

**SIROCCO**

**40<sup>th</sup>**  
***Annual Report***  
**2014-2015**

**AUTO PINS (INDIA) LIMITED**

**ANNUAL REPORT  
2014-2015**

**AUTO PINS (INDIA) LIMITED**

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**BOARD OF DIRECTORS**

MANAGING DIRECTOR	: Mr. Rajbir Singh
EXECUTIVE DIRECTOR	: Mr. Subhash Jain.
NON-EXECUTIVE & INDEPENDENT DIRECTORS	: Mr. Kulbir Singh Mr. Nand Kishore Sharma Ms. Shilpy Chopra
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.

## **AUTO PINS (INDIA) LIMITED**

Regd. Office: 2776, PYARELAL MOTOR MARKET, KASHMERE GATE, DELHI-110006

Tel.: (91)-11-23978748

CIN: L34300DL1975PLC007994

Email id: [autopins@vsnl.com](mailto:autopins@vsnl.com)

Website: [www.autopinsindia.com](http://www.autopinsindia.com)

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### **NOTICE**

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting of **AUTO PINS (INDIA) LIMITED**, will be held on Thursday, the 31<sup>st</sup> day of December, 2015 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 30<sup>th</sup> June, 2015, 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. Subhash Jain (DIN: 00176493) who retires by rotation and being eligible offers himself for re-election.
3. To appoint M/s Sanjay Rawal & Co, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, **M/S Sanjay Rawal & Co., Chartered Accountants** be and is hereby appointed as the auditor of the company, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM to be held in the year 2020 (subject to ratification of their appointment at every AGM), to examine and audit the accounts of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor. “

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Ms. Shilpy Chopra:-

**“RESOLVED THAT** Ms. Shilpy Chopra, who was appointed as an Additional Director with effect from March 31, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the company.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Ms. Shilpy Chopra as an Independent Director:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Ms. Shilpy Chopra (holding DIN 07161915), Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of this Meeting AND THAT she shall not be liable to retire by rotation.”

5.

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

**Place: Delhi**  
**Date : 02-12- 2015**

**Sd/-**  
**RAJBIR SINGH**  
**MANAGING DIRECTOR**  
**DIN: 00176574**

## NOTES

1. **EVERY MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.**

**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.**

Pursuant to the provision of the Companies Act, 2013 and rule made thereunder , a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than Ten percent of the total share capital of the Company . Member holding more than ten percent of total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument appointing proxy should be deposited at the registered office of the company not later than FORTY-EIGHT HOURS before the commencement of the AGM.

2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the 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. Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least 15 days before the Meeting, so that the information required will be made available at the Annual General Meeting.
5. Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 6:00 pm) on all working days except Sundays (including Public Holidays) up to the date of the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, December 24, 2015 to Thursday, December 31, 2015 (both days inclusive) for the purpose of annual closing and AGM.
7. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, viz., Link Intime India Pvt. Ltd, 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi-110028, quoting their Folio Number(s).
8. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
9. Physical copies of the Notice and Annual Report for 2015 are being sent to all the members in the permitted mode along with Attendance Slip and proxy form inter-alia indicating the process of E-Voting. Electronic copy of the Notice and Annual Report for 2015 is also being sent to all the members who's Email Ids are registered with the Company/Depository Participants (DP) for communication purposes. Members who have not registered their email 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. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.
11. In support of the Green Initiative announced by the Government of India and in terms of Clause 32 of the Listing Agreement with the Stock Exchange(s), electronic copy of the Annual Report for the financial year 2014-15, along with the Notice of 40<sup>th</sup> AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent to all the Members of the Company, whose e-mail-id is registered with Registrar and Share Transfer Agent or Depository Participant, unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail id, physical copies of Annual Report for the financial year 2014-15, along with the Notice of AGM, inter-alia, indicating the process and manner of evoting, along with the attendance slip and proxy form are being sent by other permissible mode.
12. Members may also note that the Notice of the 40<sup>th</sup> AGM and the Annual Report for financial year 2014-15 will also be available on the Company's website at <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](mailto:autopins@vsnl.com).
13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
14. In case, of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.
16. Pursuant to the requirements of Corporate Governance under Clause 49 of the listing agreement entered into with the Stock Exchange(s), the brief particulars of all the Directors proposed to be reappointed, nature of their expertise in specific functional areas, names of Companies in which they hold Directorships and memberships/Chairmanships of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Directors' Report forming part of the Annual Report.
17. Members may also note that the physical copies of the notice of Annual General Meeting and the Annual Report for 2015 will be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the

shareholders may also send request to the Company's designated email id [autopins@vsnl.com](mailto:autopins@vsnl.com)

18. Members who wish to seek any information on the financial statements of the Company or have any query(ies) relating thereto may write to the Company at [autopins@vsnl.com](mailto:autopins@vsnl.com) at an early date to enable the management to keep the information ready.

### **E-VOTING PROCESS**

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](http://www.evotingindia.com).
- b) Click on "Shareholders" tab to cast your votes.
- c) Now, select the Electronic Voting Sequence Number ("EVSN") along with "Auto Pins (India) 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](http://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.
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while evoting (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 **28.12.2015 ( 9 am)** and ends on **30.12.2015 (5 pm)** . 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](http://www.evotingindia.com.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. 24<sup>th</sup> December, 2015.



- 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 Annual General Meeting of the Company and also communicated to the Bombay Stock Exchange.

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

**Place : Delhi**  
**Dated: 02-12-2015**

**Sd/-**  
**Rajbir Singh**  
**Managing Director**  
**DIN: 00176574**

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102(1)(2)(a) of the Companies Act, 2013)

### **ITEM NO. 4**

Ms. Shilpy Chopra was appointed as an Additional Director w.e.f. March 31, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 80 of Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Ms. Shilpy Chopra candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Ms. Shilpy Chopra on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

None of the Directors, except Ms. Shilpy Chopra and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 4 to be passed as an ordinary resolution.

### **Item No. 5**

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as Independent Directors. Section 149(6) of the said Act, lays down the criteria for independence. Ms. Shilpy Chopra, non-executive director of the Company have furnished declarations to the Company under Section 149(7) of the Companies Act, 2013, confirming that she meets the criteria prescribed for Independent Director under Section 149(6) of the said Act.

In the opinion of the Board she possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and are independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for two terms of up to 5 consecutive years each on the board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of the same in the Directors' report. Further, in terms of Section 149(13) of the said Act, independent directors are not liable to retire by rotation.