

44th ANNUAL REPORT
(2018-2019)

**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
Ms. Shweta Bhatnagar, Chief Financial Officer
Ms. Manisha Goswami, Company Secretary & Compliance Officer
(Resigned w.e.f. 31st May, 2019)

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.
Noble Heights, 1st floor,
Plot No NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri,
New Delhi - 110058
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 Sanjay Rawal & Co.
A-146, GF, Dayanand Colony,
Lajpat Nagar-iv, New Delhi-110024,
Ph 011-26421822,011-26282518

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-1 Faridabad-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 Fourth** Annual General Meeting of members of **Auto Pins (India) Limited** will be held on Thursday, the 26th day of September, 2019 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 Statements as at 31st March, 2019 together with the reports of the Board of Directors and the Auditors thereon.
2. Reappointment of Mr. Subhash Jain (DIN: 00176493) as a Director, who retires by rotation and being eligible offers himself for re-appointment.
3. To fix the remuneration of M/s Dharam Taneja Associates., Chartered Accountants as Statutory Auditors.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Nand Kishore Sharma as an Independent Director of the Company for a second term of five consecutive years with effect from 31st December 2019.

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr Nand Kishore Sharma (DIN 02207148), Independent Director, whose period of Office expiring on 31st December 2019, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the next term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and in respect of whom the Company has

received a notice in writing from a member proposing his re-appointment to the office of Independent Director be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective 31.12.2019.”

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

Place: Delhi
Date: 31/08/2019

Sd/-
RAJBIR SINGH
MANAGING DIRECTOR
DIN: 00176574

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.**
 2. 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 attendance slip.
 3. 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.
4. As required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of Mr. Subhash Jain (DIN: 00176574), Director, retiring by rotation and seeking re-appointment under aforesaid Item No. 2 and Mr. Nand Kishore Sharma whose period of office is expiring on 31.12.2019 is seeking re-appointment under aforesaid item

No. 4 as in accordance with applicable provisions of the Articles of Association of the Company are annexed as Annexure 1.

5. At the Forty Second AGM held on September 26, 2017 the members approved the appointment of M/S Dharam Taneja Associates, Chartered Accountants, (Firm Registration No. 03563N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of Forty Second AGM till the conclusion of the Forty Seventh AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Forty Fourth AGM.
6. 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.
7. 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.
8. 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 Friday, September 20, 2019 to Thursday, September 26, 2019 (both days inclusive).
9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Thursday, September 19, 2019 (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.
10. 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, Link Intime India Pvt. Ltd, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058., quoting their Folio Number(s).
11. 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).

12. 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.
13. 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.
14. 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.
15. 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 44th 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.
16. 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.
17. 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.
18. 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.
19. Members may also note that the Notice of the 44th AGM and the Annual Report for financial year 2018-19 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: autopinsdelhi@gmail.com. The Notice of AGM shall also be available on the website of Linkintime viz. <https://instavote.linkintime.co.in>.
20. 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.