

AUTO PINS (INDIA) LIMITED

REGI: OFFICE, 2776 PYARELAL MOTOR MARKET KASHMERE GATE , DELHI-110006

NOTICE

NOTICE is hereby given that the ANNUAL GENERAL MEETING of the members of the **AUTO PINS (INDIA) LIMITED** will be held at the Registered office of the company at **2776 PYARELAL MOTOR MARKET KASHMERE GATE, DELHI-110006**, on Monday 31ST Day of December, 2012 at 10.00 A.M. to transact the following businesses :-

ORDINARY BUSINESS:-

1. To consider, receive and adopt the Audited Balance-Sheet of the Company as at 30th June,2012 and the profit & loss account for the year ended on that date together with the Directors' report and Auditors' report thereon.
2. To appoint Mr. Kulbir Singh, Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s Sanjay Rawal & Co. Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Dated: 03.12.2012
Place: New Delhi

By order of the Board,
For Auto Pins (India) Ltd.

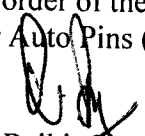

Rajbir Singh
(Managing Director)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY. PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. The Share Transfer Books and Register of Members will remain closed from Friday, the 28th December, 2012 to Monday 31st December, 2012 (both days inclusive).
3. The Members/Proxies are requested to produce at the entrance, the attached admission slip duly completed and signed for admission to the meeting hall.
4. NO GIFTS WILL BE GIVEN AT THE ANNUAL GENERAL MEETING.

Dated: 03.12.2012
Place: New Delhi

By order of the Board,
For Auto Pins (India) Ltd.


Rajbir Singh
(Managing Director)

AUTO PINS (INDIA) LIMITED

REGI: OFFICE, 2776 PYARELAL MOTOR MARKET KASHMERE GATE , DELHI-110006

DIRECTORS' REPORT

To,
The Members

Your Directors have great pleasure in presenting the Annual Report together with the Audited Statement of Annual Accounts for the Year ended 30th June 2012.

FINANCIAL RESULTS

| | Current Year | (Rs. in lacs) Previous Year |
|--------------------------------------|--------------|--------------------------------|
| Sales & Other Income | 2240.31 | 1460.73 |
| Profit before Depreciation | 540.27 | 142.45 |
| Depreciation | 104.86 | 128.53 |
| Profit After Depreciation Before Tax | 435.41 | 13.92 |
| Profit After Tax | 435.41 | 13.92 |

PERFORMANCE

The over all performance for the 12 months was satisfactory as the Turnover of the company increased from Rs. 1350.86 Lac to Rs. 1743.49 Lac as compared to the previous year's turnover and Other Income increased from Rs. 109.86 Lac to Rs. 496.81 Lac. The company has earned profit of Rs. 43541024 during the year. However, your Directors are confident that the company will do better in future as the recessionary period of the Indian economy seems to be over and the company is trying its level best to improve its performance.

DIRECTORS

Mr. Kulbir Singh, Director of the Company retires by rotation and being eligible offers himself for re-appointment.

EXPORTS

The company has not earned export income during the financial year.

DIVIDEND

As the company has not earned sufficient profit during the year, So the Directors are not in the position to recommend any dividend for the year 2011-12.

AUDITORS

M/S Sanjay Rawal & Co., Chartered Accountants, the Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting. They are eligible for reappointment.

CORPORATE GOVERNANCE REPORT

In consonance with core values of the Company to enhance the wealth of shareholders with commitment to the customers, employees and society, your directors attach much significance to good corporate governance.

Pursuant to clause 49 of the said listing agreement, (a) Management discussion and analysis, (b) The report of the Directors on the practice prevalent on corporate governance in the Company and (c) Certificate from the Practicing Company Secretary on compliance of mandatory requirement of corporate governance are given as an annexure to this report.

LISTING

The Company's Shares are listed on the Bombay Stock Exchange. The address of the Stock Exchange is:

BOMBAY STOCK EXCHANGE LIMITED
P.J. TOWER, DALAL STREET
MUMBAI-400001.

PARTICULARS OF EMPLOYEE

The company does not have any employees to whom the Provisions of Section 217 (2A) of the Companies Act 1956 read with the companies (Particulars of Employee Rules 1975) apply.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

Particulars relating to Conservation of energy Research and Development, Technology, Absorption do not become applicable to the company, and details of Foreign Exchange earnings and outgo are as follows:

Foreign Exchange Earnings: Nil
(In Indian Rupees)

Foreign Exchange Outgo : Nil
(In Indian Rupees)

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed;

- (i) The financial statement has been prepared in accordance with the accounting standard issued by the Institute of Chartered Accountants of India and also the requirements of the Companies act, 1956, to the extent applicable to the Company. There have been no material departures from prescribed accounting standard while preparing these financial statements;
- (ii) The Board of Directors has selected the accounting policies described in the notes to the accounts, which have been consistently applied, except where otherwise stated. The estimates and judgments relating to the financial statements have been made on a prudent basis, in order that the financial statements reflect in a true and fair manner, the state of affairs of the Company as at June 30, 2012 and the profit of the Company for the year ended on that date;
- (iii) The board of directors and management has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for the safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual account has been prepared on the historical cost conventions, as a going concern and on the accrual basis.

DEPOSITS

During the year under review the company has not accepted any deposits.

APPRECIATION

Your Directors wish to place on record their deep appreciation for the continued co-operation and support given by financial institution, Bank, Customers and shareholders of the company. They also acknowledge their deep appreciation for the contribution made by the employees at all levels to the operations of the company.

For and on behalf of the Board,
Auto Pins (India) Limited



(RAJBIR SINGH)
(MANAGING DIRECTOR)

Dated: 03.12.2012
Place: New Delhi.

Corporate Governance Report

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the following report:

1. Company's Philosophy on Code of Governance

The Company is committed to good Corporate Governance and has complied in all material respects with the requirements specified in the Listing Agreement with the Stock Exchanges.

2. Board of Directors

The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors headed by a Non-Executive Chairman as on 30.06.2012.

| S. No. | Name of the Director | Category of Directorship | No. of Directorship of other Companies |
|--------|----------------------|--------------------------|----------------------------------------|
| 1 | RAJBIR SINGH | Managing Director | 6 |
| 2 | SUBHASH JAIN | Director | NIL |
| 3 | KULBIR SINGH | Director | NIL |

During the financial year Ten Board Meetings were held.

Annual General Meeting of the Company will be held on 31.12.2012.

The attendance of the Directors in the meeting was as follows:

| S. No. | Name of the Director | Category of Directorship | Attendance at Board Meeting | | Attendance at last Annual General Meeting |
|--------|----------------------|--------------------------|-------------------------------------|-------------------------|-------------------------------------------|
| | | | No. of meeting held during the year | No. of meeting attended | |
| 1 | RAJBIR SINGH | Managing Director | 10 | 10 | Yes |
| 2 | SUBHASH JAIN | Director | 10 | 10 | Yes |
| 3. | KULBIR SINGH | Director | 10 | 10 | Yes |

None of the Directors of your Company was a member of more than 10 Committees nor was the chairman of more than five Committees across all companies in which they are Directors.

The required information (as enumerated in annexure I in clause 49 relating to Corporate Governance) was made available to the Board of Directors.

* Including Directorships held in Private Limited Companies, alternate Directorships and Directorships in bodies incorporated outside India.

ED - Executive Director, ED (P) - Executive Director, Promoter, NED (P) - Non-executive Director, Promoter, NED (I) - Non-executive Director, Independent

3. Audit Committee

As regards the formation of Audit committee, the company is not required to form the committee as per section 269 of Companies Act 1956. For implementing better corporate governance company is in the look out for the dynamic independent Directors possessing adequate financial background to insert them in the audit committee.

4. Remuneration Committee

REMUNERATION OF DIRECTORS

| Name of the Director | Salary & PF | Perquisites | Commission | Sitting Fees | Total | Service contract/ Notice Period/ Severance Fees |
|----------------------|-------------|-------------|------------|--------------|-------|-------------------------------------------------------|
| Rajbir Singh | Nil | Nil | Nil | Nil | Nil | Contractual * |
| Subhash Jain | Nil | Nil | Nil | Nil | Nil | Contractual * |
| Kulbir Singh | Nil | Nil | Nil | Nil | Nil | Retirement by rotation |

The Contract is for Five Years, which may be determined by a notice period for three months on either side

5. Share Transfer and Investor Grievance Committee

The Company has an Investors Grievance Committee under the nomenclature 'Share Transfer and Investor Grievance Committee. The Committee looks after the redressal of Shareholders and Investors Grievances and approves transfer/transmission, sub-division and issue of duplicate share certificates etc.

1. Mr. Rajbir Singh

2. Mr. Subhash Jain

The broad terms of reference of the Committee related to various issues in connection with Shareholders and investors services and complaints are:

Shareholders and Investor services and complaints pertaining to:

- Non-receipt of Shares after transfer
- Non-receipt of Annual Report
- Non-receipt of Dividend
- Other matters related to or arising out of shareholders/ investor services

The Company did not receive any shareholders complaint during the year.

6. General Body Meetings

The Annual General Meetings of the last three years of the Company have been held as under:

| For the Year | Location | Day and Date | Time |
|--------------|--------------------------------------------------------|---------------------------------------------|------------|
| 2010-2011 | 2776,PYARELAL MOTOR MARKET,KASHMERE GATE, DELHI-110006 | Saturday, 31 st December, 2011 | 10:00 A.M. |
| 2009-2010 | 2776,PYARELAL MOTOR MARKET,KASHMERE GATE, DELHI-110006 | Thursday 30 th September, 2010 | 10:00 A.M. |
| 2008-2009 | 2776,PYARELAL MOTOR MARKET,KASHMERE GATE, DELHI-110006 | Wednesday, 30 th September, 2009 | 10:00 A.M. |

No Extra Ordinary General Meeting was held during any of the last three financial years.

7. Disclosures

1. Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large. Though there are significant related party transactions but none of them were in conflict with the interest of the Company.
2. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory, on any matter related to capital markets, during the last three years. During the last three years, there were no fees or penalties imposed by either SEBI or the Stock Exchanges.

8. Means of Communication

The quarterly and half-yearly results are forthwith communicated to all the Stock Exchanges with whom the Company has listing arrangements as soon as they are approved and taken on record by the board of Directors of the Company. Further the results are published in the leading Newspapers namely one in English and other in Hindi. The Management Discussion and Analysis (MD & A) is a part of the Annual Report

9. Information relating to Directors

Mr. Kulbir Singh retires by rotation and being eligible offers himself for re-appointment. Brief resume of the Directors being re-appointed are as follows:-

| | | |
|--------------------|----|----------|
| Age | :- | 43 Years |
| Qualification | :- | B.com. |
| Working Experience | :- | 20 Years |

10. Declaration by the Board of Directors under Clause 49 (1) (D) (ii)

Declaration by the Board of Directors of the Company under Clause 49 (1) (D) (ii) of the Listing Agreement with Stock Exchanges is given below:

"Pursuant to Clause 49 (1) (D) (ii) of the Listing Agreement with Stock Exchanges, we hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct for the period ended 30th June, 2012.

11. General Shareholders Information

1) Annual General Meeting

- Date and Time : 31st December, 2012 at 10.00 AM

-Venue : 2776, PYARELAL MOTOR MARKET,
KASHMERE GATE, DELHI-110006

2) Financial Accounting

i) Financial Calender : 01st April to 31st March
ii) Accounts Finalisation : April
iii) Quarterly Results : Normally after one month from the end of quarter
iv) Half Yearly Limited Review : Company has submitted to Stock Exchange half yearly limited review by statutory Auditor for the half year ended 30.06.2012.

3) Date of Book Closure : 28th December, 2012 to 31st December, 2012
(both days inclusive)

4) Dividend Payment Date : NA

5) Listing on Stock Exchanges : The shares of the Company are listed on Stock Exchanges
: Bombay Stock Exchange Association Ltd.,
Phiroze Jeejeebhoy Towers Dalal Street
Mumbai : 400001

6) Stock Code : Physical
1. The Bombay Stock Exchange Association Ltd. 7699

7) Market Price Data : There has been no trading on the Stock Exchanges

8) Address for correspondence : Shareholders correspondence may be addressed to:

2776, PYARELAL MOTOR MARKET,
KASHMERE GATE, DELHI-110006

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
AUTO PINS (INDIA) LIMITED

We have examined the compliance of the conditions of Corporate Governance by Auto Pins (India) Limited for the year ended June 30, 2012 as stipulated in clause 49 of the listing Agreements of the said company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that in respect of investor grievances received during the year ended June 30, 2012 no investor grievance are pending against the Company as on 30.06.2012 as per the records maintained by the Company and presented to the Investors/Shareholders Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Dated: 03.12.2012
Place: New Delhi.

PARVEEN RASTOGI & CO.
Company Secretaries

PARVEEN RASTOGI
CP No 2883

MANAGEMENT ANALYSIS & DISCUSSION REPORT OF AUTO PINS (INDIA) LTD.

The Macro Economic Environment

The Indian Economy emerged with remarkable rapidity from the slowdown caused by the global financial crisis of 2008-09. The economy experienced a more balanced and positive growth, aided by a solid recovery in Agriculture and continued good performance of Industry and Services. As per advance estimates of the Economic Survey of 2010-11, the growth was strong in 2010-11 with GDP growth at factor cost being 8.5%. The Indian economy is the second highest growing economy and the robust growth of 2010-11 can be ascribed to the following:-

- Increase in Exports (in terms of USD) by 34.4% while imports have grown by 14.1% only
- Six core industries comprising of crude oil, petroleum refinery products, coal, cement, electricity and steel grew by 5.8% as compared to 5.5% during 2009-10.
- Overall growth in the Index of Industrial Production (IIP) recorded as 8.2% as compared to 5.3% in previous year.
- Manufacturing growth was 8.8% and its share in GDP was 15.9%.
- 242 million tons of the food grains produced showing our self sufficiency in Agriculture.

We are hopeful that the economy will try to match the same growth in the next fiscal also. However rising fuel, metal & mineral prices and general inflation are putting pressure on the domestic economy. Food inflation in particular has remained a cause of concern for the economy. There is a need to be alert and prepared to take proactive steps as the emerging scenario warrants, with the objective of bringing down inflation.

The world economy began to stabilize in the first half of the financial year 2010-11 after the aftermath of the global crisis in the previous years. Signs of recovery were clearly visible and were largely driven by the robust growth in the Emerging Market Economies. Growth in advanced countries was marginal and they continued to face uncertainty with large fiscal deficits, high public debt and high unemployment levels. However, the situation was better compared to the severe crunch faced in the prior year.

In the second half of 2010-11 the growth path was slow. Inflation and high commodity prices have re-emerged as a major concern equally in Emerging Market Economies as well as in developed countries.

World Trade

The trade growth recovered faster than the real GDP growth of the respective countries during the year 2010-11. This has been made possible, in part by the fiscal stimuli provided by the respective governments and the low base of the prior year. The extent of growth differs substantially across countries and world trade remains below its pre-crisis stage. In India, trade growth was among the best and even reached the pre crisis levels.

Industry Structure & Development

Your company is engaged in the business of Auto Components in various parts of the Country.

Your company has successfully implemented various project is this year .

The prospects of Auto Components are quite hopeful and your company is confident for the successful implementation of its various projects.

Opportunity & Threats

The Auto Components sector is full of opportunities but on the same time it cannot be denied that is also full of threats. Following are few of the examples of both which your company is fore seeing:-

- Continuous private sector housing boom will create more Auto Components and opportunities.
- Public sector projects through public private partnership will bring further opportunities.
- Developing supply chain through involvement in large projects is likely to enhance the chances in Auto Components.
- Renewable energy projects will offer opportunities to develop skills and capacity in new markets.
- More flexible training delivery techniques are now available.
- Financial supports like loan and insurance and growth in income of people is in support of Auto Components industry.
- Long-term market instability and uncertainty may damage the opportunities and prevent the expansion of training and development facilities.
- Current economic situation may have an adverse impact on Auto Components industry.
- Political and security conditions in the region and late legislative enforcement measures are always threats to any industry in India.
- Infrastructure safety is a challenging task in Auto Components industry.
- Lack of political willingness and support on promoting new strategies.
- Natural abnormal causalities such as earthquake and floods are uncertain and can prevent the Auto Components boom.
- Inefficient accessibility in planning and concerning the infrastructure and signs.

Segment-wise or Product wise Performance

Currently your company is trying to diversify its products and range of industry it caters to. Your company is now also searching possibilities to work with government projects.

FUTURE OUTLOOK

The Auto Components sector is quite promising with various advantages, the few of them are as under:-

- Employment and training opportunities in the field of Auto Components.
- Good structured national network facilitates the boom of Mobiles Industries.
- Low cost well-educated and skilled labour and force is now widely available across the country.
- Sufficient availability of raw material and natural resources in the country is supportive for the industry.
- Auto Components development is on high and it is attracting the focus of the industry towards Auto Components.

Risks & Concerns

The concerns listed above in the point Opportunities & Threats will continue to be risks and concerns for your company. The company will left no stone unturned to improve the net worth in coming year.

Financial Performance

Your company has registered all-round phenomenal growth for the FY 2011-12. The turnover has increased from Rs. 1350.87 Lac in the previous year 2011 to Rs. 1743.50 Lac in Current Year 2012 as a result of which PAT has also increased from 13.92 Lac to 435.41 Lac in the current Year. The company will continue achieving so much of profits in future as the recessionary period of the Indian economy seems to be over and the company is trying its level best to improve its performance.

Internal Control System

Your company has adequate internal control systems commensurate with its size and operations, although not documented. The company regularly gets its accounts audited from the internal auditor.


Human Resources / Industrial Resources

The company during the previous year continued its record of good industrial relations with its employees. During the year various initiatives had been taken to improve the performance and productivity levels in various departments of the company. It also indulges into and implements various HR initiatives and activities including employee welfare, special rewards, performance review system and various employee motivation activities.

Cautionary Statement

This report contains certain statements that the Company believes and may be considered as forward looking statements. These forward looking statements may be identified by their use of words like ' plan', 'hope', 'will', 'expect', 'aim' or such similar words or phrases. All such statements are subject to risks and uncertainties which could cause actual results to vary materially from those contemplated by the relevant forward looking statements.

**On order of the Board of Directors
For Auto Pins (India) Limited**


**RAJBIR SINGH
(MANAGING DIRECTOR)**

**DECLARATION BY THE CEO AND CFO UNDER CLAUSE 49 OF THE LISTING AGREEMENT
REGARDING ADHERENCE TO THE CODE OF CONDUCT**

To
The Board of Directors
Auto Pins (India) Ltd.

I, Rajbir Singh, Chief Executive Officer cum Chairman cum Managing Director, certify that:

- a) We have reviewed financial statements and the cash flow statements for the year ended 30.06.2012 and that to the best of our knowledge and belief :
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that :
 - i) There has not been any significant change in internal control over financial reporting during the year under reference.
 - ii) There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) There has not been any instances during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.



(Rajbir Singh)
Managing Director

Place: New Delhi
Date: 03.12.2012



SANJAY RAWAL & CO.

CHARTERED ACCOUNTANTS

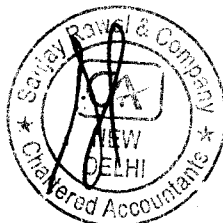
OFFICE: A-146, G.F. DAYANAND COLONY, LAJPAT NAGAR -IV, NEW DELHI-110024

PHONE: 26421822, 26282518, Email: casanjayrawal@gmail.com

Website: www.sanjayrawalco.com

Auditor's Report to the Member of Auto Pins (India) Ltd.

1. We have audited the attached Balance Sheet of **Auto Pins (India) Ltd.** as at 30th June 2012 and also Statement of Profit & Loss and the cash flow statement for the year ended on that date annexed hereto.
These financial statements are responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that:
 - i) We have obtained all the information and explanations, which to the best our knowledge and belief were necessary for the purposes of our audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books, **except as referred in (vi) below.**
 - iii) The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, **except as referred in (vi) below.**
 - v) On the basis of written representations received from the directors, as on 30th June 2012 and taken on record by board of director, we report that none of the directors is disqualified as on 30th June 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;



CONTD 2/-

vi) We report that:

- a. Note No. 2.25 regarding Non provision of leave salary and gratuity of employees and disclosure requirement as required by revised AS 15 (Employee Benefits) issued under the Companies Accounting Standard rules 2006, amount not ascertained by the management.

vii) In our opinion and to the best of our information and according to the explanations given to us the said accounts read together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and **subject to our remark with their resultant impact (to the extent ascertainable) as given in paragraph VI above** give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at 30th June 2012;
- b. In the case of Statement of Profit and Loss, of the PROFIT for the year ended on that date, and
- c. In the case of Cash flow statement, of the cash flows for the year ended on that date.

For Sanjay Rawal & Co.
Chartered Accountants

FIRM REGN NO. 0128704

(Sanjay Rawal)

Partner

M. NO. 088156

Place: New Delhi

Dated: 03/12/2012



Cont...3/-

ANNEXURE TO THE AUDITOR'S REPORT

Referred to in paragraph 3 of our report of even date,

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off any substantial part of Fixed Assets.
- (ii) a) The Inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physically verification of inventories followed by the Management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book record were not material.
- (iii) According to the information and explanations given to us, the company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms and other parties covered in the register maintained under section 301, of the Companies Act, 1956.
- Accordingly, the provisions of clause 4(iii) (b) (c) (d) (f) and (g) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) According to the information and explanations provided by the management, there were no transactions that need to be entered into a register in pursuance of Section 301 of the Companies Act , 1956. Accordingly, para v(b) of the Companies (Auditors' Report) Order, 2003 is not applicable.

Cont....4/-



- (vi) During the year under review, the company has not accepted any deposits from public.
- (vii) In our opinion, the company has an adequate in-house internal Audit system.
- (viii) We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by central government for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (ix) (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund Employees' State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise duty, Cess and other statutory dues. **Following Statutory dues were outstanding as at 30/06/2012 for a period of more than 6 months from the date they became payable.**


| | |
|-----------------------------------------|-----------------|
| a) Investor Education & Protection Fund | Rs. 2,94,118.00 |
| b) Labour Welfare Fund | Rs. 13,320.00 |

- (b) According to the records of the company, there are no dues of Income tax/Sales tax/Wealth tax/Service tax/Custom duty/Excise duty/cess Cess which have not been deposited on account of any dispute.
- (x) **The accumulated losses of the company exceed fifty percent of its net worth at the end of the financial year.** The company has not incurred cash losses during the financial year and has also not incurred cash losses in immediately preceding financial year.
- (xi) Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that in view of approval of Rehabilitation/Revival proposal by Board for Industrial and Financial Reconstruction and settlement with Financial Institutions by paying the dues, the Company has not defaulted in repayment of dues to financial institutions and/or Banks



Cont...5/-

- (xii) According to the information and explanations given to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- (xiii) The provisions of special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Society are not applicable to the company.
- (xiv) The nature of company's business/activities during the year does not include dealing in shares, securities, debentures or other investments; hence the requirement of offering comments on this clause is not applicable.
- (xv) According to the information and explanation given to us , the company has not given guarantee for the loans taken by others from banks or financial institutions.
- (xvi) According to the information and explanation given to us no term Loan has been taken by the Company during the year.
- (xvii) According to the information and explanation given to us and on an overall examination of the Balance Sheet of the company, we report that during the year no funds raised on short-term basis have been used for long term investment by the company.
- (xviii) The company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) During the period covered by our audit report, the company has not issued any debentures requiring report under this clause.
- (xx) The company has not raised any money by public issue during the year and hence the question of disclosure and verification of end use of such moneys does not arise.
- (xxi) Based upon the audit procedures performed and information and explanations given by the Management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For Sanjay Rawal & Co.
Chartered Accountants
FIRM REGN NO. 017820A


(Sanjay Rawal)
Partner
M. NO. 088156

Place: New Delhi
Date: 03/12/2012

AUTO PINS (INDIA) LIMITED

BALANCE SHEET AS AT 30th JUNE, 2012

| Particulars | Note No | Figures as at 30th June, 2012 (Rs.) | Figures as at 30th June, 2011 (Rs.) |
|------------------------------------|---------|-------------------------------------|-------------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (A) Share Capital | 2.01 | 57070620.00 | 57070620.00 |
| (B) Reserves & Surplus | 2.02 | -65162745.00 | -108703769.00 |
| | | -8092125.00 | -51633149.00 |
| (2) Non-Current Liabilities | | | |
| (A) Long-Term Borrowings | 2.03 | 59774940.00 | 104759440.00 |
| | | 59774940.00 | 104759440.00 |
| (3) Current Liabilities | | | |
| (A) Short Term Borrowings | 2.04 | 5124262.00 | 1292461.00 |
| (B) Trade Payables | | 16017851.00 | 13182349.00 |
| (C) Other Current Liabilities | 2.05 | 63336459.00 | 61809634.00 |
| | | 84478572.00 | 76284444.00 |
| | | 136161387.00 | 129410735.00 |
| II. Assets | | | |
| (1) Non-Current Assets | | | |
| (A) Fixed assets | | | |
| (i) Tangible assets | 2.06 | 59794605.00 | 67235581.00 |
| (B) Non Current Investments | 2.07 | 274500.00 | 274500.00 |
| (C) Long Term Loans & Advances | 2.08 | 736211.00 | 594071.00 |
| | | 60805316.00 | 68104152.00 |
| (2) Current Assets | | | |
| (A) Inventories | 2.09 | 56181681.00 | 48144455.00 |
| (B) Trade Receivables | 2.10 | 12260384.00 | 9130962.00 |
| (C) Cash and Cash equivalents | 2.11 | 2806699.00 | 2219658.00 |
| (D) Short Term Loans & Advances | 2.12 | 4101707.00 | 1809312.00 |
| (E) Other Current Assets | 2.13 | 5600.00 | 2196.00 |
| | | 75356071.00 | 61306583.00 |
| | | 136161387.00 | 129410735.00 |

Accounting Policies and Notes to the Accounts

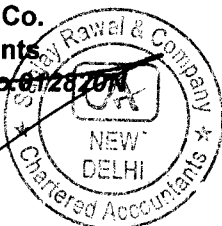
1 - 2.48

In terms of our report of even date attached

For Sanjay Rawal & Co.

Chartered Accountants

Firm Registration No. 012620A



(SANJAY RAWAL)

PARTNER

M.No. 088156

PLACE: NEW DELHI

DATED: 03/12/2012

For AUTO PINS (INDIA) LIMITED

MANAGING DIRECTOR

DIRECTOR

Shilpa
C.S.

AUTO PINS (INDIA) LIMITED
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 30th JUNE, 2012

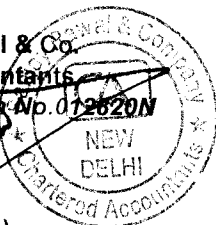
| | Particulars | Note No | Figures as at 30th June, 2012 (Rs.) | Figures as at 30th June, 2011 (Rs.) |
|------|------------------------------------------------------------------------------|---------|-------------------------------------|-------------------------------------|
| I | Revenue From Operations | 2.14 | 174349548.00 | 135086615.00 |
| II | Other Income | 2.15 | 49681780.00 | 10986921.00 |
| III | Total Revenue (I +II) | | 224031334.00 | 146073536.00 |
| IV | Expenses: | | | |
| | Cost Of Materials Consumed | 2.16 | 12436833.00 | 100988288.00 |
| | Changes In Inventories Of Finished Goods, Work-In-Progress / Stores & Spares | 2.17 | -518153.00 | -15996996.00 |
| | Employee Benefit Expense | 2.18 | 894828.00 | 8945965.00 |
| | Financial Costs | 2.19 | 84895.00 | 1870172.00 |
| | Depreciation & Amortisation Expenses | 2.20 | 1048695.00 | 12853878.00 |
| | Other Expenses | 2.21 | 41019310.00 | 36020231.00 |
| | Total Expense: | | 180490310.00 | 144681538.00 |
| V | Profit Before Exceptional & Extraordinary Items & Tax (III - IV) | | 43541024.00 | 1391998.00 |
| VI | Exceptional Items | | 0.00 | 0.00 |
| VII | Profit Before Extraordinary Items & Tax (V - VI) | | 43541024.00 | 1391998.00 |
| VIII | Extraordinary Items | | 0.00 | 0.00 |
| IX | Profit Before Tax | | 43541024.00 | 1391998.00 |
| X | Tax Expense: | | | |
| | (1) Current Tax | | 0.00 | 0.00 |
| | (2) Deferred Tax | | 0.00 | 0.00 |
| XI | Profit(Loss) From The Period From Continuing Operations (IX-X) | | 43541024.00 | 1391998.00 |
| XII | Profit/(Loss) From Discontinuing Operations | | 0.00 | 0.00 |
| XIII | Tax Expense Of Discounting Operations | | 0.00 | 0.00 |
| XIV | Profit/(Loss) from Discontinuing Operations (XII - XIII) | | 0.00 | 0.00 |
| XV | Profit/(Loss) For The Period (XI + XIV) | | 43541024.00 | 1391998.00 |
| XVI | Earning Per Equity Share: | | | |
| | (1) Basic | 2.33 | 7.63 | 0.24 |
| | (2) Diluted | 2.33 | 7.63 | 0.24 |

Accounting Policies and Notes to the Accounts

1 - 2.48

In terms of our report of even date attached

For Sanjay Rawal & Co.
Chartered Accountants
Firm Registration No. 012620N



(SANJAY RAWAL)
PARTNER
M.No.088156

For AUTO PINS (INDIA) LIMITED


MANAGING DIRECTOR

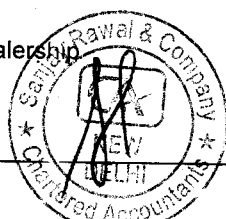

DIRECTOR

PLACE: NEW DELHI
DATED: 03/12/2012



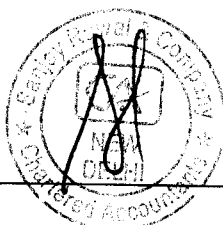
AUTO PINS (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th JUNE, 2012

| | Figures as at 30th June, 2012 (Rs.) | Figures as at 30th June, 2011 (Rs.) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------------|
| 2.01 SHARE CAPITAL | | |
| Authorised 65,00,000 (65,00,000) Equity Shares Of Rs. 10/- Each | 65000000.00 | 65000000.00 |
| Issued Subscribed & Paidup Capital 57,07,062 (57,07,062) Equity Shares of Rs.10/- Fully Paidup | 57070620.00 | 57070620.00 |
| Detail of Shareholders holding more than 5% share and share holding of holding company are annexed in Annexure-I | | |
| | 57070620.00 | 57070620.00 |
| Equity Shares : The company have one class of Equity share having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The Equity Shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding. | | |
| 2.02 RESERVE & SURPLUS | | |
| Profit & Loss Account | | |
| Opening Balance | -108703769.00 | -110095767.00 |
| Profit After Tax Transferred from Statement of Profit & Loss | 43541024.00 | 1391998.00 |
| Closing Balance | -65162745.00 | -108703769.00 |
| 2.03 LONG TERM BORROWINGS | | |
| SECURED | | |
| Loans and Advances from Related Parties | | |
| - Analysis Securities Private Limited (Secured against Immovable Property of the Company) (Repayable by 31.03.2014 along with interest @ 5% p.a.) | 58238879.00 | 103223379.00 |
| Loans and Advances from Others | | |
| - India Cement and Capital Finance (Secured against Hypothecation of specific Immovable/ movable assets and personal guarantee of Managing Director of the Company) (Repayable by 31.03.2014) | 1536061.00 | 1536061.00 |
| | 59774940.00 | 104759440.00 |
| 2.04 SHORT TERM BORROWINGS | | |
| UNSECURED | | |
| Loans and Advances from Related Parties | | |
| - Due to Directors in Current A/c | 4836307.00 | 1094128.00 |
| Overdraft from ICICI Bank | 287955.00 | 198333.00 |
| | 5124262.00 | 1292461.00 |
| 2.05 OTHER CURRENT LIABILITIES | | |
| Expenses Payable | 4739735.00 | 3885246.00 |
| Statutory Liabilities Payable | 455943.00 | 494150.00 |
| Advance for Supplies/ Capital/ Inventories/dealership | 49785781.00 | 44656238.00 |
| Share Application Money Pending Refund | 8355000.00 | 12774000.00 |
| | 63336459.00 | 61809634.00 |



AUTO PINS (INDIA) LIMITED
NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th JUNE, 2012

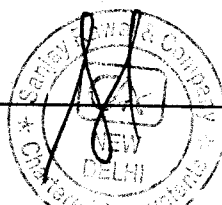
| | Figures as at 30th June, 2012 (Rs.) | Figures as at 30th June, 2011 (Rs.) |
|-----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------------|
| 2.07 NON CURRENT INVESTMENTS | | |
| Others - At Cost | | |
| Investment in Equity Shares - Quoted | | |
| - 400 Equity Shares of Rs.10 each fully paid up in Canara Bank (Market value Rs. 164800 (400 shares @412.00) | 24500.00 | 24500.00 |
| - 12000 Equity Shares of Rs.10/- each partly paid up at a premium of Rs.25/- each in Haryana Financial Corporation (Market Value N.A.) | 250000.00 | 250000.00 |
| | 274500.00 | 274500.00 |
| 2.08 LONG TERM LOAN AND ADVANCES | | |
| UNSECURED -CONSIDERED GOOD | | |
| Security Deposit | 736211.00 | 594071.00 |
| | 736211.00 | 594071.00 |
| 2.09 INVENTORIES | | |
| AT COST OR MARKET PRICE WHICH EVER IS LOWER | | |
| Finished Goods - Automotive Parts | 1777069.00 | 473535.00 |
| Raw material - Iron & Steel | 7707045.00 | 5522560.00 |
| Work in Progress | 43006712.00 | 39128709.00 |
| Stores and Spares | 3690855.00 | 3019651.00 |
| | 56181681.00 | 48144455.00 |
| 2.10 TRADE RECEIVABLES | | |
| UNSECURED -CONSIDERED GOOD | | |
| More Than Six Month | 7954520.00 | 850451.00 |
| Less Than Six Month | 4305864.00 | 8280511.00 |
| | 12260384.00 | 9130962.00 |
| 2.11 CASH AND CASH EQUIVALENT | | |
| Balance with Bank in Current Account (Including Rs 451686.11 P.Y. Rs 451,686.11) in unconfirmed accounts) | 1938623.00 | 1572323.00 |
| Fixed Deposit (Bank Guarantee/ Margin Money) (Including Acrued Interest) | 332982.00 | 184489.00 |
| Cash In Hand | 535094.00 | 462846.00 |
| | 2806699.00 | 2219658.00 |
| 2.12 SHORT TERM LOAN AND ADVANCES | | |
| UNSECURED -CONSIDERED GOOD | | |
| Advance to Supplier | 1388675.00 | 568070.00 |
| Vat Credit Recoverable | 2273382.00 | 1231242.00 |
| Excise Duty Recoverable | 415850.00 | 0.00 |
| Earnest Money Deposit | 23800.00 | 10000.00 |
| | 4101707.00 | 1809312.00 |
| 2.13 OTHER CURRENT ASSETS | | |
| Tax Deducted at Source | 5600.00 | 2196.00 |
| | 5600.00 | 2196.00 |



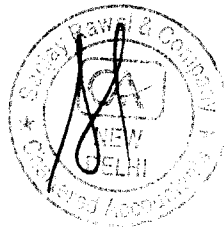
AUTO PINS (INDIA) LIMITED

NOTES ON ACCOUNTS FOR THE YEAR ENDED 30th JUNE, 2012

| | Figures as at 30th June, 2012 (Rs.) | Figures as at 30th June, 2011 (Rs.) |
|---------------------------------------------------------------------------|----------------------------------------|----------------------------------------|
| 2.14 REVENUE FROM OPERATIONS | | |
| Sales - Automotive Parts | 193359333.00 | 148606052.00 |
| Less: Excise Duty | 19009785.00 | 13519437.00 |
| | 174349548.00 | 135086615.00 |
| 2.15 OTHER INCOME | | |
| Misc. Receipts | 24250.00 | 0.00 |
| Balance Written Back | 49622000.00 | 10975950.00 |
| Interest Accrued | 35536.00 | 10971.00 |
| | 49681786.00 | 1,98,69,21.00 |
| 2.16 COST OF MATERIALS CONSUMED | | |
| Opening Stock - Iron & Steel | 5522560.00 | 6309990.00 |
| Add: Purchase - Iron & Steel | 126552822.00 | 100200858.00 |
| Less: Closing Stock - Iron & Steel | 7707045.00 | 5522560.00 |
| | 124368337.00 | 10,09,88,288.00 |
| 2.17 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS | | |
| Changes in Inventories of Finished Goods | | |
| Opening Stock of Automotive Parts | 473535.00 | 2,07,51,87.00 |
| Closing Stock of Automotive Parts | 1777069.00 | 47,35,35.00 |
| A | -1303534.00 | 16,01,65,2.00 |
| Changes in Inventories of Work in Progress | | |
| Opening Stock of Work in Progress (Automotive Parts) | 39128709.00 | 21,53,00,61.00 |
| Closing Stock of Work in Progress (Automotive Parts) | 43006712.00 | 39,12,87,09.00 |
| B | -3878003.00 | -17,59,86,48.00 |
| A+B | -5,18,15,37.00 | -1,59,96,996.00 |
| 2.18 EMPLOYEES BENEFIT | | |
| Salaries and Amenities to Staff | 3299454.00 | 37,30,55,4.00 |
| Director's Salary | 1050000.00 | 82,50,00.00 |
| Wages and Amenities to Worker | 3797763.00 | 35,90,16,8.00 |
| Technical Staff Salary | 801071.00 | 80,02,43.00 |
| | 8948288.00 | 89,45,96,5.00 |
| 2.19 FINANCIAL COST | | |
| Bank Charges | 147046.00 | 54,03,15.00 |
| Finance Charges | 701907.00 | 13,29,85,7.00 |
| | 848953.00 | 18,70,17,2.00 |
| 2.20 DEPRECIATION & AMORTISATION EXPENSES | | |
| Depreciation Expenses | 10486953.00 | 12,85,38,78.00 |
| 2.06 | 10486953.00 | 12,85,38,78.00 |



| 2.21 OTHER EXPENSES | | |
|------------------------------------------------|--------------------|--------------------|
| (1) ADMINISTRATION EXPENSES | | |
| Audit fee | 45000.00 | 49635.00 |
| Balance Written Off | 0.00 | 4070496.00 |
| Legal exp. and filing fee | 615084.00 | 298248.00 |
| Repair & maintenance | 2211834.00 | 1848803.00 |
| Miscellaneous Expenses | 487527.00 | 162592.00 |
| Postage, Telegram and Telephone | 411575.00 | 428467.00 |
| Printing and Stationery | 656637.00 | 600985.00 |
| Rent, Rates & Taxes | 1442766.00 | 951504.00 |
| Sales Tax Demand paid | 589666.00 | 0.00 |
| Travelling, Conveyance and Vehicle Maintenance | 300997.00 | 431785.00 |
| | 6761086.00 | 8842515.00 |
| (2) MANUFACTURING EXPENSES | | |
| Consumable stores consumed | 4464704.00 | 3421952.00 |
| Job Work | 193122.00 | 0.00 |
| Oil & Lubricants consumed | 15441796.00 | 12060354.00 |
| Power and fuel consumed | 7487997.00 | 4988881.00 |
| | 27587619.00 | 20471187.00 |
| (3) SELLING EXPENSES | | |
| Advertisement & Exhibition exps | 681354.00 | 650558.00 |
| Packing and forwarding | 867703.00 | 983174.00 |
| Rebate and Discount (Net) | 5121554.00 | 5072797.00 |
| | 6670611.00 | 6706529.00 |
| | | |
| | | |
| TOTAL (1) + (2) + (3) | 41019316.00 | 36020231.00 |
| | | |



Signature

Signature

Signature

AUTO PINS (INDIA) LIMITED
NOTE-2.06

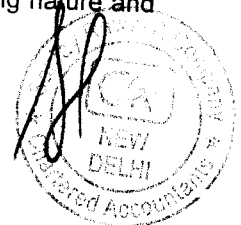
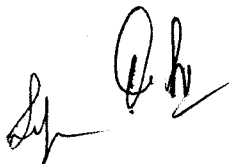
| Particulars | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | | |
|-------------------------------------------------------|---------------------|---------------------------------|-------------------|------------------------------|---------------------|--------------------------------|-------------------|----------------------|----------------------------|--------------------------|--------------------------|
| | As On 01.07.2011 | Additions during the year | SALE/ Transfer | Total As On 30.06.2012 | Upto 30.06.2011 | Adjust- ment on Sale/Trf | Rate Of Dep | For the Period | Total As On 30.06.12 | WDV As On 30.06.12 | WDV As On 30.06.11 |
| TANGIBLE ASSETS | | | | | | | | | | | |
| LAND FREEHOLD | 228726.00 | 0.00 | 0.00 | 228726.00 | 0.00 | 0.00 | 0.00 | 0.00 | 228726.00 | 228726.00 | |
| PLANT & MACHINERY | 206372768.00 | 2963813.00 | 0.00 | 209336581.00 | 143822642.00 | 0.00 | 4.75 | 9877210.00 | 153698652.00 | 56636729.00 | 62550126.00 |
| BUILDING | 8418391.00 | 0.00 | 0.00 | 8418391.00 | 5630749.00 | 0.00 | 10.00 | 278588.00 | 5909337.00 | 2509054.00 | 2787642.00 |
| FURNITURE & FIXTURE | 1320715.00 | 0.00 | 0.00 | 1320715.00 | 1218156.00 | 0.00 | 18.10 | 18552.00 | 1236708.00 | 84007.00 | 102559.00 |
| MOTOR VEHICLE | 5983340.00 | 56241.00 | 0.00 | 6039581.00 | 5727141.00 | 0.00 | 30.00 | 90498.00 | 5817639.00 | 221942.00 | 256199.00 |
| TYPEWRITER & | 1349837.00 | 0.00 | 0.00 | 1349837.00 | 1302509.00 | 0.00 | 13.91 | 6578.00 | 1309087.00 | 40750.00 | 47328.00 |
| OFFICE EQUIPMENT FIRE EQUITINGUISHERS | 101167.00 | 0.00 | 0.00 | 101167.00 | 98340.00 | 0.00 | 13.91 | 392.00 | 98732.00 | 2435.00 | 2827.00 |
| AIR CONDITIONERS & COOLERS | 1047238.00 | 18133.00 | 0.00 | 1065371.00 | 799926.00 | 0.00 | 13.91 | 36116.00 | 836042.00 | 229329.00 | 247312.00 |
| LIBRARY | 81233.00 | 0.00 | 0.00 | 81233.00 | 74233.00 | 0.00 | 13.91 | 974.00 | 75207.00 | 6026.00 | 7000.00 |
| LABORATORY EQUIPMENT ELECTRICAL INSTALLATION | 301453.00 | 7790.00 | 0.00 | 309243.00 | 292218.00 | 0.00 | 13.91 | 1530.00 | 293748.00 | 15495.00 | 9235.00 |
| COMPUTER FIBERWELL | 2765888.00 | 0.00 | 0.00 | 2765888.00 | 2620240.00 | 0.00 | 40.00 | 58232.00 | 2678472.00 | 87416.00 | 145648.00 |
| | 38369.00 | 0.00 | 0.00 | 38369.00 | 37961.00 | 0.00 | 10.00 | 41.00 | 38002.00 | 367.00 | 408.00 |
| DIES & TOOLS | 8763760.00 | 0.00 | 0.00 | 8763760.00 | 8020733.00 | 0.00 | 13.91 | 103292.00 | 8124025.00 | 639735.00 | 743027.00 |
| TOTAL TANGIBLE ASSETS | 240494954.00 | 3045977.00 | 0.00 | 243540931.00 | 173259373.00 | 0.00 | | 10486953.00 | 183746326.00 | 59794605.00 | 67235581.00 |
| INTANGIBLE ASSETS | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL ASSETS (CURRENT YEAR) | 240494954.00 | 3045977.00 | 0.00 | 243540931.00 | 173259373.00 | 0.00 | | 10486953.00 | 183746326.00 | 59794605.00 | 67235581.00 |
| TOTAL ASSETS (PREVIOUS YEAR) | 235823772.00 | 4671182.00 | 0.00 | 240494954.00 | 160405495.00 | 0.00 | | 12853878.00 | 173259373.00 | 67235581.00 | 75418277.00 |

Mr

NOTES 1 AND 2 : ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES:

- a) **Recognition of Income & Expenditure.**
The accounts of the Company are prepared on the Historical Cost Convention using accrual method of accounting.
- b) **FIXED ASSETS:-**
Fixed assets are recorded at cost of acquisition inclusive of related expenses there on towards putting the assets into use.
- c) **INVESTMENTS:-**
Investments are stated at cost.
- d) **DEPRECIATION:-**
- The company follows the Straight Line Method of depreciation (SLM) in the case of Plant & Machinery and written down value method of depreciation (WDV) in all other remaining assets.
 - Depreciation is provided on pro-rata basis.
- e) **INVENTORIES:-**
Raw material, Stores and Packing Materials are valued at lower of cost or net realizable value. Semi Finished and finished goods are valued at lower of cost or estimated net realizable value.
- f) **RETIREMENT BENEFIT:-**
The company has no provision in the books of account regarding accrued leave salary and Gratuity. However this been taken on the time of payment to employee's at the time of retirement or otherwise.
- g) **FOREIGN CURRENCY TRANSACTION:**
- All foreign currency assets and liabilities, if any, as at the Balance Sheet date are stated at the applicable exchange rates prevailing at that date.
 - Transaction completed during the year accounted for at the prevailing rates.
- h) **EXPORT BENEFITS :-**
Export benefits are accounted for on cash basis.
- i) **SEGMENT INFORMATION:-**
- Business Segment: The Company is primarily engaged in the business of manufacture and sale of leaf spring of automobiles.
 - Geographical Segment: The Company primarily operates in India and therefore the analysis of geographical segment is based on the areas in which customers of the Company are located.
- j) **IMPAIRMENT OF ASSETS:-**
Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price or its value in use. Value in use is the present value of estimated future cash flow expected to arise from the continuing use of an assets and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable willing parties, less the cost of the disposal.
- k) **CONTINGENT LIABILITIES:-**
Unprovided contingent liabilities are disclosed in the accounts by way of notes giving nature and quantum of such liabilities.



NOTES ON ACCOUNTS:

| | <u>CURRENT YEAR</u> (Rs.) | <u>PREVIOUS YEAR</u> (Rs.) |
|----------------------------------------|------------------------------|-------------------------------|
| 2.22 Contingent Liabilities | | |
| a) i) For Excise/ESI/PF Matter | 13,91,482.00 | 15,81,800.00 |
| ii) Sales Tax Matter | 0.00 | 5,00,000.00 |
| b) Miscellaneous Matters (Gratuity) | 5,00,000.00 | 5,00,000.00 |
| c) Other Matters in Dispute | 38,05,200.00 | 38,05,200.00 |
| 2.23 Managing Director's Remuneration: | | |
| Salary | 10,50,000.00 | 8,25,000.00 |
| Perquisites | NIL | NIL |
| Contribution to Provident Fund | 9,360.00 | 11,700.00 |

Note: Computation of Net Profit in accordance with Section 349 of the Companies Act, 1956 has not been given as commission by way of percentage of profit has not been paid for the year to any of the directors.

- 2.24 Balances grouped under Sundry Debtors, Advance from Customers, Sundry Creditors and Loans and Advances, Other Liabilities are subject to reconciliation and confirmation.
- 2.25 No Provision has been made for leave salary and gratuity of employee (amount unascertained)
- 2.26 No provision has been made for Income tax for the current year in view of brought forward Losses and Depreciation.
- 2.27 In the opinion of the Board of Directors, the aggregate value of current Assets, Loans and Advance on realization in ordinary course of business will not be less than the amount at which these are stated in the Balance Sheet.
- 2.28 The Stocks have been taken as per inventories taken valued and certified by the management of the company.
- 2.29 As suppliers covered under the interest on Delayed Payment to "Micro, Small, and Medium Enterprises Development Act, 2006" are yet to be identified, liability towards interest remained as unpaid to such small scale and/ or ancillary industrial undertakings as on 31.03.2012 is unascertainable.
- 2.30 Sundry Debtors/Creditors/Advances/Liabilities Balance are written off/back as approved by the management.
- 2.31 The BIFR has declared that the Company had become a Sick Industrial Company as on 31-12-2003. Revival/Rehabilitation Scheme had approved by BIFR vide order dated 26.07.2010 and 01.04.2009 had been taken as cut off date. In terms of Revival /Rehabilitation Scheme the Management had carried out restructuring of Balance Sheet in financial year 2009-2010
- 2.32 As per rehabilitation scheme approved by Board For Industrial and Financial Reconstruction , Analysis Securities Pvt Ltd is to be repaid Rs 375.00 lakhs in full and final settlement of their claim



as under:-

- a) Equity Share at par i.e. Rs 10.00 for an amount of Rs. 143.00 lakhs.
 b) Balance amount of Rs 232.00 lakhs to be repaid over a period of four years starting 1.10.2010 along with interest @ 5% p.a.

The Equity shares have since been allotted. The amount to be waived off/written back of Rs 907.00 Lakhs as per order of Board For Industrial and Financial Reconstruction, is being written back in proportion to the outstanding amount payable as on date of Balance Sheet.

| 2. 33 Earning Per Share: | Current Year | Previous Year |
|------------------------------------------------------------------------------------------|--------------|---------------|
| a) Net Profit / (Loss) | 43541024.00 | 1391998.00 |
| b) Number of equity shares of Rs. 10 each Outstanding during the year (No. of Shares) | 5707062 | 5707062 |
| c) Basic / Diluted Earning Per Shares (Rs.) | 7.63 | 0.24 |

2. 34 Impairment of Assets: - In pursuance of Accounting Standard 28 - Impairment of assets issued by the Institute of chartered Accountants of India, the company has not reviewed it's carrying cost of assets with value in use (determined based on future earnings) / (net selling price determined based on estimation). The management intends to carry out in near future detailed exercise involving expert opinion to determine any loss to be accounted for impairment of assets. As such in the current financial year impairment loss has not been accounted for. However, in the opinion of management no provision for loss of impairment of asset shall be required to be made.

2. 35 The Company has only one reportable business segment and geographical segment and hence no further disclosure is required under Accounting Standard – 17 on Segment Reporting.

2. 36 The company has appointed a Company Secretary as required under section 383-A of Companies Act, 1956.

2. 37 Disclosures as per Accounting Standard 18 "Related Party disclosure" issued by the Institute of Chartered Accountants of India is annexed herein in Annexure –II.

2. 38 In accordance with accounting standard 22 "Accounting for Taxes on Income" issued by the ICAI, deferred tax Liabilities based on depreciation differences as on 31/03/2012 is adequately covered by deferred tax assets based on the benefits of unabsorbed depreciation, carried forward losses etc. those are available to the company as at 31/03/2012 and as such there is no impact of the same on these accounts. No further deferred tax assets has been recognized since there is no certainty of future taxable income to take benefit of Deferred tax assets.

2. 39 Value of Consumption of Imported and Indigeneous Raw Material

| | Current Year | | Previous Year | |
|------------|--------------|-------|---------------|-------|
| | Value | %age | Value | %age |
| Indigenous | 124368337.00 | 100 % | 100988288.00 | 100 % |
| Imported | NIL | | NIL | |

2. 40 C.I.F. Value of Imports
- Capital Goods NIL (NIL)



Handwritten signature

Handwritten signature

2. 41 Expenditure in Foreign Currency
 Current Year : - NIL.
 Previous Year :- Exhibition Expenses Rs. 326675.00
2. 42 Earning in Foreign Currency for exports : -
 Current Year : - Export of Goods NIL
 Previous Year :- Export of Goods Rs. 5299091.00
2. 43 Following assets whether from dissolve firm or thereafter are yet to be transferred in the name of Company.

| | <u>Book Value (Rs.)</u> |
|----------------|-------------------------|
| Land at Kanpur | 3500.00 |

2. 44 Following Bank Balances are subject to confirmation / reconciliation if any. However there is no transaction during the year in most of the cases.

| <u>Current Accounts</u> | <u>Rupees</u> |
|----------------------------|---------------|
| Canara Bank, JAIPUR | 11342 |
| Punjab & Sind Bank, Bombay | 15328 |
| Canara Bank—Dividend A/c | 403734 |
| Canara Bank Bombay | 1470 |
| Canara Bank Pune | 5718 |
| Canara Bank Ghaziabad | 1098 |
| Canara Bank, Delhi | 12996 |
| | <u>451686</u> |


2. 45 Secured / Unsecured loans are subject to confirmation from the concerned parties
2. 16 The Company had extended its accounting year from 31st March 2011 to 30th June 2011. Accordingly, the previous period figures are being for fifteen months for period ended 30th June 2011. As such current year figures for being 12 months are not comparable with that of previous year.
2. 47 Previous year's figure has been re-grouped / re- arranged wherever necessary to conform to current year classification.
2. 48 Note 1.00 to 2.48 form an integral part of Balance Sheet and Statement of Profit & Loss.

Signature to Note 1 to 2.48

FOR & ON BEHALF OF THE BOARD


 DIRECTOR

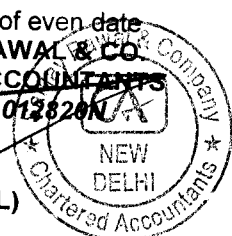

 MANAGING DIRECTOR


 C.S.

As per our report of even date
 FOR SANJAY RAWAL & CO
 CHARTERED ACCOUNTANTS
 FIRM REG. NO. 012820N

(SANJAY RAWAL)
 PARTNER
 M.NO. 088156

Place: New Delhi
 Date: 03/12/2012



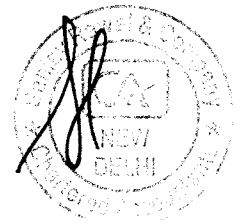
AUTO PINS (INDIA) LIMITED

DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES

ANNEXURE-1

| S.NO. | NAME OF SHARE HOLDERS | NO. OF SHARE HELD | % |
|-------|----------------------------------------------------------|-------------------|-------|
| 1 | HOLDING COMPANY Mystic Woodart Private Limited | 3152500 | 55.24 |
| | SHAREHOLDERS HOLDING MORE THAN 5% | | |
| 1 | Analysis Securities Private Limited | 1430010 | 25.06 |
| 2 | Rajbir Singh | 838728 | 14.70 |

Ch *W*
SP



ANNEXURE - II

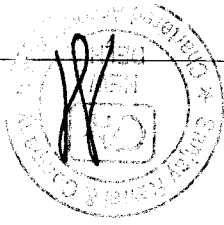
2.37) Related parties Disclosures: As per Accounting Standard 18, the disclosures of transaction with the related parties are given below:-

a) Details of Related Parties-

| S.No. | Relationship | Name of Related Parties |
|-------|-----------------------------------------------------|----------------------------------------|
| 1 | Key Managerial Personnel | 1) Mr. Rajbir Singh |
| 2 | Relative of KMP | 1) Mrs. Prabhjyot Kaur (Wife) |
| 3 | Enterprise having control over Reporting Enterprise | 1) Analysis Securities Private Limited |
| 4 | Associate Enterprise | 1) Analysis Securities Private Limited |

b) Transactions and disclosure in respect of material transactions with related parties during the year .

| S.No. | Nature of Transactions | Key Managerial Personnel | Relative of KMP | Enterprise having control over Reporting Enterprise | Associate Enterprise |
|-------|-----------------------------------------------|--------------------------------------------------------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------|
| (i) | Transactions during the year | | | | |
| 1 | Amount Received in Current Account | Rs. 37,42,179.00 (68,311.00) | Rs. 37,42,179.00 (68,311.00) | | |
| 2 | Remuneration paid to Key Managerial Personnel | Rs. 10,50,000.00 (Rs. 6,00,000.00) Rs. 9,360.00 (Rs. 11,700.00) | Rs. 10,59,360.00 (Rs. 6,11,700.00) | | |
| 3 | Interest Paid | Rs. 5,51,907.00 (Rs. 4,35,417.00) | | | Rs. 5,51,907.00 (Rs. 4,35,417.00) |
| 4 | Shares Alloted | Rs. NIL (Rs. 54,41,000) | Rs. NIL (Rs. 54,41,000) | | |
| 5 | Share Application Money Refunded/Capitalized | Rs. NIL (Rs. 3,15,25,000) | Rs. NIL (Rs. 3,15,25,000) | | |
| 6 | Amount Paid/ Written Back | Rs. 38,19,000.00 (Rs. 54,41,000.00) Rs. 6,00,000.00 (Rs. NIL) Rs. NIL (Rs. 3,15,25,000.00) | Rs. 38,19,000.00 (Rs. 54,41,000.00) Rs. 6,00,000.00 (Rs. NIL) | | Rs. NIL (Rs. 3,15,25,000.00) |
| | Analysis Securities P Ltd. | Rs. 4,46,97,000.00 (Rs. 1,09,87,500.00) | | | Rs. 4,46,97,000.00 (Rs. 1,09,87,500.00) |
| (ii) | Balances as at end of the year | | | | |
| 1 | Director Current Account | Rs. 48,36,307.00 (Rs. 10,94,128.00) | Rs. 48,36,307.00 (Rs. 10,94,128.00) | | |
| 2 | Share Application Money | Rs. 73,55,000.00 (Rs. 79,55,000.00) | Rs. 73,55,000.00 (Rs. 79,55,000.00) | | |
| 3 | Outstanding Loan | Rs. NIL (Rs. 38,19,000.00) | Rs. NIL (Rs. 38,19,000.00) | | |
| 4 | Analysis securities P Ltd. | Rs. 5,82,38,879.00 (10,29,35,879.00) | Rs. 5,82,38,879.00 (10,29,35,879.00) | | |



Handwritten signatures and initials.

AUTO PINS (INDIA) LIMITED
CASH FLOW STATEMENT FOR THE PERIOD ENDED 30TH JUNE, 2012

| | Figures as at 30th June, 2012 (Rs.) | Figures as at 30th June, 2011 (Rs.) |
|----------------------------------------------------|-------------------------------------------|-------------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit / (Loss) before Tax and extraordinary items | 435 11024 | 1391998 |
| Adjustment for | | |
| Depreciation | 104 36953 | 12853878 |
| Finance Charges | 8 18953 | 1870172 |
| Operating Profit Before Working Capital Changes | 548 76930 | 16116048 |
| Adjustment for | | |
| Trade & other Receivable | -5567361 | 950418 |
| Inventories | -8037226 | -16326929 |
| Trade Payable | 8781327.00 | 9228169 |
| Cash generated from operations | 50053670 | 9967706 |
| Direct Taxes | 0 | 0 |
| Finance Charges | -848953 | -1870172 |
| Cash Flow before extraordinary items | 49204717 | 8097534 |
| Extra ordinary items | 0 | 0 |
| Net Cash from operating activities | 49204717 | 8097534 |
| B CASH FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | -3045977 | -4671182 |
| Share Application Money | 0 | -30491950 |
| Net Cash from Investing activities | -3045977 | -35163132 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Net Proceeds from Borrowing | -41152699 | -23493045 |
| Net Proceeds from Share Issued | -4419000 | 51266000 |
| Net Cash used for Financing Activity | -45571699 | 27772955 |
| Net Increase in Cash & Cash Equivalents | 587041 | 707357 |
| Cash & Cash Equivalents (Opening Balance) | 2219658 | 1512301 |
| Cash & Cash Equivalents (Closing Balance) | 2806699 | 2219658 |

Note : Figures in (-) represent outflows.

as per our report of even date

For **SANJAY RAWAL & Co.**

Chartered Accountants

FIRM REGN NO. 0128204

(SANJAY RAWAL)

Partner

M.NO. 088156

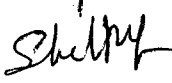
Place : Delhi

Date : 03/12/2012

For and On behalf of the Board


MANAGING
DIRECTOR


DIRECTOR


C.S.