(s). However, for shares held in demat form, change in address, nomination, power of attorney etc. may be intimated directly to the member's DP.
9. Physical copies of the Notice and Annual Report for 2014 are being sent to all the members in the permitted mode alongwith Attendance Slip and proxy form interalia indicating the process of E-Voting. Electronic copy of the Notice and Annual Report for 2014 is also being sent to all the members whose Email Ids are registered with the Company/Depository Participants (DP) for communication purposes. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
10. Members/Proxies are requested to bring the attendance slip duly filled in.
11. As a measure of austerity, copies of Annual Report will not be distributed at Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
12. Pursuant to the requirements of Corporate Governance under clause 49 of the

Listing Agreement(s) entered into with stock exchange (s), the brief particulars of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board/Committees, shareholding and relationship between directors inter-se, are provided in the Director's Report forming part of the Annual Report. Their details are also provided in the explanatory statement to the notice annexed herewith is furnished in the statement of Corporate Governance and is a part of this Annual Report.

13. Members may also note that the notice of the Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website <http://www.autopinsindia.com> for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communications, the shareholders may also send requests to the company's designated email id: autopins@vsnl.com
14. In compliance with Section 108 of the Companies Act, 2013 and relevant rules thereunder, the Company is also required to conduct the voting process electronically. The business to be transacted at the AGM may be transacted through electronic voting.

Process of e –VOTING

The Company has signed an agreement with Central Depository Services [India] Limited [CDSL] for facilitating e-voting to enable the shareholders to cast their vote electronically.

I. In case of members receiving e-mail:

- a) Log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders" tab to cast your votes.
- c) Now, select the Electronic Voting Sequence Number ("EVSN") along with "Brand Realty Services Limited" from the drop down menu and click on "SUBMIT".
- d) If you are holding shares in Demat form and had logged on to www.evotingindia.com and have casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- e) Now, fill up the following details in the appropriate boxes:

User ID	For shareholders holding shares in Demat form:- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b)For CDSL: 16 digits beneficiary ID.c)For shareholders holding shares in Physical Form: Folio Number registered with the Company.
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PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders holding shares in demat mode as well as shareholders holding shares in physical mode)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default character: <AUTO____>. After entering these details appropriately, click on “SUBMIT” tab

#Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the No. Of shares held by you as on (relevant date) in the Dividend Bank details field.

f) After entering these details appropriately, click on “SUBMIT” tab.

g) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

h) Click on the relevant EVSN on which you choose to vote.

i) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

j) Click on the “Resolutions File Link” if you wish to view all the Resolutions.

k) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

In case of members receiving the physical copy of Notice of Annual General meeting [for members whose e-mail IDs are not registered with the Company/Depository participant(s) or requesting physical copy]:

m) Please follow all steps from Sr. No. (a) to Sr. No. (l) above, to cast vote.

n) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

o) E-voting period begins on **28.12.2014** and ends on **29.12.2014**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

p) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com.in under help section or write an email to helpdesk.evoting@cdslindia.com.

q) Voting can be exercised only by the shareholders or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.

r) A member need not use all his/her votes.

s) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 29th November, 2014.

t) Mr. Parveen Rastogi, proprietor of M/s Parveen Rastogi & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

u) The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes in favour or against, if any, forthwith to the Chairperson of the Company.

v) The results declared alongwith the Scrutinizer's report shall be placed on Company's website i.e. <http://www.autopinsindia.com> and on the website of CDSL within Two(2)

days of passing of the resolutions at the 39th Annual General Meeting of the Company on 31st December, 2014 and also communicated to the Bombay Stock Exchange.

By Order of the Board
For AUTO PINS (INDIA)LIMITED,

Place : Delhi
Dated: 02-12-2014

Sd/-
Rajbir Singh
(Managing Director)

DIN: 00176574