43rd

ANNUAL REPORT

(2017-2018)

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. Ravi Kumar, 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. Manisha Goswami, Company Secretary & Compliance Officer
(Appointed w.e.f. 31st July 2018)

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. Dharam Taneja & Associates.
Chartered Accountants
13/17, Punjabi Marg Extn.
New Delhi-110026
Email Id: varuntanej@gmail.com

Internal Auditor

M/s J. K. Jain & Company
37, 2nd Floor, Aggarwal Chamber-1
Vikas Marg, Shakarpur, Delhi- 110092

Secretarial Auditor

Mr. Parveen Rastogi
Flat No. 3, Sood Building, Teil Mil Marg,
Ram Nagar, Paharganj, New Delhi-55
Email Id: rastogifcs3@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. Ravi Kumar
Mr. Subhash Jain
Mr. Nand Kishore Sharma

Nomination & Remuneration Committee

Mr. Ravi Kumar
Ms. Shilpy Chopra
Mr. Nand Kishore Sharma

Stakeholders Relationship Committee

Mr. Ravi Kumar
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 Third** Annual General Meeting of members of **Auto Pins (India) Limited** will be held on Saturday, the 29th day of September, 2018 at 12:00 P.M at its Registered Office at 2776, Pyarelal Motor Market, Kashmere Gate, Delhi -110006 to transact the following businesses:

ORDINARY BUSINESSES:

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, 2018 together with the reports of the Board of Directors and the Auditors thereon.

2. Reappointment of Mr. Rajbir Singh (DIN: 00176574) as a Director, who retires by rotation and being eligible offers himself for re-appointment.

3. Ratification of appointment of M/s Dharam Taneja Associates., Chartered Accountants as Statutory Auditors:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the appointment of M/s Dharam Taneja Associates., Chartered Accountants (FRN 03563N) as Statutory Auditor of the Company, be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on a remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors."

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

Place: Delhi
Date: 04/09/2018

sd/-
Manisha Goswami
Company Secretary
M.No: A47793

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 PROXY FORM IS APPENDED WITH ATTENDENCE SLIP.

   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. 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. 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.

4. Pursuant to Section 91 of the Companies Act, 2013 and regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive).

5. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Saturday, September 22, 2018 (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.

6. Members holding shares in physical form are requested to immediately notify change in their address, if any 10 days before the date of AGM 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).

7. 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).

8. 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.

9. 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.

10. Pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 08th June, 2018 with respect to mandatory dematerialization for transfer of securities, members are being hereby informed that transfer of physical securities will not be effected w.e.f. 05.12.2018. So you are requested to dematerialize your shares.

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 43rd Annual General Meeting, notice of E-Voting Attendance Slip and proxy form etc. are being sent to the members who's 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 registered with the Company and/or the Depository Participants. Directors are thankful to the Shareholders for actively participating in the Green Initiative.

15. Members are requested to furnish or update their e-mail Ids with the Registrar for sending the soft copies of the Annual Report of the company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.

16. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.

17. Members may also note that the Notice of the 43rd AGM and the Annual Report for financial year 2017-18 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. The Notice of AGM shall also be available on the website of CDSL viz. evoting@cdsl.co.in

18. 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.

19. In terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, 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.

20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules thereunder will be available for inspection by the members of the Company at the Registered Office of the company on all working days (Monday to Saturday) between 11 A.M. and 2 P.M. upto the date of AGM and will also be available for inspection at the venue of the AGM.

21. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is also hosted along with the Notice on the website of the Company i.e. www.autopinsindia.com

22. **E-VOTING PROCESS**

I. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide Members a facility to exercise their right electronically through electronic voting service facility arranged by Central Depository Services [India] Limited (CDSL). The facility for voting through ballot paper will also be made available at AGM and members attending the AGM, who have not already caste their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to caste their votes again. The instructions for e-voting are annexed to the notice.

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote.