



39th
Annual Report
2013-2014

AUTO PINS (INDIA) LIMITED

**ANNUAL REPORT
2013-2014**


AUTO PINS (INDIA) LIMITED

BOARD OF DIRECTORS

MANAGING DIRECTOR	: Mr. Rajbir Singh
EXECUTIVE DIRECTOR	: Mr. Subhash Jain.
NON-EXECUTIVE & INDEPENDENT DIRECTORS	: Mr. Kulbir Singh Mr. Nand Kishore Sharma.
STATUTORY AUDITORS	: M/s. Sanjay Rawal & Co. Chartered Accountants A-146, G.F. Dayanand Colony, Lajpat Nagar -IV, New Delhi-110024
INTERNAL AUDITOR	: M/s Amit Batla & Associates : RZ 63A/9, Tughlakabad Extn, New Delhi.
SECRETARIAL AUDITOR	: Mr. Parveen Rastogi Flat No. 3, Sood Building, Teil Mil Marg, Ram Nagar, Paharganj, New Delhi-55
REGISTERED OFFICE	: 2776, Pyarelal Motor Market, Kashmere Gate Delhi-110006
CORPORATE OFFICE	:16, Industrial Area, NIIT, Faridabad - 121001(Haryana)
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
REGISTRAR & SHARE TRANSFER AGENT	: Link Intime India Pvt.Ltd., 44, Community Centre, 2nd floor, Naraina Industrial Area, Phase-I, New Delhi.
CORPORATE IDENTIFICATION NUMBER	: L34300DL1975PLC007994.

FORM A

Format of covering letter of the annual audit report to be filled with the Stock Exchanges

1. Name of the company	AUTO PINS(INDIA)LIMITED
2. Annual financial statements for the year ended	30 th June, 2014
3. Type of observation	Matter of Emphasis No provision has been made for leave salary and gratuity of employee (amount unascertained) and the shall be accounted for on cash basis
4. Frequency of observation	Not applicable
5. To be signed by :-	
• CEO/Managing Director	
• CFO	
• Auditor of the Company	
• Audit Committee Chairman	

NOTICE

Notice is hereby given that the Thirty Ninth Annual General Meeting of **AUTO PINS (INDIA) LIMITED**, will be held on Wednesday, the 31st day of December, 2014 at 11:00 A.M. at its Registered Office at 2776, Pyarelal Motor Market, Kashmere Gate, Delhi - 110006 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Balance Sheet as at 30th June, 2014, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajbir Singh (DIN: 00176574) who retires by rotation and being eligible offers himself for re-election.
3. To re-appoint M/s Sanjay Rawal & Co, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

4. **Appointment of Mr. Nand Kishore Sharma (DIN 02207148) as an Independent Director.**

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

“RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Nand Kishore Sharma (DIN 02207148), a non executive independent Director of the Company whose term of office was liable to be determined by retirement of director by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from December 31, 2014 for a period of up to five years from the date of appointment.”

“FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be

necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. **Appointment of Mr. KULBIR SINGH (DIN 02712040) as an Independent Director**

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

“**RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Kulbir Singh (holding DIN 02712040), a non executive independent Director of the Company whose term of office was liable to be determined by retirement of director by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from December 31, 2014 for a period of up to five years from the date of appointment.”

“**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

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

Place: Delhi
Dated: 02-12- 2014

Sd/-
RAJBIR SINGH
(MANAGING DIRECTOR)
DIN: 00176574

NOTES

1. Every Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself/herself and such proxy need not be a Member of the Company.
2. Proxies 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 time for holding the Annual General Meeting.
3. The relevant Explanatory Statement and reasons in respect of proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013, are annexed hereto.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members desirous of obtaining any information as regard to accounts of the Company are requested to write to the Company at least one week before the meeting, so that the information required will be made available at the Annual General Meeting.
6. Documents referred to in the accompanying Notice and the Explanatory statement are open for inspection at the registered Office of the Company during normal business hours (09:00 a.m. to 5:30 p.m.) on all working days except Sundays (including Public holidays) up to the date of the declaration of the result of the 39th Annual General Meeting of the Company.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 29th December 2014 to Wednesday, 31st December 2014 (both days inclusive) for the purpose of annual closing and AGM. The cut off date for the purpose of AGM is 29th November 2014.
8. For shares held in physical form, any change in address may be intimated immediately to the Company' Compliance Officer by quoting the Folio number(s). However, for shares held in demat form, change in address, nomination, power of attorney etc. may be intimated directly to the member's DP.
9. Physical copies of the Notice and Annual Report for 2014 are being sent to all the members in the permitted mode alongwith Attendance Slip and proxy form interalia indicating the process of E-Voting. Electronic copy of the Notice and Annual Report for 2014 is also being sent to all the members who's Email Ids are registered with the Company/Depository Participants (DP) for communication purposes. Members who have not registered their e-mail 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.
10. Members/Proxies are requested to bring the attendance slip duly filed in.
11. As a measure of austerity, copies of Annual Report will not be distributed at Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
12. Pursuant to the requirements of Corporate Governance under clause 49 of the

Listing Agreement(s) entered into with stock exchange (s), the brief particulars of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board/Committees, shareholding and relationship between directors inter-se, are provided in the Director's Report forming part of the Annual Report. Their details are also provided in the explanatory statement to the notice annexed herewith is furnished in the statement of Corporate Governance and is a part of this Annual Report.

13. Members may also note that the notice of the Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website <http://www.autopinsindia.com> for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communications, the shareholders may also send requests to the company's designated email id: autopins@vsnl.com
14. In compliance with Section 108 of the Companies Act, 2013 and relevant rules thereunder, the Company is also required to conduct the voting process electronically. The business to be transacted at the AGM may be transacted through electronic voting.

Process of e –VOTING

The Company has signed an agreement with Central Depository Services [India] Limited [CDSL] for facilitating e-voting to enable the shareholders to cast their vote electronically.

I. In case of members receiving e-mail:

- a) Log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders" tab to cast your votes.
- c) Now, select the Electronic Voting Sequence Number ("EVSN") along with "Brand Realty Services Limited" from the drop down menu and click on "SUBMIT".
- d) If you are holding shares in Demat form and had logged on to www.evotingindia.com and have casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- e) Now, fill up the following details in the appropriate boxes:

User ID	For shareholders holding shares in Demat form:- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b)For CDSL: 16 digits beneficiary ID.c)For shareholders holding shares in Physical Form: Folio Number registered with the Company.
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PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders holding shares in demat mode as well as shareholders holding shares in physical mode)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default character: <AUTO _____>. After entering these details appropriately, click on “SUBMIT” tab

#Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the No. Of shares held by you as on (relevant date) in the Dividend Bank details field.

f) After entering these details appropriately, click on “SUBMIT” tab.

g) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

h) Click on the relevant EVSN on which you choose to vote.

i) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

j) Click on the “Resolutions File Link” if you wish to view all the Resolutions.

k) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

l) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

In case of members receiving the physical copy of Notice of Annual General meeting [for members whose e-mail IDs are not registered with the Company/Depository participant(s) or requesting physical copy]:

m) Please follow all steps from Sr. No. (a) to Sr. No. (l) above, to cast vote.

n) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

o) E-voting period begins on **28.12.2014** and ends on **29.12.2014**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

p) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com.in under help section or write an email to helpdesk.evoting@cdslindia.com.

q) Voting can be exercised only by the shareholders or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person.

r) A member need not use all his/her votes.

s) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 29th November, 2014.

t) Mr. Parveen Rastogi, proprietor of M/s Parveen Rastogi & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

u) The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witnesses not in the employment of the company and make a Scrutinizer’s Report of the votes in favour or against, if any, forthwith to the Chairperson of the Company.

v) The results declared alongwith the Scrutinizer’s report shall be placed on Company’s website i.e. <http://www.autopinsindia.com> and on the website of CDSL within Two(2)

days of passing of the resolutions at the 39th Annual General Meeting of the Company on 31st December, 2014 and also communicated to the Bombay Stock Exchange.

By Order of the Board
For AUTO PINS (INDIA)LIMITED,

Place : Delhi
Dated: 02-12-2014

Sd/-
Rajbir Singh
(Managing Director)

DIN: 00176574

EXPLANATORY STATEMENT
(Pursuant to Section 102(1)(2)(a) of the Companies Act, 2013)

Item No. 4 & 5

Details of Directors seeking appointment in the Annual General Meeting (Pursuant to Clause 49 (IV) (G)(i) of the Listing Agreement) Mr. Nand Kishore Sharma and Mr. Kulbir Singh are the present independent directors of the Company liable to retire by rotation. Under the Companies Act, 2013, it is required that independent directors shall not be liable to retire by rotation and be appointed for a fixed term. As per Section 149 of the Companies Act, 2013, an independent director should be appointed in by the members in shareholders meeting.

Section 149(4) of the Companies Act, 2013 states that every listed public company shall have at least one-third of the total number of directors as Independent Directors. Section 149(5) also provides that every company existing on or before the date of commencement of this Act shall, within one year from such commencement or from the date of notification of the rules in this regard as may be applicable; comply with the requirements of the provisions of sub-section (4). Section 149 (10) of the Companies Act, 2013, inter alia, provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company. It is further clarified in the proviso to subsections (10) and (11) of Section 149 of the Act that, any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under those sub-sections (10) and (11).

Your Board is of the opinion that all of the above mentioned 2 Directors fulfill the conditions specified in the Companies Act for appointment as Independent Directors of the Company and they have also given their consent for being appointed as an independent director. Details in respect of all two Directors, who are proposed to be appointed as Independent Directors, are furnished in the below table of this explanation. Your Board considers that their continued association with the Company would be of immense benefit to the Company. In view thereof, your Board has recommended them to be appointed as Independent Directors as per the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Company has received notices in writing from members' alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Nand Kishore Sharma and Mr. Kulbir Singh as Directors of the Company.

Accordingly, your Board has recommended for approval of the shareholders, under Agenda item nos. 4 & 5 of the accompanying notice, the appointment of the aforementioned Directors as Independent Directors pursuant to Section 149 of the Companies Act, 2013 read with Rules made thereunder, with their respective term of office to be for a period of upto five years with effect from the date of this annual general meeting.

Concerned Directors are interested in their respective resolutions being related to their own appointments. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions as set out in item Nos. 4 & 5 of the accompanying Notice. None of the aforesaid Directors are related inter se to each other. The profile of each of the aforesaid directors is given below. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement

Name of Director	Mr. Kulbir Singh	Mr. Nand Kishore Sharma
Date of Birth	01/04/1968	02/06/1980
Date of Appointment	30/06/2006	01/06/2013
Expertise in Specific Functional area	Marketing, purchasing, Financial Management.	Law
Qualification	Graduate from MD University , Rohtak	Law Graduate
Board Membership of other Public Limited companies as on June 30th, 2014	Nil	Nil
Directorship in Unlisted Indian Companies/Foreign Companies & listed Foreign	NIL	Pingstripe India Solutions Pvt Ltd.
Chairman/ Member of the Committee of the Board of Directors Company as on June 30, 2014	Audit Committee (Chairman) Shareholder/ Investor Grievance and Share Transfer Committee (Chairman)	Audit Committee (Member) Shareholder/ Investor Grievance and Share Transfer Committee (Member)
Chairman/ Member of the Committee of the Board of Directors of the any other Company than Brand Realty Services Limited as on June 30, 2014	Nil	Nil
Number of Shares held in the Company as on June 30, 2014	Nil	Nil

Place : Delhi
Dated: 02-12-2014

By Order of the Board
For Auto Pins (India) Limited,

Sd/-
Rajbir Singh
(Managing Director)
DIN: 00176574

DIRECTORS REPORT

TO THE MEMBERS OF AUTO PINS (INDIA) LIMITED

Your Directors are happy to present the Annual Report of the Company together with the Audited Accounts for the year ended June 30th 2014.

FINANCIAL RESULTS:

	Current year ended 30.06.2014	Previous year ended 30.06.2013
Income/(Loss) from Operation	213282507	168965075
Expenditure	150114517	166701620
Gross Profit/(Loss) before Tax	63167990	2263455
Less/ Add:-Income Tax paid/W.Back	-	-
Profit/ Loss after Tax	63167990	2263455

PERFORMANCE:

During the current financial year, the turnover of the company is Rs. 140200720 as compared to Rs. 154202520 in the previous financial year. Moreover, our Company has made profit of Rs. 63167990 as compared to Rs. 2263455 during last year. This is mainly due to better utilization of capital expenditure and other cost saving measures taken by the company. The Company is hopeful of maintaining and improving its position in the future.

DIVIDEND:

In order to conserve resources for expanding the business, your Directors have opined not to recommend any dividend for the year 2013-2014.

MATERIAL CHANGE:

There was no material change affecting the financial position of the Company between the date of balance Sheet and the date of this Report.

TRANSFER OF SHARES:

During the year under review there was transfer of 1800 shares on 24th Day of November 2014.

MANAGEMENT DISCUSSIONS AND ANALYSIS:

As per clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis report is appended herein.

CORPORATE GOVERNANCE:

A Report on Corporate Governance as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, forms part of the Annual Report. A certificate from M/s Parveen Rastogi & Co., Company Secretaries confirming compliance with the conditions of Corporate governance as stipulated under the aforesaid Clause 49, also forms part of the Annual Report.

PARTICULARS OF EMPLOYEES:

There is no information required to be given as per section 217(2A) Companies Act, 1956 read with the Companies (particulars of Employees) rules, 1975 for the year under review as none of the employees falls in this category.

COMPOSITION OF THE BOARD:

A brief resume of all the Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships, memberships/ chairmanships of Board Committees and their shareholding in the Company are provided below:

SUBHASH JAIN : Mr. Subhash Jain, Executive Director aged about 60 years graduated from Delhi University in 1976 and experience in Marketing over 40 years. He has more than two decades of experience in the marketing. He has expert knowledge in the products manufactured by Auto Pins (India) Ltd. and Sirocco Pressings Pvt. Ltd. and its utilization in market. Currently he is holding distributorship of the company in Delhi and surrounding area of Sirocco Pressings Pvt. Ltd.

RAJBIR SINGH: Mr. Rajbir Singh has joined the company as an Executive Director on 10th August, 1988, and started looking after the day to day functioning of the Company under the superintendence, direction, and control of the Board of Directors. Mr. Singh gained experience as head of the enterprises more particularly in the areas of production, marketing, purchases, export, automation and MIS, After being Executive Director for nearly 6 years he was elevated to the position of Managing Director of the Company on 8th June 1994. Mr. Rajbir Singh took over the management and control of the day to day affairs of the company in 1988 at the age of 25 Years.

In accordance with the requirements of the Companies Act, 2013 and the Company's Articles of Association, he is liable to retire by rotation in this AGM and being eligible, offered himself for reappointment. Directors solicit their approval for his reappointment as a director of the Company.

NAND KISHORE SHARMA: Mr. Nand Kishore Sharma , Non- Executive & Independent Director is 34 years of age and a Law graduate. He is in service since last 10 years and now has been practicing as an advocate.

KULBIR SINGH: Mr. Kulbir Singh, Non- Executive & Independent Director graduated from MD University, Rohtak, Haryana in 1988 and experience in accounting over 26 years. He was appointed as with effect from June, 2006. He holds expertise in marketing, purchasing, administration and financial management. He has been closely involved with the company growth of Sirocco Pressings Pvt. Ltd. Presently he is a member of Board of Director of Auto Pins (India) Ltd.

OTHERS: During the year under review, due to some preoccupations, Ms. Dolly Munjal , Company Secretary resigned from the company on 01.06.2014.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Sec.217 (2AA) of the Company's Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) In the preparation of the accounts, the applicable accounting standards have been followed;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 30th June 2014, and of the profit of the Company for that year;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) That the Directors have prepared the Annual Accounts on a "going concern" basis.

PUBLIC DEPOSITS

During the year under review your company has not invited any deposits from the Public U/s 58 A Act of the Companies Act, 1956 read with Companies (Acceptance of deposits) Rules, 1975.

LISTING OF SECURITIES

The company's shares are listed at The Bombay Stock Exchange, Mumbai.

The company had applied for in-principle approval for revocation of suspension of trading in shares of the company 13th Jan, 2014 and got in-principle approval letter vide DCS/COMP/OT/SB/44/2014-15 Dated 19th June, 2014 from the Stock Exchange. We have filed related documents to the stock exchange.

LOCK IN PERIOD OF SHARES:

During the year under review 51,26,600 equity shares were in lock-in period upto 22nd June, 2014 as per the requirements of the BIFR.

As per the requirement of Stock Exchange, the entire promoter holding i.e. 39,96,338 shares as on 13th January, 2014 and any increase in shareholding thereafter upto the date of revocation should be under lock-in for a period of three months from the date of commencement of trading or post revocation suspension.

Therefore the company has applied for NSDL/ CDSL/ RTA Certificate for lock-in of above said shares upto the date of 31.05.2015.

AUDIT COMMITTEE

The present Audit committee of the company comprised of 3 directors i.e. Mr. Kulbir Singh, Mr. Subhash Jain and Mr. Nand Kishore Sharma. The members of the audit Committee have the required financial background. Mr. Kulbir Singh is chairman of the committee.

AUDITORS

The auditors of the company M/s Sarjay Rawal & Co., Chartered Accountants retire at this meeting and are eligible for re-appointment, which if made will be in accordance with section 139(5) of the Companies Act, 2013 and rules made thereunder.

AUDITORS' REPORT & NOTES ON ACCOUNTS

The observation made by the Auditors is self-explanatory and have also been further simplified in the Notes to Accounts.

INTERNAL AUDITOR

The internal auditor of the company is M/s Amit Batla & Associates carried out the roles and responsibilities during the current financial year which are as follows:

- evaluated and provided reasonable assurance that risk management, control, and governance systems are functioning as intended and will enable the organisation's objectives and goals to be met.
- reported risk management issues and internal controls deficiencies identified directly to the audit committee and provided recommendations for improving the organisation's operations, in terms of both efficient and effective performance.
- evaluated information security and associated risk exposures.
- evaluated regulatory compliance program with consultation from legal counsel.

SECRETARIAL AUDITOR

M/s Parveen Rastogi & Co., Practicing Company Secretary, was appointed as Secretarial Auditor of the Company for the financial year 2014-2015.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Information under section 217(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given below

- a) Energy Conservation Measures taken: Not Applicable as Company is in the business of providing real estate services which are more dependent on Human skill than power consumption.
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: Nil
- c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: Not Applicable

FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of the earnings and outgo in Foreign Exchange during the year under review are provided in the notes to the financial statements as at 30 June, 2014. The members are requested to refer to the said for details in this regard.

ACKNOWLEDGEMENT

Your Directors commend the continuing commitment and dedication of employees at all levels. The Directors would also like to thank all other stakeholder, including bankers and other business associates, who have provided sustained support and encouragement. This has understandably; been critical for all the Company's success. The Directors look forward to their continued support in the years to come,

**By Order of the Board
For Auto Pins (India) Limited,**

Place : Delhi
Dated: 02-12-2014

Sd/-
Rajbir Singh
(Managing Director)
DIN: 00176574

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

A. ECONOMY OVERVIEW

(i) GLOBAL ECONOMY

The Global Economy began its modest recovery in the financial year 2013-14 with improved demand from the Organization for Economic Co-operation and Development (OECD) economies in the second half of 2013. While the trend is expected to accelerate in the current year, the positive outlook is subdued by the potential consequences of 'tapering' of some of the US Federal Reserve's Quantitative Easing (QE) policies which were undertaken in the aftermath of global financial crises. Emerging markets like India faced multiple challenges: capital outflows, intense exchange rate pressures and volatile current account movement. A combination of persistent inflation, fiscal imbalances, external sector vulnerabilities and low investments resulted in sluggish domestic demand growth. Fiscal and monetary initiatives taken by the Indian government and the Reserve Bank of India (RBI) helped stabilize financial market conditions, but the domestic macro-economic environment still remains challenging. Depressed economic sentiments couple with high price levels and poor income growth continued to affect the Industry.

(ii) INDIAN ECONOMY

In 2013, like most emerging market economies, India faced capital outflows and exchange rate pressures. Stabilizing economy by restoring exchange rate stability became a prime task.

The Indian Economy is witnessing a favorable climate due to the phenomenal outcome of the Lok Sabha elections. As the market is breaking new skies because of the expected streamlined policies of the new government, it will not be unjustifiable to imagine a bull phase in the overall economic scenario of the Country.

The India's Bankers Bank (RBI) increased the interest rate in order to target persisting high inflation. The shift in focus from Wholesale Price Index (WPI) inflation to Consumer Price Index (CPI) inflation also kept interest rate window on the higher side.

The NDA- BJP Government has presented its First Budget on 10th July 2014. The Finance Minister has endeavored to push for an inclusive agenda that focuses on macro-economic stabilization, lower in action level of external sector balance and fiscal prudence. The Finance Minister has also spelt out major reforms in tax administration that will give greater clarity and an assurance of a stable policy to foreign and domestic investors. The plan to reduce the fiscal deficit gradually to 3% is good for economic health. The focus on increasing manufacturing activity, agri growth and investment-led growth which augurs well for sustained economic recovery.

B. INDUSTRY STRUCTURE & DEVELOPMENT

Your company is engaged in the business of Auto Components in various parts of the Country. Changing economic and business conditions, evolving consumer preferences, rapid technological innovation and adoption and globalisation are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate.

The automotive industry in India is one of the largest automotive markets in the world. It had previously been one of the fastest growing markets globally, but is currently experiencing flat or negative growth rates. According to the Society of Indian Automobile Manufacturers (SIAM), annual vehicle sales are projected to increase to 4 million by 2015.

C. WORKING CAPITAL MANAGEMENT

Your Company practices prudent working capital management, methodologies and adequate planning for managing its day-to-day requirements of working capital funds. The Company focuses on timely receivables, realizations, and low inventory level considering JIT supply to customers which helps in reducing the working capital requirement. The funds are borrowed from Banks to bridge the working capital gap on weekly basis to avoid fixed liability of interest.

D. INTERNAL CONTROL SYSTEM

The company has adequate internal control systems commensurate with its size and operations, although not documented. These business procedures ensure optimum use and protection of Company's resources and compliances with policies, procedures and statutes. The internal control systems provide for well defined policies, guidelines, authorisations and approval procedures. The company regularly gets its accounts audited from the internal auditor. The Audit Committee reviews adequacy and effectiveness of Company's internal control environment and monitors implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

E. HUMAN RESOURCE MANAGEMENT

The Company believes that its employees are the most valuable assets. It encourages passion, commitment, innovation and meritocracy, and this has enabled the company to sustain its leadership position. The Company is focused not only in attracting but also in retaining talented individuals across Company's business units. It does this by ensuring that the employees' professional growth is consistent with their aspirations, and also within the framework of the corporate goals.

During the period under review, the Company maintained cordial relationship with all its employees. The Directors would like to acknowledge and appreciate the contribution of all employees towards the performance of the Company.

F. THREATS AND CHALLENGES

India being one of the most important engine driving world economies, the automotive industry has been subject to globalization in the Western world for a long time now. Need for high resource commitments, nature of the industry (scale sensitivity), the current stage in the industry's lifecycle, increasing competition and declining unit product margins have forced automobile manufacturers to merge, form alliances, or co-operate in the fields of R&D, marketing and distribution.

Automobile industry is very specific industry, thus it has higher level of entry barriers. For an example factory facilities, machinery, labor, technology are heavily involved. So following factors are considered to be the prime barriers for to the industry.

(i) INVESTMENT SLOWDOWN

The Indian Auto component industry is currently feeling a bit hobbled due to several factors. The industry talks of six M's that determine investments in the auto component sector. These are men (labour), money (capital), material (inputs), matter (energy), mandarin (policies) and market (domestic and global). The recent increase in the interest rates has skewed the picture against the industry as an investment destination when it comes to another critical M-Money (capital).

(ii) LOW LABOUR PRODUCTIVITY

The advantage of low cost labour is negated due to lower productivity level of the work force. The labour productivity in the sector is very much severe as compared to the other Industries. Also, the emergence of the new phenomenon i.e., Labour unrest had hit the industry hard which affects the overall productivity.

(iii) GOVERNMENT POLICIES

The dilapidated infrastructure environment threatens the Indian Auto Component Industry. The industry may be full of potential but prospects are still challenging as the policies of the government needs to be streamlined. The government's approach to build new domestic and exports infrastructure and to invest more in research and development is not coping up with the need of the hour.

G. FUTURE OUTLOOK

The prospects of the auto component industry are closely linked to the economic growth. As the competition intensifies, the Company has been continuously working on improving its operating efficiency, quality, diversifying its product range and adding optimal capacity as required. The Company will safeguard its culture of continuous improvements, teamwork, discipline and stakeholder sensitivity.

H. CAUTIONARY STATEMENT

The statement forming part of the Directors' Report and "Management Discussion and Analysis" describing the Company's objectives, estimates, expectations, or projections may be "Forward Looking" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations, include Government regulations, patent laws, tax regime, economic developments within India and countries in which the Company conducts business, litigation and other allied factors.

For and on behalf of the Board of Directors

**Place: Delhi
Delhi: 02-12-2014**

**Sd/-
RAJBIR SINGH
(Managing Director)
DIN: 00176574**

CORPORATE GOVERNANCE REPORT

AUTO PINS (INDIA) Limited corporate governance policies recognize the importance of transparency to all its constituents, including employees, customers, investors and the regulatory authorities and of demonstrating that the shareholders are the ultimate beneficiaries of the Company's economic activities.

AUTO PINS corporate governance philosophy encompasses not only regulatory and legal requirements, including the SEBI Regulations in respect of corporate governance, but also other practices aimed at a business ethics, effective supervision and enhancement of value for all shareholders. Its role, function, responsibility and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the function of the board includes approving a business plan, reviewing and approving annual budgets and borrowing limits, fixing exposure limits and ensuring that our shareholders are kept informed about our plans, strategies and performance. To enable the Board of Directors to discharge these responsibilities effectively, the management provides detailed reports on performance to the board on a quarterly basis.

The Board of Directors also functions through various committees such as the Audit Committee, and the Shareholder's/ Investors Grievances Committee. These committees meet on a regular basis. Your Company understands that the customer is the purpose of our business and every customer is an important stakeholder of your Company, performing ethically and efficiently to generate long term value and wealth for all its stakeholders. The report on Corporate Governance, as per the applicable provisions of Clause 49 of the Listing Agreement is as under:

COMPANY'S PHILOSOPHY

Corporate Governance refers to a set of policies, principles, laws, rules, regulations and procedures that enable the Company to attract best financial and human resources and to perform efficiently to create and maximize the wealth of the stakeholders. Your company is committed to uphold these concepts and practices.

The company further believes that the good and effective Corporate Governance lies in managing the business in a transparent manner, sharing the information with the shareholders and keeping overheads restricted.

The Company is fully compliant with all the requirements of the listing agreement of the stock exchanges. The details of the Compliance are as follows:

BOARD OF DIRECTORS

The Board of Directors includes the Non-Executive and Independent Directors with a half of Independent Directors so as to ensure proper governance and management.

The corporate governance principles of the company ensures that the board remains informed, independent and involved in the Company and that there are ongoing efforts towards better corporate governance. The board has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes.

The basis responsibility of the board is to provide effective governance over the Company's affairs exercising its reasonable business judgements on behalf of the Company.

The board of the company was duly constituted and consisted of 4 directors as on 30th June, 2014 namely Mr. Rajbir Singh (Managing & Executive Director), Mr. Subhash Jain (Executive Director) Mr. Nand Kishore Sharma (Non-Executive and Independent Director) and Mr. Kulbir Singh (Non-Executive and Independent Director). There are no nominees or Institutional Directors in the Company. To be in line with company's philosophy on Corporate Governance, all statutory subjects are placed before the Board to discharge its responsibilities as trustees of the Shareholders.

None of Directors has pecuniary or business relationship with the Company except as mentioned elsewhere in the Annual Report. No director of the company is either member in more than ten committees and/or Chairman of more of more than five committees across all companies in which he is Director.

None of the Directors hold directorship in more than fifteen public limited companies, as on June 30, 2014 nor is any of them a member of more than ten committees or Chairman of more than five committees across all public limited companies in which they are Directors.

RESPONSIBILITIES

Directors

The board of directors are jointly responsible for the overall management of the Company, Board issues instructions to the employees and senior executive of the Company for any work. All the directors have access to the all the information's of the company. Newly elected director is also informed about the Company by the Board of Directors.

Independent Directors

The Independent Directors play a vital role in vetting issues and decisions at the Audit Committee/Board Meeting and bring to the company their wide experience in the field of Corporate Management, Accounts, Finance, Taxation, Audit, Legal and Information Management. All the two Independent Directors are non-executive have free and Independent access to all the information of the Company.

Code of Conduct

The Company has adopted as Code of Conduct for Board of Directors and Senior Management and Employees of the Company (the code). The code has been communicated to the Directors and the members of Senior Management. All Board members and senior management have confirmed compliance with the Code for the year ended 30th June, 2014. The Annual Report contains a declaration to this effect signed by the Managing Director.

BOARD MEETINGS

The company holds at least four Board meetings in a year, one in each quarter inter-alia to review the financial results of the Company. The gap between the two Board Meetings does not exceed four calendar months. Apart from the four scheduled Board Meetings, additional Board

Meetings are also convened to address the specific requirements of the company. The important decisions taken at the Board/Committee meetings are promptly communicated to the concerned departments.

The following information is given to the board either as a part of the agenda of the meeting or by way of presentation during the meeting:

- Annual operating plans, budgets and performances.
- Quarterly, half-yearly and annual results of your Company.
- Minutes of the meeting of Audit Committee and other committees of the Board of Directors.
- Information on appointment of the key managerial personnel below the Board level.
- Significant regulatory matters.
- Detailed risk analyses.
- Details of potential acquisition and disinvestments and
- Any other significant matters.

The Board performs following functions in addition to overseeing the overall business and management:

- Review, monitor and approve major financial and business strategies and corporate action.
- Assess critical risks faced by company-Review options
- Ensures that the process are in place for maintaining the integrity of the Company.
- The financial statements
- Compliance with law.
- Relationship with customers and shareholders
- Delegation of appropriate authority to the Senior Executives of the Company for effective management of operations.

During the year there were in total Four Board Meetings were held i.e. on 31.07.2013, 31.10.2013, 31.1.2014 and 30.04.2014. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the board was made available to them along with detailed Agenda notes.

Name of Director	Category	No. Of meetings attended	Attendance at last AGM
Mr. Rajbir Singh	Whole time Executive Director	4	Yes
Mr. Subhash Jain	Executive Director	4	Yes
Mr. Kulbir Singh	Non- Executive & Independent Director	4	Yes
Mr. Nand Kishore Sharma	Non - Executive & Independent Director	2	Yes

Notes :

a) No director is related to any other Director on the Board.

In terms of General Circular No. 28/2011 dated 20.05.2011 issued by the Ministry of Corporate Affairs, Government of India, every director of the company has personally attended at least one Board/Committee of Directors' Meeting in the financial year 2013-2014.

Certificates have also been obtained from the Independent Directors confirming their positions as Independent Director as the Board of the Company in accordance with Section 149 of the Companies Act, 2013, read with Clause 49 of the Listing Agreement.

Number of board of directors or board committees other than Auto Pins India Limited in which the Director is a Chairman/Member (excluding private companies, foreign companies and companies registered under Section 25 of the Companies Act, 1956/Section 8 of the Companies Act, 2013) is as follows:

Name of Director	No. of Directorship	No. of Audit Committees and Shareholder's/ Investors Grievance Committees* in which Chairman/Member	
		Chairman	Member
Mr. Rajbir Singh	NIL	NIL	NIL
Mr. Subhash Jain	NIL	NIL	NIL
Mr. Kulbir Singh	NIL	NIL	NIL
Mr. Nand Kishore Sharma	NIL	NIL	NIL

*As per sub-clause (I)(C) of Clause 49 of the Listing Agreement.

COMPLIANCE OFFICER:

Mr. Rajbir Singh, Managing Director of the Company, is the Compliance Officer for complying with the requirements of the Securities Laws and the Listing Agreements with the Stock Exchange.

COMMITTEES OF BOARD

Under the aegis of the Board of Directors, several committees have been constituted which have been delegated powers for different functional areas. There are three Committees namely:

- 1) The Audit Committee
- 2) The Stakeholders Relationship Committee
- 3) Nomination Committee and Remuneration Committee.

AUDIT COMMITTEE

Pursuant to the provisions of section 292(A) of the Companies Act, 1956 and clause 49 of the Listing Agreement, during the year an Audit Committee was duly re-constituted of Mr. Subhash Jain, Mr. Kulbir Singh (Independent Director) and Mr. Nand Kishore Sharma (Independent Director). During the year Mr. Kulbir Singh, with extensive financial and accounting knowledge, was Chairman of the Audit Committee.

The Audit Committee reviews the reports of the Internal Financial, periodically meets the Statutory Auditors of the Company and discusses their findings, observations, suggestions, scope of audit etc. And also reviews internal control systems and accounting policies followed by the Company. The Committee also reviews the financial statements with the management, before their submission to the Board.

During the year there were in total 4 (four) Audit Committee Meetings. The said meetings were attended by all the Committee members. Meeting of the Audit Committee held on 31.07.2013, 31.10.2013, 31.1.2014 and 30.04.2014.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The terms of reference of the Shareholders'/Investors' Grievances and Share Transfer Committee has been revised and the existing Committee is renamed as "Stakeholders Relationship Committee" in the Board Meeting held on 30.04.2014 in order to align with Companies Act, 2013 and revised Clause 49 of Listing Agreement as amended from time to time.

The terms of reference of the Shareholders'/Investors' Grievances and Share Transfer Committee inter alia includes carrying out such functions for redressal of the shareholders' and investors' complaints, including but not limited to, transfer of shares, non receipt of annual report, non-receipt of dividend and any other grievance that a shareholder or investor of the Company may have against the Company. The Committee also oversees and approves Transfer/Transmission/ Dematerialisation of shares, issue of Duplicate/Consolidated/Split Share Certificate(s) etc.

The Company has appointed LINK INTIME INDIA PVT.LTD as its Registrar and Share Transfer Agent (RTA). The Shareholders'/Investors' Grievances and Share Transfer Committee recommends measures for overall improvement in the quality of investor services. There were 04 meetings of this committee held during the year.

The Committee consists of the following Directors

1. Mr. Kulbir Singh - Chairman
2. Mr. Subhash Jain - Member
3. Mr. Nand Kishore Sharma - Member

During the year under review company had not received any complaints from the shareholders during the financial year 2013-14.

NOMINATION AND REMUNERATION COMMITTEE

In the light of the provisions of Companies Act, 2013, Nomination and Remuneration Committee has been re-constituted by the Board of Directors. The Nomination and Remuneration Committee consists of three directors Mr. Kulbir Singh, Chairman of the meeting, Mr. Nand Kishore Sharma and Mr. Subhash Jain. The members of Nomination and Remuneration Committee met once during the year.

REMUNERATION POLICY, DETAILS OF REMUNERATION AND OTHER TERMS OF APPOINTMENT OF DIRECTORS

Name of Director	Salary	Perquisites and allowances	Retiral Benefits	Contribution to P.F.	Total
Mr. Rajbir Singh	Rs.15,00,000 p.m.	NIL	NIL	9360	15,09,360

Rajbir Singh, Managing Director's compensation has been set at Rs. 15,09,360 (p.a.) that he is eligible as per the shareholders' approval, reflecting his desire to continue to set a personal example for moderation in managerial compensation levels.

The performance criteria for the Executive Directors who are entitled for Performance Linked Incentive (PLI) is determined by the Remuneration Committee. The tenure of office of the aforesaid Whole-time Directors is for a period of 5 years from their respective dates of appointments and can be terminated by either party by giving three months' notice in writing. There is no separate provision for payment of severance fees.

Terms of Reference

The committee discharges the role assigned to it under Part-II, Section-II of Schedule XIII of the companies Act, 1956. It formulates and approves, in accordance with the parameters set out in the said Schedule, a minimum remuneration structure for the whole time Directors in case the Company has nil or inadequate profits during a financial year.

GENERAL BODY MEETINGS

Details of last three Annual General Meetings are given below:

Financial Year	Date	Venue
2010-11	Saturday, 31st December, 2011 at 10 am	2776, Pyarelal Motor Market, Kashmere Gate, Delhi -110006
2011-12	Monday, 31st December, 2012 at 10 am	2776, Pyarelal Motor Market, Kashmere Gate, Delhi -110006
2012-13	Tuesday, 31st December, 2013 at 10 am	2776, Pyarelal Motor Market, Kashmere Gate, Delhi -110006

DISCLOSURES

During the year under review, besides the transactions reported elsewhere in annual report, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

There were no instances of Non-compliance on any matter related to the capital market during the past three years and that no penalties or restrictions were imposed on the Company by any Stock Exchange or SEBI.

The details in respect of the Director proposed to be re-appointed are provided in the Directors' Report. The Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under Clause 49(IV)(F) of the Listing Agreement.

MEANS OF COMMUNICATION

Quarterly/annual audited financial results are regularly submitted to all the Stock Exchanges where the shares of the Company are listed in accordance with the Listing Agreement and published in a prominent English daily newspaper and in a regional language newspaper. The quarterly/annual results are also displayed on the company's website [www.autopins\(india\).com](http://www.autopins(india).com). During the financial year 2013-14, the Company has duly complied with all mandatory requirements of Clause 49 of the Listing Agreement.

GENERAL SHAREHOLDERS INFORMATION

AGM

- (i) Date and Time: 31st December 2014, 11:00 AM
Venue: 2776, Pyarelal Motor Market, Kashmere Gate, Delhi -110006
- (ii) Tentative Financial
The financial year of the Company is from July 1st to June 30th of the following year.
First Quarter Results: September
Second Quarter Results: December
Third Quarter Results: March
Fourth Quarter Results: June
- (iii) Book Closure: 29th December 2014 to 31st December 2014
- (iv) The Board of Directors have not proposed any dividend for the current Financial Year.
- (v) The Company's shares are listed at the Bombay Stock Exchange, Mumbai.
- (vi) Scrip Code: BSE: 531994
- (vii) Company has obtained demat connectivity with both the depositories i.e. NSDL and CDSL and has been allotted ISIN INE706C01028.
- (viii) Distribution of Shareholdings as on 30th June, 2014

SHAREHOLDING (Value)	NO.OF SHAREHOLDERS	%AGE	TOTAL (IN Rs.)	%AGE TOTAL	TO
01-2500	1088	97.842	36584		0.641
2501-5000	8	0.7194	27508		0.482
5001-10000	7	0.6295	48678		0.8529
10001-20000	4	0.3597	53574		0.9387
20001-30000	NIL	0	NIL		0
30001-40000	NIL	0	NIL		0
40001-50000	1	0.0899	41730		0.7312
50001 -100000	1	0.0899	77760		1.3625
100001 & above	3	0.2698	5471228		94.992
TOTAL	1112		5707062		

(ix) Shareholding Pattern as on 30th June, 2014

Sr. No.	Particulars	No. of Holders	Holding/Shares Held	% to Capital
1	Promoters	3	3996338	70.024
2	Financial Institution	2	9690	0.170
3	Bodies Corporate	23	1615112	28.300
4	Individuals and others*	1084	85922	1.506
Totals				

*Includes clearing members (Demat Transit)

(x) Market Price Data during the financial year ended June 30, 2014.

Month	High	Low
July	N/a.	N/a.
August	N/a.	N/a.
September	N/a.	N/a.
October	N/a.	N/a.
November	N/a.	N/a.
December	N/a.	N/a.
Jan	N/a.	N/a.
Feb	N/a.	N/a.
March	N/a.	N/a.
April	N/a.	N/a.
May	N/a.	N/a.
June	N/a.	N/a.

(xi) Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd,
44, Community Center, 2ndFloor,
Naraina Industrial Area, Phase-I,
New Delhi-110028

(xii) Contact information:

Rajbir Singh
Managing Director
9, Southern Avenue, Maharani Bagh,
New Delhi- 110065.

(xiii) Share Transfer System

After considering by the Shareholders'/Investors' Grievance Committee, the Share transfer in Physical form are registered and returned within a period of 15 days from the date of receipt in case the documents are completed in all respects.

(xiv) Mandatory/Non-Mandatory Requirements

During the financial year 2013-14, the Company has duly complied with all mandatory requirements of Clause 49 of the Listing Agreement.

Compliance on the Code of Conduct:

I hereby confirm, that the company has obtained from all the Members of the Board and Senior Management Personnel, affirmation that they have complied with the code of conduct for Directors and Senior Management Personnel in respect of financial year 2013-2014.

FOR AUTO PINS (INDIA) LIMITED

**PLACE: DELHI
DATE : 02.12.2014**

**Sd/-
RAJBIR SINGH
(MANAGING DIRECTOR)
DIN: 00176574**

CERTIFICATION BY MANAGING DIRECTOR OF THE COMPANY

To
The Board of Directors
AUTO PINS (INDIA) LIMITED
New Delhi

Dear Sir,

- (a) I have reviewed financial statements and the cash flow statement for the year ended 30th June 2014 and to the best of our knowledge and belief that:
- (b) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (c) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (d) 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;
- (e) No transactions entered into by the Company during the above said period which are fraudulent, illegal or violation of the company's code of conduct;
- (f) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we 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 propose to take to rectify these deficiencies.
- (g) I have indicated to the auditors and the Audit committee
 - I. Significant changes in internal control over financial reporting during the year;
 - II. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to
 - III. the financial statements; and
 - IV. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

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

Date: 02/12/2014
Place: Delhi

Sd/-
RAJBIR SINGH
(MANAGING DIRECTOR)
DIN: 00176574

CERIFICATE FOR COMPLIANCE OF CORPORATE GOVERNANCE
Auditors' Certificate
(Under Clause 49 of the Listing Agreement)

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 30th, 2014 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 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.

For Parveen Rastogi & Co.
Company Secretaries

Place: New Delhi
Date: 02.12.2014

Sd/-
(PARVEEN RASTOGI)
Proprietor
C. P. No. 2883

 **SANJAY RAWAL & CO.**
CHARTERED ACCOUNTANTS

OFFICE: A-146, G.F. DAYANAND COLONY, LAJPAT NAGAR -IV, NEW DELHI-110024
PHONE: 26421822, 26282518, Email: info@sanjayrawalco.com
Website: www.sanjayrawalco.com

Independent Auditors' Report

To the Members of **AUTO PINS INDIA LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **AUTO PINS INDIA LIMITED**, which comprise the Balance Sheet as at 30th June 2014, and the Statement of Profit and Loss and cash flow statement of the Company for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, and financial performance in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 30th June 2014;
- (ii) In the case of the Statement of Profit and Loss, of the PROFIT for the year ended on that date, and



SANJAY RAWAL & CO.

CHARTERED ACCOUNTANTS

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- (iii) In the case of Cash flow statement, of the cash flows for the year ended on that date.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note No.2.25 of the financial statements relating to non provisions of gratuity and leave liability. The Company has considered non provision of same as the same shall be accounted for on cash basis.

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2003 ('Order'), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, 1956 enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 227(3) of the Act, we report that:
 - (i) we have obtained all the information and explanations which to the best of 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;
 - (iii) the Balance Sheet, and the Statement of Profit and 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, and the Statement of Profit and Loss dealt with by this report comply with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. And
 - (v) On the basis of written representations received from the directors, as at 30th June 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 30th June 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**For Sanjay Rawal & Co.
Chartered Accountants
Firm Regn. No. 012820N**

**Sd/-
(Sanjay Rawal)
Partner
Membership No.088156**

**Place; New Delhi
Dated 02.12.2014**



SANJAY RAWAL & CO.

CHARTERED ACCOUNTANTS

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ANNEXURE TO THE AUDITOR'S REPORT

Referred to in paragraph 1 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 not been physically verified by the Management during the year, and 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.

- (v) 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.

- (vi) (a) According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered in to the register maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, transactions made in pursuance of contracts or

SANJAY RAWAL & CO.

CHARTERED ACCOUNTANTS

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

PHONE: 26421822, 26282518, Email: cpa@sanjayrawalco.com

Website: www.sanjayrawalco.com

arrangements required to be entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rupees five lacs in respect of any party during the year has been made at the prices which are reasonable having regard to prevailing market price.

- (vii) During the year under review, the company has not accepted any deposits from public.
- (viii) In our opinion, the company has an adequate in-house internal Audit system.
- (ix) 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(l) (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.
- (x) (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 30/06/2014 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. 43,170.00 |
- (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 which have not been deposited on account of any dispute.
- (xi) The company has no accumulated losses and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xii) 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
- (xiii) 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.
- (xiv) The provisions of special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Society are not applicable to the company.
- (xv) The nature of company's business/activities during the year does not include dealing in shares, securities, debentures or other investments;

 **SANJAY RAWAL & CO.**
CHARTERED ACCOUNTANTS

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hence the requirement of offering comments on this clause is not applicable.

- (xvi) 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.
- (xvii) According to the information and explanation given to us no term Loan has been taken by the Company during the year.
- (xviii) 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.
- (xix) 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.
- (xx) During the period covered by our audit report, the company has not issued any debentures requiring report under this clause.
- (xxi) 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.
- (xxii) 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. 012820N

Sd/-
(Sanjay Rawal)
Partner
Membership No.088156

Place: New Delhi
Dated: 02.12.2014

AUTO PINS (INDIA) LIMITED
BALANCE SHEET AS AT 30TH JUNE, 2014

Particulars	Note No	As at 30th June, 2014 (Rs.)	As at 30th June, 2013 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(A) Share Capital	2.01	57070620.00	57070620.00
(B) Reserves & Surplus	2.02	268700.00	-62899290.00
		57339320.00	-5828670.00
(2) Non-Current Liabilities			
(A) Long-Term Borrowings	2.03	10153839.00	59774940.00
		10153839.00	59774940.00
(3) Current Liabilities			
(A) Short Term Borrowings	2.04	8431093.00	6720729.00
(B) Trade Payables		8621161.00	14211048.00
(C) Other Current Liabilities	2.05	22001498.00	50517780.00
		39053752.00	71449557.00
		106546911.00	125395827.00
II. Assets			
(1) Non-Current Assets			
(A) Fixed assets			
(i) Tangible assets	2.06	42706378.00	51375307.00
(B) Non Current investments	2.07	274500.00	274500.00
(C) Long Term Loans & Advances	2.08	807845.00	762645.00
		43788523.00	52412452.00
(2) Current Assets			
(A) Inventories	2.09	53076208.00	57992010.00
(B) Trade Receivables	2.10	3073340.00	6999159.00
(C) Cash and Cash equivalents	2.11	3204158.00	4735689.00
(D) Short Term Loans & Advances	2.12	3389135.00	3244232.00
(E) Other Current Assets	2.13	15547.00	12285.00
		62758388.00	72963375.00
		106546911.00	125395827.00

Accounting Policies and Notes to the Accounts

1 - 2.46

0.00

In terms of our report of even date attached

For Sanjay Rawal & Co.
Chartered Accountants
Firm Registration No.012820N

For AUTO PINS (INDIA) LIMITED

Sd/-
(SANJAY RAWAL)
PARTNER
M.No.088156

Sd/-
Rajbir Singh
MANAGING DIRECTOR
DIN 00176574

Sd/-
Subhash Jain
DIRECTOR
DIN 00176483

PLACE: NEW DELHI
DATED: 02.12.2014

Sd/-
SRISHTI GUPTA
COMPANY SECRETARY
M. NO. 24530

AUTO PINS (INDIA) LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 30TH JUNE, 2014

	Particulars	Note No	Figures as at 30th June, 2014 (Rs.)	Figures as at 30th June, 2013 (Rs.)
I	Revenue From Operations	2.14	140200720.00	154802520.00
II	Other Income	2.15	73081787.00	14162555.00
III	Total Revenue (I + II)		213282507.00	168965075.00
IV	Expenses:			
	Cost Of Materials Consumed	2.16	79103231.00	101089148.00
	Changes In Inventories Of Finished Goods, Work-In-Progress / Stores & Spares	2.17	2766719.00	1238865.00
	Employee Benefit Expense	2.18	13269958.00	13348565.00
	Financial Costs	2.19	193487.00	665964.00
	Depreciation & Amortisation Expenses	2.20	10704350.00	10586068.00
	Other Expenses	2.21	44076772.00	39773010.00
	Total Expenses		150114517.00	166701620.00
V	Profit Before Exceptional & Extraordinary Items & Tax (III-IV)		63167990.00	2263455.00
VI	Exceptional Items		0.00	0.00
VII	Profit Before Extraordinary Items & Tax (V - VI)		63167990.00	2263455.00
VIII	Extraordinary Items		0.00	0.00
IX	Profit Before Tax		63167990.00	2263455.00
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)		63167990.00	2263455.00
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)		63167990.00	2263455.00
XVI	Earning Per Equity Share:			
	(1) Basic	2.33	11.07	0.40
	(2) Diluted	2.33	11.07	0.40

Accounting Policies and Notes to the Accounts

1 - 2.46

In terms of our report of even date attached

For Sanjay Rawal & Co.
Chartered Accountants
Firm Registration No.012820N

Sd/-
(SANJAY RAWAL)
PARTNER
M.No.088156

PLACE: NEW DELHI
DATED: 02.12.2014

For AUTO PINS (INDIA) LIMITED

Sd/- Rajbir Singh MANAGING DIRECTOR DIN 00178574	Sd/- Subhesh Jain DIRECTOR DIN 00176493
---	--

Sd/-
SRISHTI GUPTA
COMPANY SECRETARY
M. NO. 24530

AUTO PINS (INDIA) LIMITED

NOTES TO BALANCE SHEET

	Figures as at 30th June, 2014		Figures as at 30th June, 2013	
2.01 SHARE CAPITAL				
Authorised				
65,00,000 (65.00,000) Equity Shares Of Rs. 10/- Each		65000000.00		65000000.00
		65000000.00		65000000.00
Issued Subscribed & Paidup Capital				
57,07,062 (5707062) Equity Shares of Rs.10/- Fully paidup		57070620.00		57070620.00
		57070620.00		57070620.00

Note:

(a) Reconciliation of Share outstanding at the beginning and at the end of year are given below:

	Current Period		Previous Period	
	Number	Rs.	Number	Rs.
Equity Shares outstanding at the beginning of the year	5707062	57070620.00	5707062	57070620.00
Add: Equity Shares issued during the year	0	0.00	0	0.00
Less: Equity Shares bought back/redeemed during the year	0	0.00	0	0.00
Equity Shares outstanding at the end of the year	5707062	57070620.00	5707062	57070620.00

(b) Details of Shareholder holding more than 5% of the company as on reporting date are given below:

Name of Shareholders	As at 30th June 2014		As at 30th June 2013	
	No. of Shares	Percentage	No. of Shares	Percentage
HOLDING COMPANY				
Mystic Woodart Private Limited	3152500	55.24%	3152500	55.24%
OTHERS				
Analysis securities Private Limited	1430010	25.06%	1430010	25.06%
Rajbir Singh	838728	14.70%	838728	14.70%

(c) Equity Shares: The company has one class of equity shares having a par value of Rs.10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

AUTO PINS (INDIA) LIMITED
NOTES FORMING THE PART OF BALANCE SHEET

	Figures as at 30.06.2014 (Rs.)	Figures as at 30.06.2013 (Rs.)
2.02 RESERVE & SURPLUS		
Profit & Loss Account		
Opening Balance	-62899290.00	-65162745.00
Profit After Tax Transferred from Statement of Profit & Loss	63167990.00	2263455.00
Closing Balance	268700.00	-62899290.00
2.03 LONG TERM BORROWINGS		
SECURED		
Loans and Advances from others		
- Analysis Securities Private Limited (Secured against Immovable Property of the Company)	8617778.00	58238879.00
- India Cement and Capital Finance (Secured against Hypothication of specific Immovable/ movable assets and personal guarantee of Managing Director of the Company)	1536061.00	1536061.00
	10153839.00	59774940.00
2.04 SHORT TERM BORROWINGS		
UNSECURED		
Loans and Advances from Related Parties		
- Due to Directors in Current A/c	8431093.00	6429434.00
Overdraft from ICICI Bank	0.00	291295.00
	8431093.00	6720729.00
2.05 OTHER CURRENT LIABILITIES		
Expenses Payable	2043480.00	4855628.00
Statutory Liabilities Payable	516730.00	512706.00
Advance for Supplies/ Capital/ Inventories/dealership	11086289.00	36794446.00
Share Application Money Pending Refund (From Promoters - Interest Free)	8355000.00	8355000.00
	22001498.00	50517780.00
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. 184880 (400 shares @462.20)	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

2.06 Fixed Assets

AUTO PINS (INDIA) LIMITED
DEPRECIATION CHART

PARTICULARS	AS ON 01.07.2013	GROSS BLOCK				DEPRECIATION				NET BLOCK		
		Additions during the Year	SALE/ Transfer	Total Up to 30.06.2014	Up to 30.06.2013	Adjust- ment on Sale/Trf	Rate Of Depreciation	For the Year	Total Up to 30.06.2013	WDV As on 30.06.2014	WDV As on 30.06.2013	
I. TANGIBLE ASSETS												
Land Freehold	228726.00	0.00	0.00	228726.00	0.00	0.00	0.00	0.00	0.00	228726.00	228726.00	
Plant & Machinery	210632454.00	1662960.00	0.00	212515404.00	163664166.00	0.00	4.75	10074234.00	173738403.00	38777001.00	47168286.00	
Building	8418391.00	0.00	0.00	8418391.00	6160242.00	0.00	10.00	225815.00	6386057.00	2032334.00	2258149.00	
Furniture & Fixtures	1320715.00	0.00	0.00	1320715.00	1251913.00	0.00	18.10	12453.00	1264366.00	56349.00	68802.00	
Motor Vehicle	6039590.00	0.00	0.00	6396580.00	5884222.00	0.00	30.00	46607.00	5930829.00	108751.00	155358.00	
Type Writer & Office Equipments	1344567.00	0.00	0.00	1344567.00	1314755.00	0.00	13.91	4147.00	1318902.00	25865.00	29812.00	
Fire Extinguishers	101167.00	0.00	0.00	101167.00	98071.00	0.00	13.91	292.00	99363.00	1804.00	2066.00	
Air Conditioner & Coolers	1120088.00	25840.00	0.00	1145928.00	886493.00	0.00	13.91	39727.00	888220.00	237709.00	251595.00	
Library	81233.00	0.00	0.00	81233.00	76045.00	0.00	13.91	722.00	76767.00	4466.00	5188.00	
Laboratory Equipments	309243.00	0.00	0.00	309243.00	295903.00	0.00	13.91	1856.00	297759.00	11484.00	13340.00	
Electrical Installation	3722069.00	0.00	0.00	3722069.00	3642355.00	0.00	13.91	11088.00	3653443.00	68626.00	79714.00	
Computer	2956574.00	0.00	0.00	2956574.00	2772823.00	0.00	40.00	132885.00	2905708.00	50866.00	183751.00	
Tube Well	36369.00	0.00	0.00	36369.00	38039.00	0.00	10.00	33.00	38072.00	297.00	330.00	
Dies & Tools	9194526.00	326631.00	0.00	9521157.00	8264366.00	0.00	13.91	154491.00	8418857.00	1102300.00	930160.00	
TOTAL TANGIBLE	24570702.00	2035421.00	0.00	247143123.00	194332395.00	0.00	0.00	10704350.00	205036746.00	42706378.00	51375307.00	
II. INTANGIBLE ASSETS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TOTAL INTANGIBLE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TOTAL CURRENT YEAR (I+II)	24570702.00	2035421.00	0.00	247143123.00	194332395.00	0.00	0.00	10704350.00	205036746.00	42706378.00	51375307.00	
TOTAL PREVIOUS YEAR	243540932.00	2166770.00	0.00	24570702.00	183746328.00	0.00	0.00	10566068.00	194332395.00	51375307.00	58794605.00	

AUTO PINS (INDIA) LIMITED
NOTES FORMING THE PART OF BALANCE SHEET

	Figures as at 30.06.2014 (Rs.)	Figures as at 30.06.2013 (Rs.)
2.08 LONG TERM LOAN AND ADVANCES		
UNSECURED -CONSIDERED GOOD		
Security Deposit	807645.00	762645.00
	807645.00	762645.00
2.09 INVENTORIES		
AT COST OR MARKET PRICE WHICH EVER IS LOWER		
Finished Goods - Automotive Parts	10201461.00	12974102.00
Raw material - Iron & Steel	5720987.00	7480242.00
Work in Progress	30576736.00	30570814.00
Packing Material	632786.00	1107942.00
Stores and Spares	5944238.00	5858910.00
	53076268.00	57992010.00
2.10 TRADE RECEIVABLES		
UNSECURED -CONSIDERED GOOD		
More Than Six Month	564396.00	1583243.00
Less Than Six Month	2508944.00	5415916.00
	3073340.00	6999159.00
2.11 CASH AND CASH EQUIVALENT		
Balance with Bank in Current Account	2265872.00	2295066.00
Fixed Deposit (Bank Guarantee/ Margin Money)	382076.00	357675.00
Cash In Hand	558210.00	2082948.00
	3204158.00	4735689.00
2.12 SHORT TERM LOAN AND ADVANCES		
UNSECURED -CONSIDERED GOOD		
Loans and Advances - Advance to Supplier	3349335.00	3210432.00
Earnest Money Deposit	39800.00	33800.00
	3389135.00	3244232.00
2.13 OTHER CURRENT ASSETS		
Tax Deducted at Source	15547.00	12285.00
	15547.00	12285.00

AUTO PINS (INDIA) LIMITED

NOTES FORMING THE PART OF STATEMENT OF PROFIT & LOSS

	Figures as at 30.06.2014 (Rs.)	Figures as at 30.06.2013 (Rs.)
2.14 REVENUE FROM OPERATIONS		
Sales - Automotive Parts	156736580.00	173876089.00
Less: Excise Duty	16535860.00	19073569.00
	140200720.00	154802520.00
2.15 OTHER INCOME		
Interest Received	32578.00	66835.00
Excise Refund	327391.00	0.00
Misc. Receipt	5469.00	0.00
Balance Written Back	72716349.00	14095720.00
	73081787.00	14162556.00
2.16 COST OF MATERIALS CONSUMED		
Opening Stock - Iron & Steel	7480242.00	7707045.00
Add. Purchase - Iron & Steel	77343976.00	100802345.00
Less: Closing Stock - Iron & Steel	5720987.00	7480242.00
	79103231.00	101089148.00
2.17 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS		
Opening Stock of Automotive Parts	43544916.00	44783781.00
Closing Stock of Automotive Parts	40778197.00	43544916.00
	2766719.00	1238866.00
2.18 EMPLOYEES BENEFIT		
Salaries and Amenities to Staff	5110346.00	4585612.00
Director Salary	1500000.00	1500000.00
Wages and Amenities to Worker	5697986.00	6263278.00
Technical Staff Salary	961626.00	999677.00
	13269958.00	13348565.00
2.19 FINANCIAL COST		
Bank Charges	80987.00	96494.00
Finance Charges	112500.00	589470.00
	193487.00	665964.00
2.20 DEPRECIATION & AMORTISATION EXPENSES		
Depreciation Expenses	10704350.00	10586068.00
	10704350.00	10586068.00

2.21 OTHER EXPENSES		
(1) ADMINISTRATION EXPENSES		
Audit fee	30000.00	45000.00
Legal exp. and filing fee	112500.00	359113.00
Machinery repair/maintenance	1397025.00	1745628.00
Miscellaneous Expenses	0.00	1934.00
Balance written off	47687.00	0.00
Postage, Telegram and Telephone	307304.00	395632.00
Printing and Stationery	493049.00	378383.00
Rent, Rates & Taxes	2865810.00	2266170.00
Sales Tax Paid on Assessment	1250.00	33083.00
Travelling, conveyance and vehicle Maint	452477.00	459756.00
	5707102.00	5684697.00
(2) MANUFACTURING EXPENSES		
Consumable stores consumed	5951556.00	4240806.00
Job Work	62814.00	251818.00
Oil & Lubricants consumed	18714281.00	17653452.00
Power and fuel consumed	6442734.00	5648817.00
	31171385.00	27794891.00
(3) SELLING EXPENSES		
Advertisement & Exhibition exps	540455.00	234956.00
Commission on sales	2350.00	243969.00
Packing and forwarding	1689859.00	399492.00
Rebate and Discount (Net)	4965621.00	5415005.00
	7198285.00	6293422.00
TOTAL (1) + (2) + (3)	44076772.00	39773010.00

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

1. Company Information

M/s Auto Pins (India) Limited (The "company") is Limited Company domiciled in India and incorporated on 28th November 1975 vide CIN: L34300DL1975PLC007994. The company is engaged in Manufacturing and Trading of Automobiles Parts.

2. Accounting Policies:-

a) Basis of accounting:

The Financial Statements are prepared under historical cost convention, on accrual basis, in accordance with the generally accepted accounting principles in India and to comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government in exercise of the power conferred under sub-section (1) (a) of Section 642 and the relevant provisions of the Companies Act, 1956 (the "Act").

All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company as per the guidance as set out in the Revised Schedule VI to the Companies Act, 1956.

b) Use of estimates:

The preparation of Financial Statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the Financial Statements and the results of operations during the reporting periods. Although these estimates are based upon management's knowledge of current events and actions, actual results could differ from those estimates and revisions, if any, are recognised in the current and future periods.

c) Fixed assets and depreciation:

Fixed Assets are stated at cost of acquisition plus direct costs which are incidental to acquisition and installation till the assets are ready for put to use, less accumulated depreciation.

- i) 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.
- ii) Depreciation is provided on pro-rata basis.

Intangible assets, if any, are amortised on straight line basis over a period of five years, being their estimated useful life.

d) Investments:

Investments are classified as non-current or current, based on management's intention at the time of purchase. Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments.

Trade investments are the investments made for or to enhance the Company's business interests. Current investments are stated at lower of cost and fair value determined on an individual investment basis. Non-current investments are stated at cost and provision for diminution in their value, other than temporary, is made in the Financial statements.

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) Revenue recognition:

Revenue from Sale of goods, if any, is recognized when the sale has been completed with the passing of title. Turnover represents invoiced amount of goods and services net of discount, Sales Tax and Excise.

Revenue from Sale of Services, if any, is recognized as the service is performed and booked based upon arrangements with the concerned parties

Interest income is recognized on time proportion basis, inclusive of related tax deducted at source.

g) Expenditure:

Expenditure is booked on accrual basis and provision is made for all known losses and liabilities.

h) Borrowing costs:

Borrowing costs that are attributable to the acquisition and/or construction of qualifying assets are recognized as part of the cost of such assets, in accordance with notified Accounting Standard 16 "Borrowing Costs". A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss as incurred.

i) Taxation:

Tax expense for the year comprises current income tax and deferred tax. Current income tax is determined in respect of taxable income with deferred tax being determined as the tax effect of timing differences representing the difference between taxable income and accounting income that originate in one period, and are capable of reversal in one or more subsequent period(s). Such deferred tax is quantified using rates and laws enacted or substantively enacted as at the end of the financial year.

j) Foreign currency transactions:

- i) Transactions in foreign currency, if any, are accounted for at the exchange rate prevailing on the date of the transaction. All monetary items denominated in foreign currency are converted into Indian rupees at the year-end exchange rate.
- ii) The exchange differences arising on such conversion and on settlement of the transactions are recognized in the statement of profit and loss.

k) Employee benefits:

Expenses and liabilities in respect of employee benefits are recorded in accordance with the notified Accounting Standard 15 - Employee Benefits.

i) Provident fund

The Company makes contribution to statutory provident fund, in accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. In terms of the Guidance on implementing the revised AS – 15, issued by the Accounting Standards Board of the ICAI,

ii) Gratuity and Accrued leave Salary

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The company has no provision in the books of accounts regarding accrued leave salary and gratuity (if any), if applicable. However, the same is taken at the time of payment to employee's on retirement or otherwise.

l) Impairment of assets:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is re-ected at the recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the statement of profit and loss.

m) Contingent liabilities and provisions:

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company are accounted for as either provisions or disclosed as contingent liabilities. In respect of statutory dues disputed and contested by the Company, contingent liabilities are provided for and disclosed as per original demand without taking into account any interest or penalty that may accrue thereafter. The Company makes a provision when there is a present obligation as a result of past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. Possible future or present obligation that may but will probably not require outflow of resources or where the same cannot be reliably estimated, is disclosed as contingent liability in the Financial Statement.

n) Segment Information :

- i) Business Segment: The Company is primarily engaged in the business of manufacture and sale of leaf spring of automobiles.
- ii) 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.

o) Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during

the period are adjusted for the effects of all dilutive potential equity shares. The period during which, number of dilutive potential equity shares change frequently, weighted average number of shares are computed based on a mean date in the quarter, as impact is immaterial on earnings per share.

	<u>CURRENT YEAR</u> (Rs.)	<u>PREVIOUS YEAR</u> (Rs.)
2. 22 Contingent Liabilities, not provided for		
a) i) For Excise/ESI/PF Matter	13,91,482.00	13,91,482.00
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
d) Bank Guarantee	2,10,000.00	2,10,000.00
2. 23 Managing Director's Remuneration:		
Salary	15,00,000.00	15,00,000.00
Perquisites	NIL	NIL
Contribution to Provident Fund	9,360.00	9,360.00

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), and the same shall be accounted for on cash basis.
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 30.06.2014 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 has now been approved by BIFR vide order dated

26.07.2010 and 01.04.2009 has been taken as cut off date. In terms of Revival/Rehabilitation Scheme the management has 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 has been written back fully as per mutual agreement although some amount is still payable. The interest for the period after 01.04.2013 has been waived off by lender.

2.33 Earning Per Share:	<u>Current Year</u>	<u>Previous Year</u>
a) Net Profit / (Loss)	63167990.00	2263455.00
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.)	11.07	0.40

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

- 2.37 In accordance with accounting standard 22 "Accounting for Taxes on Income" issued by the ICAI, deferred tax Liabilities based on depreciation differences as on 30/06/2014 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 30/06/2014 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.

2.38 Value of Consumption of Imported and Indigeneous Raw Material	<u>Current Year</u>		<u>Previous Year</u>	
	Value	%age	Value	%age
Indegenious	79103231.00	100 %	101089148.00	100 %
Imported	NIL		NIL	

- 2.39 C.I.F. Value of Imports Rs. NIL PR YR (NIL)

2. 40 Expenditure in Foreign Currency
Current Year : - NIL.
Previous Year :- NIL
2. 41 Earning in Foreign Currency for exports : -
Current Year : - Export of Goods Rs. 1917621.00
Previous Year :- Export of Goods Rs. 1582433.00
2. 42 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. 43 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>
	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
State Bank of Hyderabad	11000
Laxmi Vilash Bank	10000
	<hr/> 472668

2. 44 Secured / Unsecured loans are subject to confirmation from the concerned parties.
2. 45 Previous year's figure has been re-grouped / re- arranged whenever necessary to conform to current's year classification.
2. 46 Note 1.00 to 2.46 form an integral part of Balance Sheet and Statement of Profit & Loss.

Signature to Note 1 to 2.46

FOR & ON BEHALF OF THE BOARD

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

Sd/-
(RAJBIR SINGH)
MANAGING DIRECTOR
DIN 00176574

Sd/-
(SUBHASH JAIN)
DIRECTOR
DIN 00176493

Sd/-
(SRISHTI GUPTA)
COMPANY SECRETARY
M. NO. 24530

Sd/-
(SANJAY RAWAL)
PARTNER
M.NO. 088156

Place: New Delhi
Date: 02/12/2014

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

a) Details of Related Parties-		Name of Related Parties		
S.No.	Relationship			
1	Key Managerial Personnel	1) Mr. Rajbir Singh		
2	Relative of KMP	1) Mrs. Prabhjyot Kaur (Wife)		
3	Associate enterprise	1) Analysis Securities Pvt. Ltd.		
4	Enterprises having control over Reporting Enterprise	1) Mystic Wood Art Pvt Ltd (Holding Co.)		
5	Enterprises which are under control of KMP	1) Almore Tourism Pvt. Ltd 2) Blue Pine Exports Pvt Ltd 3) Munsiyari Steel Works Pvt. Ltd		
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	Associate enterprise
(i) Transactions during the year				
1	Amounts Received in Current Account			
	Mr. Rajbir Singh C/A	Rs.20,01,669.00 (Rs. 15,93,127.00)	Rs.20,01,669.00 (Rs. 15,93,127.00)	
2	Remuneration paid to Key Managerial Personnel			
	Salary	Rs. 15,00,000.00 (Rs. 15,00,000.00)		
	P.F.	Rs. 9,360.00 (Rs. 9,360.00)	Rs. 15,06,360.00 (Rs. 15,09,360.00)	
3	Interest Paid			(NIL) (Rs.41,470.00)
	Analysis securities Pvt. Ltd	Rs.NIL (Rs.41,470.00)		
4	Amount Paid/ Written Back			
	Analysis securities Pvt. Ltd	Rs.5,21,76,379.00 (Rs. NIL)		Rs.5,21,76,379.00 (Rs. NIL)
5	Advances Received			
	1) Almore Tourism Pvt. Ltd	Rs.21,00,000.00 (Rs. NIL)		Rs.21,00,000.00 (Rs. NIL)
	2) Blue Pine Exports Pvt Ltd	Rs.40,50,000.00 (Rs. NIL)		Rs.40,50,000.00 (Rs. NIL)
	3) Munsiyari Steel Pvt. Ltd	Rs.27,50,000.00 (Rs. NIL)		Rs.27,50,000.00 (Rs. NIL)
(ii) Balances as at end of the year				
1	Director Current Account	Rs. 84,31,063.00 (Rs. 64,29,434.00)	Rs. 84,31,063.00 (Rs. 64,29,434.00)	
2	Share Application Money			
	Mrs. Prabhjyot Kaur	Rs. 73,55,000.00 (Rs. 73,55,000.00)		Rs. 73,55,000.00 (Rs. 73,55,000.00)
3	Loan Outstanding			
	Analysis securities Pvt. Ltd	Rs.86,17,778.00 (Rs.5,90,38,879.00)		Rs.86,17,778.00 (Rs.5,90,38,879.00)

AUTO PINS (INDIA) LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE, 2014

	CURRENT YEAR (Rs.)	PREVIOUS YEAR(Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before Tax and extraordinary items	63167990	2263455
Adjustment for		
Depreciation	10704350	10586068
Finance Charges	193487	665964
Operating Profit Before Working Capital Changes	74065827	13515487
Adjustment for		
Trade & other Receivable	3732654	6085581
Inventories	4915802	-1810329
Trade Payable	-34106169	-15425482
Cash generated from operations	48608114	2365257
Direct Taxes	0	0
Finance Charges	-193487	-665964
Cash Flow before extraordinary items	48414627	1699293
Extra ordinary items	0	0
Net Cash from operating activities	48414627	1699293
B CASH FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-2035421	-2166770
Net Cash from Investing activities	-2035421	-2166770
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital	0	0
Net Proceeds from Borrowing	-47910737	2396467
Refund of Share Application Money	0	0
	-47910737	2396467
Net Increase in Cash & Cash Equivalents	-1531531	1928990
Cash & Cash Equivalents (Opening Balance)	4735689	2806699
Cash & Cash Equivalents (Closing Balance)	3204158	4735689

Note : Figures in (-) represent outflows.

as per our report of even date
For SANJAY RAWAL & Co.
Chartered Accountants
FIRM REGN NO.012820N

For and On behalf of the Board

Sd/-
(SANJAY RAWAL)
Partner
M.NO. 088156

Sd/-	Sd/-
Rajbir Singh	Subhash Jain
MANAGING DIRECTOR	DIRECTOR
DIN 00176574	DIN 00176493

Place : Delhi
Date : 02.12.2014

Sd/-
SRISHTI GUPTA
COMPANY SECRETARY
M. NO. 24530

ANNUAL GENERAL MEETING, WEDNESDAY, DECEMBER 31, 2014

ATTENDANCE SLIP

I/we hereby confirm and record my/our presence at the Annual General Meeting of AUTO PINS (INDIA) Limited to be held on Wednesday, December 31, 2014, at 11.00 A.M. at 2776, Pyarelal, Motor Market, Kashmere gate, Delhi -110006

Folio No.:	DP ID*:	Client ID*:
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		

Signature of Shareholder/Proxy

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

*Applicable for shareholders holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

E-VOTING SEQUENCE NUMBER (EVSN)	USER ID	PASSWORD
	For shareholders holding shares in Demat Form:- Please refer e-voting a) For NSDL :- 8 Character DP ID followed by 8 instructions given in the Digits Client ID notice b) For CDSL:- 16 digits beneficiary ID c) For Shareholders holding shares in Physical Form: Folio Number registered with the Company	Please refer e-voting instruction given in the notice

Note: Please read the instructions printed under the Note to the Notice of 39th AGM dated December 31st, 2014. The Voting period starts on 28th December at 9:00 a.m. and will end on 29th December at 6:00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L34300DL1975PLC007994.

Name of the Company: AUTO PINS (INDIA) LIMITED

Registered Office: 2776, PYARELAL MOTOR MARKET, KASHMERE GATE, DELHI-110006.

Name of the member(s):

Registered Address:

Email ID:

Folio No./Client ID:

DP ID:

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

1. Name:

Address:

Email ID:

Signature:

Or failing him

2. Name:

Address:

Email ID:

Signature:

Or failing him

3. Name:

Address:

Email ID:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 39th Annual General Meeting of the Company to be held on Wednesday, 31st December, 2014 at 11.00 A.M. at 2776, PYARELAL MOTOR MARKET, KASHMERE GATE, DELHI-110006 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
ORDINARY RESOLUTIONS			
1.	To receive, consider, and adopt the Audited Balance Sheet of the Company as at June 30 th June 2014, Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Rajbir Singh (DIN: 00176574), who retires by rotation and being eligible offers himself for re-election.		
3.	To re-appoint M/s Sanjay Rawal & Co. Chartered Accountants as Statutory Auditors of the Company and fix their remuneration		
SPECIAL BUSINESS			
4.	Appointment of Mr. Nand Kishore Sharma (DIN 02207148) as an Independent Director		
5.	Appointment of Mr. Kulbir Singh (DIN 02712040) as an Independent Director		

Affix
Revenue
Stamp of
Rs. 1/-

Sign across revenue stamp

Signed this _____ day of _____, 2014

(Signature of the Shareholder)

(Signature of the first proxy holder)

(Signature of the second proxy holder)

(Signature of the third proxy holder)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Delhi not later than 48 hours before the commencement of the meeting.