



45TH ANNUAL REPORT
(2019-2020)

AUTO PINS (INDIA) LIMITED
2776, PYARELAL MOTOR
MARKET, KASHMERE GATE,
DELHI-110006

CONTENTS

Notice **1**

Form MGT-11 **14**
 Proxy Form

Attendance Slip **17**

Board Report **18**

Annexure-1 **32**
 Nomination & Remuneration Policy

Annexure-2 **36**
 Particulars of Employees

Annexure-3 **38**
 Secretarial Auditor's Report (Form MR-3)

Annexure-4 **42**
 Form AOC-2

Annexure-5 **44**
 Form –MGT-9

Annexure-6 **54**
 Particulars of Conservation of energy,
 Technology absorption and Foreign exchange
 earnings and outgo

Annexure-7 Management Discussion & Analysis Report	55
--------------------------------------------------------------	-----------

Performance Evaluation criteria of Independent Director	59
--------------------------------------------------------------------	-----------

Certificate from Chief Financial Officer to the Board	60
------------------------------------------------------------------	-----------

Auditors' Report	62
-------------------------	-----------

Financial Statements	72
-----------------------------	-----------

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
Mr. Prakash Kedia, Company Secretary & Compliance Officer
(Resigned w.e.f. 31st August, 2020)
Ms. Kirti Jain, Company Secretary & Compliance Officer
(Appointed w.e.f. 23rd September, 2020)

Registered Office

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

Corporate Office

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

Website

www.autopinsindia.com

Email

autopinsdelhi@gmail.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 Bagh Extn.

New Delhi-110026

Email Id: varuntanej@gmail.com

Internal Auditor

M/s Sumit Shoundik & Co.

E-48, Third Floor, Vikas Marg,

Laxmi Nagar, New 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: autopinsdelhi@gmail.com

Website: www.autopinsindia.com

NOTICE

Notice is hereby given that the **Forty Fifth** Annual General Meeting of members of **Auto Pins (India) Limited** will be held on Friday, the 18th day of December, 2020 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 consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Rajbir Singh (DIN: 00176574) 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:

4. **Re-appointment of Ms. Shilpy Chopra (DIN: 07161915) as an Independent Director of the Company for a second term of five consecutive years**

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 of 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, Ms. Shilpy Chopra (DIN 07161915), Independent Director, whose period of Office expired on 30th March 2020, who has submitted a declaration that she 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 her 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 31st March, 2020.”

5. Re-appointment of Mr. Rajbir Singh (DIN: 00176574) as a Managing Director of the Company for a term of five consecutive years with effect from August 10, 2021

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

“RESOLVED THAT pursuant to recommendations of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) for the time being in force read with Schedule V of the Companies Act, 2013, the Articles of Association of the Company and the Board approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajbir Singh (DIN: 00176574), as Managing Director (designated as “Managing Director”) of the Company for a period of five years with effect from August 10, 2021 to 9th August, 2026 on such terms and conditions as detailed in the agreement, to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajbir Singh.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rajbir Singh shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

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

Place: Delhi
Date: 20.11.2020

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. Rajbir Singh (DIN: 00176574), Managing Director, retiring by rotation and seeking re-appointment as director aforesaid Item No. 2 and further re-appointment as Managing Director under Item No. 5 of the Notice whose period of office is expiring on 9th August, 2021 and Ms. Shilpy Chopra (DIN: 07161915) whose period of office is expired on 31.03.2020 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. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business under Item No. 4 and 5 of the Notice, is annexed hereto.
6. 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 Fifth AGM.

7. 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.
8. 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.
9. 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 Saturday, December 12th, 2020 to Friday, December 18th, 2020 (both days inclusive).
10. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, December 11, 2020 (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.
11. 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).
12. 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).
13. 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.
14. 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.
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 45th 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.