

Auto Pins India Limited

42nd ANNUAL REPORT 2016-17

**42nd
ANNUAL REPORT
(2016-2017)**

AUTO PINS (INDIA) LIMITED

2776, Pyarelal Motor Market,
Kashmere Gate, Delhi -110006

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Board of Directors

Mr. Rajbir Singh, Managing Director
Mr. Subhash Jain, Non Executive Director
Mr. Kulbir Singh, Non Executive Director
Mr. Nand Kishore Sharma, Non Executive Director
Ms. Shilpy Chopra, Non Executive Director

Key Managerial Personnel

Mr. Rajbir Singh, Managing Director
Mr. Rajender Singh, Chief Financial Officer
Ms. Vidushi Mittal, Company Secretary & Compliance Officer

Registered Office

2776, Pyarelal Motor Market, Kashmere Gate, Delhi-110006

Corporate Office

16, Industrial Area, NIIT, Faridabad – 121001(Haryana)

Website

www.autopinsindia.com

Email

autopins@vsnl.com
autopinsindia@gmail.com

Corporate Identification Number (CIN)

L34300DL1975PLC007994

Registrar & Share Transfer Agent

Link Intime India Pvt.Ltd.
44 Community Center, 2nd Floor, Naraina Industrial Area, Phase I
Near PVR, Naraina, New Delhi – 110028
Tel No : +91 22 49186270 Fax: +91 22 49186060
E-mail id : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

Statutory Auditors

M/s. Sanjay Rawal & Co.
Chartered Accountants
A-146, G.F. Dayanand Colony,
Lajpat Nagar –IV
New Delhi-110024
Email Id: casanjayrawal@gmail.com

Internal Auditor

M/s Arora Prem & Associates
4A, DDA LIG Flats, Rajouri Garden
New Delhi- 110027

Secretarial Auditor

Mr. Parveen Rastogi
Flat No. 3, Sood Building, Teil Mil Marg,
Ram Nagar, Paharganj, New Delhi-55
Email Id: rastogifcs3@gmail.com

Cost Auditor

M/s KSNM & ASSOCIATES
B-25, MAYFAIR GARDEN,
Hauz Khas, New Delhi
Email Id: ksnmandassociates@gmail.com

Bankers

ICICI Bank Limited

43, Community Center
New Friends Colony, New Delhi – 110065

ICICI Bank Limited

17, 19, Ramneek Complex, Tikona Park,
NIT-1Faridabad-121001, Haryana

HDFC Bank

BK Chowk , NIT , Faridabad

Key Committees of the Board

Audit Committee

Mr. Kulbir Singh
Mr. Subhash Jain
Mr. Nand Kishore Sharma

Nomination & Remuneration Committee

Mr. Kulbir Singh
Ms. Shilpy Chopra
Mr. Nand Kishore Sharma

Stakeholders Relationship Committee

Mr. Kulbir Singh
Ms. Shilpy Chopra
Mr. Nand Kishore Sharma

Stock Exchange(s)

BSE Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

AUTO PINS (INDIA) LIMITED

REGISTERED OFFICE: 2776, Pyarelal Motor Market, Kashmere Gate, Delhi-110006

Tel.: (91)-11-23978748

CIN: L34300DL1975PLC007994

Email Id: autopins@vsnl.com

Website: www.autopinsindia.com

NOTICE

Notice is hereby given that the **Forty Second** Annual General Meeting of members of **Auto Pins (India) Limited**, will be held on Tuesday, the 26th day of September, 2017 at 12:00 Noon IST 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 Financial Statement (Balance Sheet, Profit & Loss Account and Cash Flow Statement along with Annexures) as at 31st March, 2017 together with the reports of the Board of Directors and the 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-appointment.
3. To appoint Auditors in place of retiring auditor M/s Sanjay Rawal & Co., Chartered Accountants and fix their remuneration and in this regard, to consider and if thought fit, to pass the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Messers Dharam Taneja Associates, Chartered Accountants (FRN 03563N), having office at 13/17, Punjabi Bagh Extension, New Delhi - 110026, be and are hereby appointed as the Statutory Auditor of the Company in place of the retiring Auditor M/s Sanjay Rawal & Co., Chartered Accountants (Registration No. 012820N), to hold office for a term of five consecutive financial years, from the conclusion of this (Forty Second) Annual General Meeting of the Company till the conclusion of the Forty Seventh Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors after consultation with the Audit Committee.”

SPECIAL BUSINESS:**4. To ratify the remuneration of the Cost Auditor of the company for the Financial Year 2017-18**

To Consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other permissions as may be necessary, the payment of the remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) including out of pocket expenses actually payable to M/s. KSNM & Associates, who was appointed as “Cost Auditors” to conduct the audit of cost records maintained by the Company for Financial Year ending March 31, 2018, be and is hereby ratified and approved.”

5. To Regularise Mr. Ravi Kumar as the Director of the Company

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

“RESOLVED THAT Mr. Ravi Kumar, having DIN: 07914338, who was appointed as an Additional Director with effect from 24th August, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles 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.”

6. To appoint Mr. Ravi Kumar as an Independent Director having DIN: 07914338

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

“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 amendments, modification, variation or re-enactment thereof read with schedule IV to the Companies Act, 2013, for the time being in force, Mr. Ravi Kumar having DIN: 07914338, Additional Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his 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 the meeting and that he shall not be liable to retire by rotation.”

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

Place: Delhi
Date: 01/09/2017

Sd/-
(Vidushi Mittal)
Company Secretary

NOTES:

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

A PERSON CAN ACT AS A PROXY FOR ONLY FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

2. The relative Explanatory Statement pursuant to Section-102 of the Companies Act, 2013 (“Act”) in respect of the business under Item No 4, 5 & 6 of the notice, is annexed hereto.
3. 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.
4. Members having any question on Financial Statements or on any Agenda item proposed in the notice of AGM are requested to send their queries at least seven days prior at the

date of AGM of the company at its registered office address to enable the company to collect the relevant information.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 20, 2017 to Tuesday, September 26, 2017 (both days inclusive).
6. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Tuesday, September 19, 2017 (the “cut off date”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the company as on the Cut off date.
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 Center, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi – 110028., quoting their Folio Number(s).
8. Members are requested to bring the Annual Report for their reference at the meeting. Admission Slip duly filled in shall be handed over at the entrance to the meeting hall, and duly signed in accordance with their specimen signature(s) registered with the Company/Registrar and Share Transfer Agent (RTA).
9. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
10. Members holding shares in physical form are requested to immediately intimate any change in their residential address to Link Intime India Private Limited, at 44, 2nd Floor, Naraina Community Centre Phase I, Near PVR Cinema, New Delhi – 110028, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members before closure.
11. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or e-mail address immediately to their respective Depository Participants.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report, Notice of the 42nd Annual General Meeting, notice of E-Voting Attendance Slip and proxy form etc. are being sent to the members whose Email Ids are registered with the Company/Depository Participants (DP)/ Registrar and Transfer Agent (RTA) for communication purposes.
13. 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.
14. In accordance with the “Green Initiative” the Company has been sending Annual Report/Notice of AGM in electronic mode to those Shareholders whose email ids are