

**Auto Pins** India Limited

42<sup>nd</sup> ANNUAL REPORT 2016-17

**42<sup>nd</sup>  
ANNUAL REPORT  
(2016-2017)**

**AUTO PINS (INDIA) LIMITED**

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

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## **Board of Directors**

Mr. Rajbir Singh, Managing Director  
Mr. Subhash Jain, Non Executive Director  
Mr. Kulbir Singh, Non Executive Director  
Mr. Nand Kishore Sharma, Non Executive Director  
Ms. Shilpy Chopra, Non Executive Director

## **Key Managerial Personnel**

Mr. Rajbir Singh, Managing Director  
Mr. Rajender Singh, Chief Financial Officer  
Ms. Vidushi Mittal, Company Secretary & Compliance Officer

## **Registered Office**

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

## **Corporate Office**

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

## **Website**

[www.autopinsindia.com](http://www.autopinsindia.com)

## **Email**

[autopins@vsnl.com](mailto:autopins@vsnl.com)  
[autopinsindia@gmail.com](mailto:autopinsindia@gmail.com)

## **Corporate Identification Number (CIN)**

L34300DL1975PLC007994

## **Registrar & Share Transfer Agent**

Link Intime India Pvt.Ltd.  
44 Community Center, 2nd Floor, Naraina Industrial Area, Phase I  
Near PVR, Naraina, New Delhi – 110028  
Tel No : +91 22 49186270 Fax: +91 22 49186060  
E-mail id : rnt.helpdesk@linkintime.co.in  
Website : www.linkintime.co.in

## **Statutory Auditors**

M/s. Sanjay Rawal & Co.  
Chartered Accountants  
A-146, G.F. Dayanand Colony,  
Lajpat Nagar –IV  
New Delhi-110024  
Email Id: casanjayrawal@gmail.com

## **Internal Auditor**

M/s Arora Prem & Associates  
4A, DDA LIG Flats, Rajouri Garden  
New Delhi- 110027

## **Secretarial Auditor**

Mr. Parveen Rastogi  
Flat No. 3, Sood Building, Teil Mil Marg,  
Ram Nagar, Paharganj, New Delhi-55  
Email Id: rastogifcs3@gmail.com

## **Cost Auditor**

M/s KSNM & ASSOCIATES  
B-25, MAYFAIR GARDEN,  
Hauz Khas, New Delhi  
Email Id: ksnmandassociates@gmail.com

## **Bankers**

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### **ICICI Bank Limited**

43, Community Center  
New Friends Colony, New Delhi – 110065

### **ICICI Bank Limited**

17, 19, Ramneek Complex, Tikona Park,  
NIT-1Faridabad-121001, Haryana

### **HDFC Bank**

BK Chowk , NIT , Faridabad

## **Key Committees of the Board**

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### **Audit Committee**

Mr. Kulbir Singh  
Mr. Subhash Jain  
Mr. Nand Kishore Sharma

### **Nomination & Remuneration Committee**

Mr. Kulbir Singh  
Ms. Shilpy Chopra  
Mr. Nand Kishore Sharma

### **Stakeholders Relationship Committee**

Mr. Kulbir Singh  
Ms. Shilpy Chopra  
Mr. Nand Kishore Sharma

## **Stock Exchange(s)**

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### **BSE Ltd.**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

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## AUTO PINS (INDIA) LIMITED

**REGISTERED OFFICE:** 2776, Pyarelal Motor Market, Kashmere Gate, Delhi-110006

**Tel.:** (91)-11-23978748

**CIN:** L34300DL1975PLC007994

**Email Id:** [autopins@vsnl.com](mailto:autopins@vsnl.com)

**Website:** [www.autopinsindia.com](http://www.autopinsindia.com)

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## NOTICE

Notice is hereby given that the **Forty Second** Annual General Meeting of members of **Auto Pins (India) Limited**, will be held on Tuesday, the 26<sup>th</sup> day of September, 2017 at 12:00 Noon IST 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 Financial Statement (Balance Sheet, Profit & Loss Account and Cash Flow Statement along with Annexures) as at 31st March, 2017 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Subhash Jain (DIN: 00176493) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors in place of retiring auditor M/s Sanjay Rawal & Co., Chartered Accountants and fix their remuneration and in this regard, to consider and if thought fit, to pass the following as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Messers Dharam Taneja Associates, Chartered Accountants (FRN 03563N), having office at 13/17, Punjabi Bagh Extension, New Delhi - 110026, be and are hereby appointed as the Statutory Auditor of the Company in place of the retiring Auditor M/s Sanjay Rawal & Co., Chartered Accountants (Registration No. 012820N), to hold office for a term of five consecutive financial years, from the conclusion of this (Forty Second) Annual General Meeting of the Company till the conclusion of the Forty Seventh Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors after consultation with the Audit Committee.”

## SPECIAL BUSINESS:

### 4. To ratify the remuneration of the Cost Auditor of the company for the Financial Year 2017-18

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other permissions as may be necessary, the payment of the remuneration of Rs. 20,000/- ( Rupees Twenty Thousand only) including out of pocket expenses actually payable to M/s. KSNM & Associates, who was appointed as “Cost Auditors” to conduct the audit of cost records maintained by the Company for Financial Year ending March 31, 2018, be and is hereby ratified and approved.”

### 5. To Regularise Mr. Ravi Kumar as the Director of the Company

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

“**RESOLVED THAT** Mr. Ravi Kumar, having DIN: 07914338, who was appointed as an Additional Director with effect from 24<sup>th</sup> August, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a director be and is hereby appointed as a Director of the Company.”

### 6. To appoint Mr. Ravi Kumar as an Independent Director having DIN: 07914338

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, including any amendments, modification, variation or re-enactment thereof read with schedule IV to the Companies Act, 2013, for the time being in force, Mr. Ravi Kumar having DIN: 07914338, Additional Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office as such for a period of 5 (five)

consecutive years, with effect from the date of the meeting and that he shall not be liable to retire by rotation.”

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

Place: Delhi  
Date: 01/09/2017

Sd/-  
(Vidushi Mittal)  
Company Secretary

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A PERSON CAN ACT AS A PROXY FOR ONLY FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

2. The relative Explanatory Statement pursuant to Section-102 of the Companies Act, 2013 (“Act”) in respect of the business under Item No 4, 5 & 6 of the notice, is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members having any question on Financial Statements or on any Agenda item proposed in the notice of AGM are requested to send their queries at least seven days prior at the

date of AGM of the company at its registered office address to enable the company to collect the relevant information.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 20, 2017 to Tuesday, September 26, 2017 (both days inclusive).
6. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Tuesday, September 19, 2017 (the “cut off date”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the company as on the Cut off date.
7. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, viz., Link Intime India Pvt. Ltd, 44 Community Center, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi – 110028., quoting their Folio Number(s).
8. Members are requested to bring the Annual Report for their reference at the meeting. Admission Slip duly filled in shall be handed over at the entrance to the meeting hall, and duly signed in accordance with their specimen signature(s) registered with the Company/Registrar and Share Transfer Agent (RTA).
9. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
10. Members holding shares in physical form are requested to immediately intimate any change in their residential address to Link Intime India Private Limited, at 44, 2nd Floor, Naraina Community Centre Phase I, Near PVR Cinema, New Delhi – 110028, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members before closure.
11. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or e-mail address immediately to their respective Depository Participants.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report, Notice of the 42<sup>nd</sup> Annual General Meeting, notice of E-Voting Attendance Slip and proxy form etc. are being sent to the members whose Email Ids are registered with the Company/Depository Participants (DP)/ Registrar and Transfer Agent (RTA) for communication purposes.
13. Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. From the Company in electronic mode.
14. In accordance with the “Green Initiative” the Company has been sending Annual Report/Notice of AGM in electronic mode to those Shareholders whose email ids are

registered with the Company and/or the Depository Participants. Directors are thankful to the Shareholders for actively participating in the Green Initiative.

15. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given as follows:

<b>Name of the Directors</b>	Mr. Subhash Jain
<b>Date of Birth</b>	25/01/1956
<b>Date of Appointment on the Board of the Company</b>	10/08/1989
<b>Qualification</b>	Graduate
<b>Experience</b>	41 years
<b>Expertise in Functional Area</b>	Marketing
<b>Directorship held in other Companies</b>	None
<b>Number of shares held in the Company</b>	10
<b>Number of Board Meeting attended during the year</b>	9
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	Not related to other Directors, Manager and other Key Managerial Personnel

16. Members are requested to furnish or update their e-mail Ids with the Registrar for sending the soft copies of the Annual Report of the company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
17. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
18. Members may also note that the Notice of the 42<sup>nd</sup> AGM and the Annual Report for financial year 2016-17 will also be available on the Company's website at <http://www.autopinsindia.com/> for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communications, the shareholders may also send requests to the company's designated email id: [autopins@vsnl.com](mailto:autopins@vsnl.com). The Notice of AGM shall also be available on the website of CDSL viz. [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in)
19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.
20. In terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (SEBI) has mandated the submission of

Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

21. In terms of Section 72 of the Companies Act, 2013 and related rules thereunder, a Member of the Company may nominate a person on whom the Shares held by him/her vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical Form, and to their respective depository participant, if held in electronic form. Any change or cancellation of the nomination already given is to be given in Form SH-14.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules thereunder will be available for inspection by the members of the Company at the Registered Office of the company on all working days ( Monday to Saturday) between 11 A.M. and 2 P.M. upto the date of AGM and will also be available for inspection at the venue of the AGM.
23. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is also hosted along with the Notice on the website of the Company i.e. [www.autopinsindia.com](http://www.autopinsindia.com)

#### 24. **E-VOTING PROCESS**

- I. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide Members a facility to exercise their right electronically through electronic voting service facility arranged by Central Depository Services [India] Limited (CDSL). The facility for voting through ballot paper will also be made available at AGM and members attending the AGM, who have not already casted their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to casted their votes again. The instructions for e-voting are annexed to the notice.
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote.
- IV. Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 2883), have consented to act as Scrutinizer, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

V. E-voting period begins on Saturday 23/09/2017 (9:00 A.M. IST) and ends on Monday 25/09/2017 (5:00 P.M. IST). 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.

## VI. The manner and process of remote e-Voting are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Auto Pins (India) Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the**

app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non – Individual Shareholders**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**VII. 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]:**

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

VIII. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

IX. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication (s).

X. 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. 19<sup>th</sup> September, 2017.

XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e, 19<sup>th</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) or Registrar and Transfer Agent (RTA) of the Company.

XII. 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.

XIII. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL within Two (2) days of passing of the resolutions at the AGM of the Company and also communicated to the BSE Limited.

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

**Place: Delhi**  
**Date: 01/09/2017**

Sd/-  
(Vidushi Mittal)  
Company Secretary

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting. The Board of Directors of the Company at its meeting held on Tuesday 30th May, 2017, has considered and approved the appointment of M/s KSNM & Associates, Cost Accountants, as the cost auditor of the Company for the financial year 2017-18 at a remuneration of INR 20,000 (Indian Rupees Twenty Thousand Only) including out of pocket expenses that may be incurred. The Board recommends this resolution for approval of the Members for ratification of the remuneration payable to the cost auditor for the financial year 2017-18. The Directors therefore, recommend the Ordinary Resolution for the approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

### Item No. 5 & 6

Mr. Ravi Kumar (DIN 0007914338) was appointed by the Board of Directors of the Company as Additional Director in the capacity of Independent Director on 24<sup>th</sup> August, 2017 with effect from 24<sup>th</sup> August, 2017. He holds office until the ensuing annual general meeting under section 161(1) of the Companies Act, 2013.

He has submitted the declaration of Independence, as required pursuant to section 149 (7) of the Companies Act, 2013 stating that he meets the criteria of independence as provided in section 149 (6) and regulation 16 of SEBI Listing Regulations, 2015. Mr. Ravi Kumar is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

In respect of the appointment of Mr. Ravi Kumar, a notice in writing in the prescribed manner, as required by section 160 of the Companies Act, 2013 and Rules made thereunder, has been received by the Company, regarding his candidature for the office of the director.

According to section 152 of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013, in the opinion of the Board, the proposed appointment of Mr. Ravi Kumar as an Independent Director fulfils the conditions specified in the Act and the Rules made thereunder and as per the SEBI Listing Regulations, 2015 and that the proposed appointment of Mr. Kumar is independent of the Management.

### Brief profile

Mr. Ravi Kumar (born on 31st March, 1966) has rich experience of more than 25 years in the automobile sector. He has expertise and specialisation in product launching, branding, sales promotional, conducting seminars and conferences, etc.

Mr. Kumar's deep process knowledge helps their customers save energy, improve product quality and run a clean and safe factory. A close connect with customers enables the design of products that address customer needs around the world.

Mr. Kumar has received his Bachelors and Masters Degrees from Utkal University.

**Directorships: Nil**

**Committee position: Nil**

**Shareholding in the Company: Nil**

None of the directors/key managerial personnel/their relatives, except Dr. Ravi Kumar, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of his respective shareholding, if any, in the Company, in the resolution set out in item no. 5 & 6 of the Notice.

The Board commends the ordinary resolution set out in item no. 5 & 6 for approval by shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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

**Place: Delhi**  
**Date: 01/09/2017**

Sd/-  
(Vidushi Mittal)  
Company Secretary

**BOARD REPORT****TO THE MEMBERS OF AUTO PINS (INDIA) LIMITED**

Dear Members,

Your Directors have pleasure in presenting their **Forty Second** Annual Report together with the Audited Financial Statement of the Company for the Year ended March 31, 2017.

**FINANCIAL SUMMARY**

The financial highlights for the period under review are as follows:

<b>Particulars</b>	<b>(Rs. in Lakhs)</b>	
	<b>31.03.2017</b>	<b>31.03.2016</b>
Total Income	1348.96	882.44
Expenditure	1327.83	917.94
Profit before Tax	21.13	-35.5
Less: Tax Expense	4.03	2.08
Profit after Tax	17.10	-37.58
<b>Share Capital</b>	<b>570.70</b>	<b>570.70</b>

**STATE OF COMPANY'S AFFAIRS**

During the financial year under review, your Company has shown a double digit growth in the sales / turnover that has increased approximately by 62.70% from INR 828.35 during the last financial year to INR 1347.76 (excluding other income) in the current financial year. The profit after tax increased from INR (3757738) in the previous year to INR 1710341/- in the current year.

**DIVIDEND**

No dividend on equity shares has been recommended by the Board for the year ended 31st March, 2017 considering the future plans of the Company.

**FIXED DEPOSITS**

Your Company has not invited or accepted any deposit from the public and as such no amount of Principal and interest was outstanding on the date of the Balance Sheet.

**SHARE CAPITAL****(A) Authorised Share Capital**

The Authorised Share Capital of the company stands at Rs. 70,000,000/- divided into 7000000 Equity Shares of Rs. 10/- each. During the year, there has been no change in Authorized Share Capital of the company.

**(B) Issued, Subscribed and Paid –Up Share Capital**

The Issued, Subscribed and Paid up Share Capital of the company stands at Rs. 57,070,620/- divided into 5707062 Equity Shares of Rs. 10/- each. During the year, there has been no change in the issued, subscribed and Paid-up Share Capital of the company.

**RESERVES**

Out of the profits of Rs. 1710341/- for the financial year, whole amount is proposed to be transferred to the Reserves & Surplus.

**SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND THEIR PERFORMANCE AND FINANCIAL POSITION****Holding Company**

Your company has holding company namely M/s Mystic Woodart Private Limited as on March 31, 2017 and holds 55.24% shares (3152500) in your company. The details of the Holding Company are as follows:

<b>Name of the Company</b>	MYSTIC WOODART PRIVATE LIMITED
<b>CIN</b>	U74900DL2007PTC168093
<b>Registered office</b>	9, SOUTHERN AVENUE, MAHARANI BAGH NEW DELHI-110065

## **MATERIAL CHANGES AND COMMITMENT**

No material changes and commitments occurred, which may affect the financial position of the Company, between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## **INTERNAL CONTROL SYSTEM**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The management of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

## **CHANGE IN THE NATURE OF BUSINESS, IF ANY**

During the year under review, there was no Change in the nature of the business of the Company.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **Directors:**

In accordance with the provisions of the Companies Act, 2013 and as per the Articles of Association of the Company, Mr. Subhash Jain will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment as Director liable to retire by rotation.

Mr. Subhash Jain joined the company as an Executive Director on 10<sup>th</sup> August, 1989, Executive Director aged about 60 years graduated from Delhi University in 1976 and experience in marketing over 41 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.

Further, in the meeting of the Board of Directors of the Company held on 24<sup>th</sup> August, 2017, due to certain commitments and other pre-occupations, Mr. Kulbir Singh has tendered his resignation from the post of directorship of the Company and that he has been relieved of the responsibilities as a non executive & Independent Director of the Company with effect from 24<sup>th</sup> August, 2017. The Board placed on record its appreciation of the long and conscientious service rendered by Mr. Kulbir Singh as a non executive & Independent Director.

In place of Mr. Kulbir Singh, pursuant to section 149 and regulation 17 (1) (b) read with regulation 25 (6) of SEBI Listing Regulations, 2015 and at the recommendation of the

Nomination and Remuneration Committee, the board approved the appointment of Mr. Ravi Kumar, as an additional director and non executive Independent Director in its meeting held on 24<sup>th</sup> August, 2017.

Mr. Ravi Kumar, Non- Executive & Independent Director is post graduated from Utkal University, Odisha and has rich experience in marketing of automobiles over 25 years. He holds expertise in marketing, purchasing, brand launching, sales, promotion, conducting seminars, conferences and dealers motivation, etc. Presently he is a member of Board of Director of Auto Pins (India) Ltd.

### **Key Managerial Personnel (KMP):**

During the period, Mr. Rajender Singh has been appointed as Chief Financial Officer of the Company w.e.f 27<sup>th</sup> May, 2016. Further, Ms. Siddhi Jain has resigned from the post of Company Secretary of the Company w.e.f. 14<sup>th</sup> February, 2017 and consequent to her resignation, Ms. Vidushi Mittal has been appointed as Company Secretary of the Company w.e.f 14<sup>th</sup> February, 2017.

Further details regarding Board of Directors are given in the Corporate Governance Report forming part of this Directors' Report.

### **STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received the necessary declaration from both the Independent Directors in accordance with Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013.

### **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND COMMITTEE MEETINGS**

The details of the Board meetings along with the committee meetings held during the year along with the attendance of the respective Directors thereat are set out in the Corporate Governance Report forming part of this Annual Report.

### **EVALUATION OF THE BOARD'S PERFORMANCE**

In compliance with the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. More details on the same are given in the Corporate Governance Report.

### **COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION**

The criteria for Director's appointment has been set up by the Nomination and Remuneration Committee, which includes criteria for determining qualifications, positive attributes,

independence of a director and other matters provided under Sub Section (3) of Section 178 of the Companies Act, 2013 (“the Act”). The same is attached in the report as “Annexure 1”.

## **CONSTITUTION OF AUDIT COMMITTEE [(Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]**

The primary objective of the Committee is to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee met five times during the year. As of the date of this report, the Committee is comprised of three directors namely Mr. Kulbir Singh, Mr. Nand Kishore Sharma, Independent Directors and Mr. Subhash Jain, Director of the Company. The details of term of reference of the Committee member, dates of meeting held and attendance of the Directors are given separately in the Corporate Governance Report.

## **NOMINATION AND REMUNERATION COMMITTEE [(Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]**

Nomination and Remuneration Committee of the Board has been constituted as per section 178 of the Companies Act, 2013 and rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Nomination and Remuneration Committee shall determine qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee consists of three independent directors comprising of Mr. Kulbir Singh (Chairman of Committee), Mr. Nand Kishore Sharma and Ms. Shilpy Chopra.

The details of term of reference of the Committee member, dates of meeting held and attendance of the Directors are given separately in the Corporate Governance Report.

## **STAKEHOLDER RELATIONSHIP COMMITTEE [(Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]**

The composition of the Stakeholders Relationship Committee (SRC) is in line with the Section 178 of the Act read with Regulation 20 of LODR. The Committee comprises of Mr. Kulbir Singh as Chairman and Mr. Nand Kishore Sharma and Ms. Shilpy Chopra as members of the Committee. It looks after the stakeholders grievances and redressal of investors’ complaints related to transfer of shares, non receipt of balance sheet, non receipt of dividend etc. The details of meetings and their attendance are included in Corporate Governance Report.

## **POLICIES**

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website

[www.autopinsindia.com](http://www.autopinsindia.com) The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

In addition to its Code of Conduct and Ethics, key polices that have been adopted by the company are as follows:

S. No.	Name of the Policy	Brief Description
1.	<b>Whistle blower Policy(Policy on Vigil Mechanism)</b>  <i>[Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimisation of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases. The details of the same are provided in Corporate Governance Report forming part of this Annual Report.
2.	<b>Nomination remuneration &amp; Evaluation policy</b>  <i>[Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	The Board has on the recommendation of the Nomination & Remuneration Committee framed a Nomination Remuneration & Evaluation Policy, which, inter-alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or Senior Management Personnel of the Company, along with the criteria for determination of remuneration of Directors, KMPs and other employees and their evaluation and includes other matters, as prescribed under the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015. The details of the same are provided in Corporate Governance Report forming part of this Annual Report.
3.	<b>Prevention, Prohibition &amp; Redressal Of Sexual Harassment Of Women At Workplace</b>	The Company has in place a Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace and an Internal Complaints Committee (ICC) has been constituted thereunder. The primary objective of the said Policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations.
4.	<b>Risk Management Policy</b>	Your Company has formulated and adopted a Risk Management Policy. The Board of Directors is overall responsible for identifying, evaluating and managing all significant risks faced by the Company. The Risk Management Policy approved by the Board acts as an overarching statement of

		intent and establishes the guiding principles by which key risks are managed across the organisation.
5.	<b>Related Party Transaction Policy</b>  <i>[Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	Related Party Transaction Policy, as formulated by the Company, defines the materiality of related party transactions and lays down the procedures of dealing with Related Party Transactions. The details of the same are provided in Corporate Governance Report forming part of this Annual Report.
6.	<b>Insider Trading Policy</b>	The Policy provides the framework in dealing with securities of the company.
7.	<b>Document Retention and Archival Policy</b>  <i>[Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	Pursuant to SEBI(LODR) Regulations, 2015 it mandates that every listing entity shall formulate a policy for preservation of documents and Regulation 30(8) of the Regulations is also required to have an archival policy on archiving all information disclosed to stock exchange(s) and the same being hosted on the Company's website.
8.	<b>Materiality Disclosure Policy</b>  <i>[Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation , 2015]</i>	Pursuant to SEBI (LODR) Regulations, 2015 it mandates that every listed entity shall make disclosure of any events or information which, in the opinion of the Board of Directors of the listed company, is material and the same being hosted on the Company's website.

### **CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL**

The Board of Directors has approved a Code of Conduct, which is applicable to the members of the Board and all employees in the course of day to day business operations of the Company. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management personnel are being provided appropriate training in this regard.

### **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN & WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal ) Act ,2013 your Company has taken the initiatives towards any action on the part of any executive, which may fall under the ambit of 'Sexual Harassment at workplace, and is fully committed to uphold and maintain the dignity of every women working in the premises of the Company. The Policy provides for protection against sexual harassment of woman at workplace and for prevention of such complaints.

Number of complaints pending as on the beginning of the period - NIL

Number of complaints filed during the Financial period - NIL

Number of complaints pending as on the end of the period - NIL

### **PARTICULARS OF EMPLOYEES**

Information in accordance with the provisions of Section 134(3)(q) and Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in “Annexure-2”.

### **AUDITORS**

#### **Statutory Auditor**

The auditor, M/s Sanjay Rawal & Co., Chartered Accountants, retire at the ensuing Annual General Meeting. Pursuant to Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and in line with recommendation made by Audit Committee, the Board of Directors, has recommended appointment of Messers Dharam Taneja Associates, Chartered Accountants, having office at 13/17, Punjabi Bagh Extension, New Delhi - 110026, as Auditors in place of M/s Sanjay Rawal & Co, Chartered Accountant to the members in forthcoming Annual General Meeting. They have furnished their consent and requisite certificate pursuant to the Act in respect of their proposed appointment.

Based on the recommendations of Audit Committee, the Board of Directors of the company recommends the appointment of M/s. Dharam Taneja Associates, Chartered Accountants, as Statutory Auditors of the Company in place of the retiring auditor M/s Sanjay Rawal & Co., from the conclusion of the this Annual General Meeting till the Conclusion of 47<sup>th</sup> Annual General Meeting to be held in the year 2022.

#### **Cost Auditor**

The board has re-appointed Mr. KSNM & Associates., Cost Accountant having Membership Number 34184 for the Financial Year 2017-18.

#### **Secretarial Auditor**

As required under section 204 of the Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company is required to appoint a Secretarial Auditor for auditing secretarial and related records of the Company.

Accordingly, M/s Parveen Rastogi & Co., Practicing Company Secretaries, was appointed as Secretarial Auditor for carrying out the secretarial audit of the Company for the Financial

Year 2016-17. The secretarial audit report for the financial year ended 31<sup>st</sup> March, 2017 is annexed with the Board's report as **Annexure 3**.

### **Internal Auditor**

M/s Arora Prem & Associates, having its office at New Delhi was appointed as Internal Auditor of the Company for the F.Y. 2016-17 according to Section 138 of the Companies Act, read with Companies (Accounts) Rules, 2014 to carry 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.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year under review the Company has not given loan, Guarantees or invested under Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

### **PUBLIC DEPOSITS**

During the period under review, the company has not accepted any deposits from public and as such, no amount on account of principal and interest on deposits from public was outstanding as on the date of the balance sheet.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

Your directors confirm that no significant and/or material order(s) had been passed against the Company during the financial year 2016-17 which may adversely impact the status of ongoing concern and operations in future of the Company.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

Related party transactions entered during the period under review are disclosed in the Financial Statements of the company for the financial year ended March 31, 2017. These transactions entered were at an arm's length basis and in the ordinary course of business.

There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Form AOC-2, containing the note on the aforesaid related party transactions is enclosed herewith as "**Annexure-4**".

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website.

## **EXTRACT OF THE ANNUAL RETURN**

The extract of the annual return i.e. Form MGT – 9, as prescribed under sub-section (3) of section 92 of the Companies Act, 2013 read with Rule No 12 of Companies (Management and Administration) Rules, 2014, shall form part of the Board's report and are attached herewith as **Annexure -5** to this report.

## **CORPORATE SOCIAL RESPONSIBILITY**

Your Company does not fall under the criteria as laid down under Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, therefore, there was no requirement to constitute and formulate a committee under Corporate Social Responsibility.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In pursuance to section 134 of the Companies Act, 2013, comments are required in relation to Conservation of Energy, Technology Absorption as the company is engaged in manufacturing activities.

The details forming part of the extract of Conservation of Energy, Technology Absorption is annexed herewith as **Annexure 6**.

## **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

The notes on account referred to in Auditor's Report are self-explanatory and, therefore, do not call for any further comments under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

The secretarial Audit Report does not contain/ contains any qualification, reservations or other remarks.

## **LISTING REQUIREMENTS**

The equity shares of your Company are listed with the BSE Limited. (Annual Listing Fee for the Financial Year 2017-18 has been paid by the company to the above Stock Exchange)

## **DEMATERIALIZATION OF SHARES**

The shares of your company are being traded in electronic form and the Company has established connectivity with Central Depository Services (India) Limited and National Securities Depository Limited (NSDL). In view of the numerous advantages offered by the Depository system, members are requested to avail the facility to dematerialization of shares either of the Depositories as aforesaid.

## **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

As per Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Management Discussion and Analysis report is appended herein. The said report is part of the annual report as “**Annexure-7**”.

## **CORPORATE GOVERNANCE**

The Company is not required to mandatorily comply with the provision of Regulation 17 to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) as its equity share capital is less than Rs.10 Crore and Net Worth is not exceeding Rs.25 crores, as on the last day of the previous financial year.

However, your Company believes in adopting best practices of corporate governance. Corporate Governance principles are enshrined in the spirit of company, which forms the core values of the company. These guiding principles are also articulated through the company’s code of business conduct, corporate governance guidelines, charter of various sub committees and disclosure policy. The said report is part of the annual report as “**Annexure-8**”

## **DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors confirm that in the preparation of the Annual Accounts of the Company for the year ended 31<sup>st</sup> March, 2017 that:

- i. In the preparation of the accounts, the applicable accounting standards have been followed with proper explanation relating to material departures,
- ii. 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 31<sup>st</sup> March, 2017, and of the profit of the Company for that year;

- iii. the Directors had taken proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- iv. the Directors have prepared the Annual Accounts on a “going concern” basis.
- v. the directors, being a Listed Company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.; and
- vi. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DETAILS OF FRAUD REPORTED BY AUDITORS**

No fraud has been noticed or reported by the Auditors including cost auditor and secretarial auditor of the Company as per Section 134 (3) (ca) of the Companies Act, 2013 read with Companies (Amendment) Act, 2015.

## **CHIEF FINANCIAL OFFICER CERTIFICATE**

In terms of the requirement of the Regulation 17(8) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, the certificate from Managing Director and Chief Financial Officer had been obtained and is attached in the said annual report.

## **SHARE TRANSFER SYSTEM**

The Stakeholders Relationship Committee has authorized the Company Secretary of the company to approve the transfer of shares within a period of 15 days from the date of receipt in case the documents are completed in all respects. Shares under objection are returned within two weeks. All request for dematerialization of shares are processed, if found in order and confirmation is given to the respective depositories, that is National Securities Depositories Ltd (NSDL) and Central Depositories Services Ltd (CDSL) within 15 days.

## **CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES**

In compliance of the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” and “Code of Conduct to Regulate, Monitor and Report Trading by Insiders”. “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” prescribes the framework for fair disclosure of events and occurrences that could impact price discovery in the market for securities of the Company and “Code of Conduct to Regulate, Monitor and Report Trading by Insiders” has been formulated to regulate, monitor and report trading by employees and other connected persons of the Company.

## ACKNOWLEDGEMENT

The Company would like to thank all of its Stakeholders, including, inter alia, Suppliers, Vendors, Investors and Bankers and appreciation to all its customers for their consistent, abiding support throughout the year. Your Company also records its appreciation of the contributions made by employees at all levels. Their commitment, cooperation and support are indeed the backbone of all endeavors of the Company,

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

Place: Delhi  
Date: 01/09/2017

Sd/-  
**RAJBIR SINGH**  
**MANAGING DIRECTOR**  
**DIN: 00176574**  
**9 SOUTHERN AVENUE**  
**MAHARANI BAGH, NEW**  
**DELHI - 110065**

Sd/-  
**SUBHASH JAIN**  
**DIRECTOR**  
**DIN: 00176493**  
**D 682 SECTOR-I DOCTOR**  
**AMBEDKER NAGAR, NEW**  
**DELHI - 110062**

## **ANNEXURE -I**

### **NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### **Definitions:**

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed. “Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

#### **Objective:**

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and
- motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### **Role of the Committee:**

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

## **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

## **TERM / TENURE**

- a) **Managing Director/Whole-time Director:**  
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) **Independent Director:**  
An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

## **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

## **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

## **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

- 1) Remuneration to Managing Director / Whole-time Directors:
- 2) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

- 3) Remuneration to Non- Executive / Independent Directors:
  - a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
  - b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall

be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
  - d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
    - e) The Services are rendered by such Director in his capacity as the professional; and
    - f) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
    - g) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).
- 4) Remuneration to Key Managerial Personnel and Senior Management:
- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
  - b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
  - c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
  - d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

## **IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

### ANNEXURE -2

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No.	Requirements	Disclosure
I	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2016-17	Mr. Rajbir Singh -Chairman & Managing Director – Rs. 21,00,000.00  Mr. Subhash Jain –Director – Nil  <b>Non-Executive Directors</b> Mr. Kulbir Singh – Independent Director - Nil Mr. Nand Kishore Sharma – Independent Director – Nil Ms. Shilpy Chopra – Independent Director – Nil
II	The percentage increase in remuneration of each Director in the financial year.	Mr. Rajbir Singh -Chairman & Managing Director – 47.37% Mr. Subhash Jain –Director – Nil Mr. Kulbir Singh – Independent Director - Nil Mr. Nand Kishore Sharma – Independent Director – Nil Ms. Shilpy Chopra – Independent Director – Nil
III	The percentage increase in the median remuneration of employees in the financial year.	There was 10% increase in remuneration of the employees in the financial year.
IV	The number of permanent employees on the rolls of the Company.	There were 75 permanent employees on the rolls of the Company, as on March 31, 2017.
V	The explanation on the relationship between average increase in remuneration and Company's performance.	There was 10% increase in remuneration of the employees of the Company. The Company, inter-alia, considers the following factors for deciding upon the increase in the remuneration of the employees:  (a) different grades, industry pattern, (b) qualifications and experience, responsibilities shouldered (c) individual performance of the Key Managerial personnel & other employees and also performance of the Company.

VI	Average percentile increase already made the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There was 10% increase in remuneration of the employees in the financial year.
VII	The key parameters for any variable component of remuneration availed by the Director	Any variable component of remuneration payable to the Directors, is based on the parameters , as approved by the Board of Directors, on the basis of the recommendation of the Nomination & Remuneration Committee of the Board. The said parameters are set considering the provisions of applicable regulations, Nomination (including Boards' Diversity), Remuneration Policy of the Company and the respective resolution(s) of the Members of the Company, as applicable.
VIII	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	During the financial year 2016-17, there is no employee in the Company who is not a director but receives remuneration in excess of the highest paid director. i.e. Managing Director of the Company.
IX	Affirmation that the remuneration is as per remuneration policy of the Company.	It is hereby affirmed that the remuneration is as per the Nomination and the Remuneration Policy of the Company.

## ANNEXURE -3

### Form No. MR-3 SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]

To,  
The Members,

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AUTO PINS (INDIA) LIMITED** (hereinafter called the Company) having CIN L74140DL1989PLC131289, Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the company, its officers, agents, authorized representatives during the conduct of Secretarial Audit. I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereunder.

I have examined the books, papers, minute books, forms, returns filed and other records maintained by **AUTO PINS (INDIA) LIMITED** for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of ;

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder and The Companies Act, 1956 to the extent applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under
- (iii) The Depositories Act, 1996 and the Regulations and Bye Laws framed there under.
  - a) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. ;(**Not applicable to the company during the Audit period**)

- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (SEBI ACT) :-
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
  - c) SEBI (Prohibition of Insider Trading ) Regulations, 2015
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;**(Not applicable to the company during the Audit period)**
  - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;**(Not applicable to the company during the Audit period)**
  - f) The Securities and Exchange Board of India ( Issue and Listing of Debt Securities) Regulations, 2008 ( **Not applicable to the company during the audit period as the company has not issued any Debt Instruments/Securities**);-
  - g) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;-
  - h) The Securities and Exchange Board of India(Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the company during the Audit period**)
  - i) The Securities and Exchange Board of India (But Back of Securities) Regulations, 1998 (**Not applicable to the company during the Audit period**)
- (v) As informed to us, the following other Acts/laws specifically applicable to the company are as under:
- 1. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and rules made there under
  - 2. Employees' State Insurance Act, 1948, and rules made there under
  - 3. Labour Welfare Fund Act
  - 4. Professional Tax Act
  - 5. Payment of Gratuity Act, 1972 and rules made there under
  - 6. The Payment of Bonus Act, 1965 and rules made there under
  - 7. The Minimum Wages Act, 1948, and rules made there under
  - 8. Payment Of Wages Act, 1936, and rules made there under
  - 9. Equal Remuneration Act, 1976
  - 10. Workmen's Compensation Act, 1923
  - 11. Employee Exchange Act, 1959

12. Trade License Act,
13. State VAT & CST
14. Income Tax Act, 1961
15. Service Tax Act, 1994
16. Corporate Tax
17. Tax Deducted at source
18. Central Excise Act, 1985
19. Custom Act, 1962
20. Factories Act, 1948
21. The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
22. The Child Labour (Prohibition & Regulation) Act, 1986
23. The Apprentices Act, 1961
24. The Environment (Protection) Act, 1986
25. Motor Vehicles Act, 1988
26. The Water (Prevention and Control of Pollution) Act, 1974
27. The Air (Prevention and Control of Pollution) Act, 1981

I have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Companies Secretaries of India on meetings of the Board of Directors and General Meetings.
- Listing Obligations and Disclosure Requirements Regulations, 2015

During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

**I further report that:**

The Board of Directors of the Company is duly constituted subject to the above mentioned observations that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

**I further report that**

- There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that**

during the audit period the company has not involved itself into any specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For PARVEEN RASTOGI & CO.  
COMPANY SECRETARIES**

**Sd/-  
PARVEEN RASTOGI**

**Place: New Delhi**

**M. NO. 4764  
C.P. No. 2883**

**Date: 01/09/2017**

To  
The Members  
**AUTO PINS(INDIA) LIMITED**  
**2776, PYARELAL MOTOR MARKET,**  
**KASHMERE GATE,**  
**NEW DELHI-110006**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For PARVEEN RASTOGI & CO.**  
**COMPANY SECRETARIES**

Sd/-  
**PARVEEN RASTOGI**

**Place: New Delhi**

**Date: 01/09/2017**

**M. NO. 4764**  
**C.P. No. 2883**

**ANNEXURE -4**

**Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

**Details of contracts or arrangements or transactions not at arm's length basis**

(a)	Name(s) of the related party and nature of relationship	-
(b)	Nature of contracts/arrangements/transactions	-
(c)	Duration of the contracts / arrangements/transactions	-
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	-
(e)	Justification for entering into such contracts or arrangements or transactions	-
(f)	date(s) of approval by the Board	-
(g)	Amount paid as advances, if any	-
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-

**Details of material contracts or arrangement or transactions at arm's length basis**

**i) Mr. Rajbir Singh (Managing Director of the Company)**

(a)	Name(s) of the related party and nature of relationship	<b>Mr. Rajbir Singh Managing Director of the Company</b>
(b)	Nature of contracts/arrangements/transactions	Director Remuneration
(c)	Duration of the contracts / arrangements/transactions	Annually
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	During the Financial Year 2016-17 Director Remuneration-Rs. 21,00,000/-
(e)	Date(s) of approval by the Board, if any	10/08/2016
(f)	Amount paid as advances, if any	N.A.

**Date:** 01/09/2017

**Place:** Delhi

**For and on behalf of the Board of Directors  
For AUTO PINS (INDIA) LIMITED**

**Sd/-  
RAJBIR SINGH  
MANAGING DIRECTOR  
DIN: 00176574  
9 SOUTHERN AVENUE  
MAHARANI BAGH, NEW  
DELHI - 110065**

**Sd/-  
SUBHASH JAIN  
DIRECTOR  
DIN: 00176493  
D 682 SECTOR-I DOCTOR  
AMBEDKER NAGAR, NEW  
DELHI - 110062**

## ANNEXURE -5

## Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON  
31<sup>ST</sup> MARCH, 2017

*[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

<b>i.</b>	<b>CIN</b>	L34300DL1975PLC007994
<b>ii.</b>	<b>Registration Date</b>	28/11/1975
<b>iii.</b>	<b>Name of the Company</b>	AUTO PINS (INDIA) LIMITED
<b>iv.</b>	<b>Category/Sub-Category of the Company</b>	LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
<b>v.</b>	<b>Address of the Registered office and contact details</b>	2776 PYARELAL MOTOR MARKETKASHMERE GATE DELHI- 110006
<b>vi.</b>	<b>Whether listed company</b>	Yes
<b>vii.</b>	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	LINK INTIME INDIA PVT. LTD. 44, COMMUNITY CENTRE, 2 <sup>ND</sup> FLOOR, NARAINA INDUSTRIAL AREA, PHASE- 1, NEW DELHI-110028

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	MANUFACTURING OF LOOSE LEAF SPRINGS-IRON & STEEL	24109	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	Mystic Woodart Private limited	U74900DL2007PTC168093	Holding	55.24	2(46)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Category of Shareholders	No. Of Shares held at the beginning of the year				No. Of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	843838	-	843838	14.79	843838	-	843838	14.79	0
b) Central Govt	0		0	0	0		0	0	0
c) State Govt(s)	0		0	0	0		0	0	0
d) Bodies Corp	3152500	-	3152500	55.24	3152500	-	3152500	55.24	0
e) Banks / FI	0		0	0	0		0	0	0
f) Any Other	0		0	0	0		0	0	0
Sub-total(A)(1):-	3996338	-	3996338	70.024	3996338	-	3996338	70.024	0
<b>2) Foreign</b>									
g) NRIs-Individuals	0	-	0	0			0	0	0
h) Other-Individuals	0	-	0	0	0		0	0	0
i) Bodies Corp.	0	-	0		0		0	0	0
j) Banks / FI	0	-	0	0	0		0	0	0
k) Any Other....	0	-	0	0	0		0	0	0
Sub-total(A)(1) & (2):-	<b>3996338</b>	-	<b>3996338</b>	<b>70.02</b>	<b>3996338</b>	-	<b>3996338</b>	<b>70.02</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	1000	1000	0.02	0	1000	1000	0.02	0
b) Banks / FI	1800	7890	9690	0.17	1800	7890	9690	0.17	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0

e) Venture Capital Funds	0	0	0	0	0	0	0	0	0	
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(1)</b>	<b>1800</b>	<b>8890</b>	<b>10690</b>	<b>0.19</b>	<b>1800</b>	<b>8890</b>	<b>10690</b>	<b>0.19</b>	<b>0</b>	
<b>2. Non Institutions</b>										
a) Bodies Corp. (i) Indian (ii) Overseas	60930	125192	186122	3.2613	19200	125192	144392	2.53	-0.73	
b) Individuals  (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh  (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	34740	37192	71932	1.26	76470	37192	113662	1.992	0	
	1441980	-	1441980	25.267	1441980	-	1441980	25.267	0	
c) Others(Specify)										
Directors & their Relatives & friends	0	0	0	0	0	0	0	0	0	0
Body Corporates										
Non Resident Indians	0	0	0	0	0	0	0	0	0	0
Hindu Undivided Families	0	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(2)</b>	<b>1537650</b>	<b>162384</b>	<b>170034</b>	<b>29.789</b>	<b>1537650</b>	<b>162384</b>	<b>170034</b>	<b>29.789</b>	<b>-0.73</b>	
<b>Total Public Shareholding(B)=(B)(1)+ (B)(2)</b>	<b>1539450</b>	<b>171274</b>	<b>1710724</b>	<b>29.976</b>	<b>1539450</b>	<b>171274</b>	<b>1710724</b>	<b>29.976</b>	<b>-0.73</b>	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>5535788</b>	<b>171274</b>	<b>570762</b>	<b>100</b>	<b>5535788</b>	<b>171274</b>	<b>570762</b>	<b>100</b>	<b>-0.73</b>	

### ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	RAJBIR SINGH	838728	14.69	-	838728	14.69	-	0
2.	PRABHJYOT KAUR	5110	0.09	-	5110	0.09	-	0
3.	MYSTIC WOODART PVT LTD	3152500	55.24	-	3152500	55.24	-	0
	<b>Total</b>	<b>3996338</b>	<b>70.02</b>	<b>-</b>	<b>3996338</b>	<b>70.02</b>	<b>-</b>	<b>0</b>

### iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<b>NIL</b>			
	At the End of the year				

**iv. Shareholding Pattern of top ten Shareholders:  
(other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Kolli Swarna Kumari	270000	4.73	270000	4.73
2	Manisha Subramaniam	270000	4.73	270000	4.73
3	Raj Kumar Singh	270000	4.73	270000	4.73
4	Sanjeev Dhupar	270000	4.73	270000	4.73
5	Shamo	135000	2.36	135000	2.36
6	Parveen Rastogi	115000	2.015	115000	2.015
7	Sonia Rustagi	100000	1.75	100000	1.75
8	Hinduja Finance Corporation Ltd	77760	1.36	77760	1.36
9	Official Liquidator	41730	0.73	41730	0.73
10	Southern India Depository Service (P) Lt	15980	0.28	15980	0.28

**i. Shareholding of Directors and Key Managerial Personnel**

Sr. no	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>RAJBIR SINGH</b>				
	At the beginning of the year	<b>838728</b>	<b>14.70%</b>	<b>838728</b>	<b>14.70%</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase	---	---	---	---

	/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	<b>838728</b>	<b>14.70%</b>	<b>838728</b>	<b>14.70%</b>
<b>2</b>	<b>SUBHASH JAIN</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>10</b>	<b>0.001%</b>	<b>10</b>	<b>0.001%</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	---	---	---	---
	At the End of the year	<b>10</b>	<b>0.001%</b>	<b>10</b>	<b>0.001%</b>

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid	0.00	2,13,94,512.00	--	2,13,94,512.00
iii) Interest accrued but not	--	--		
	--	--		
<b>Total(i+ii+iii)</b>	<b>0.00</b>	<b>2,13,94,512.00</b>	<b>--</b>	<b>2,13,94,512.00</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	7,34,290.00	--		7,34,290.00
- Reduction	0.00	(18,95,365)	--	(18,95,365)
<b>Net Change</b>	<b>7,34,290.00</b>	<b>(18,95,365)</b>	<b>--</b>	<b>(11,61,075)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				

ii) Interest due but not paid	7,34,290.00	1,94,99,147.00	--	2,02,33,437.00
iii) Interest accrued but not due	--	--	--	--
	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>7,34,290.00</b>	<b>1,94,99,147.00</b>	<b>--</b>	<b>2,02,33,437.00</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	RAJBIR SINGH (MANAGING DIRECTOR)			Total Amount
1.	Gross salary	20,83,800.00			20,83,800.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	16,200.00			16,200.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil			
2.	Stock Option	--			-
3.	Sweat Equity	--			-
4.	Commission - as % of profit - others, specify...	--			-
5.	Others, please specify	--			
6.	<b>Total(A)</b>	<b>21,00,000.00</b>			<b>21,00,000.00</b>
	Ceiling as per the Act				

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify					
	Total(1)					
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL				
	Total(2)					
	Total(B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

### C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961  (b)Value of perquisites u/s 17(2) Income-tax Act, 1961  (c)Profits in lieu of salary under section 17(3)Income-tax Act, 1961		1,20,000.00	2,51,000.00	3,71,000.00
			Nil	1,31,000.00	1,31,000.00
			Nil	Nil	Nil
2.	Stock Option		-	-	-
3.	Sweat Equity		-	-	-
4.	Commission - as % of profit -others, specify...		-	-	-
5.	Others, please specify		-	65,500	65,500
6.	Total		<b>1,20,000</b>	<b>4,47,500</b>	<b>5,67,500</b>

## VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty			NIL		
Punishment					
Compounding					

**Date:** 01/09/2017

**Place:** Delhi

**For and on behalf of the Board of Directors  
For AUTO PINS (INDIA) LIMITED**

Sd/-  
**RAJBIR SINGH**  
 MANAGING DIRECTOR  
 DIN: 00176574  
 9 SOUTHERN AVENUE  
 MAHARANI BAGH, NEW  
 DELHI - 110065

Sd/-  
**SUBHASH JAIN**  
 DIRECTOR  
 DIN: 00176493  
 D 682 SECTOR-I DOCTOR  
 AMBEDKER NAGAR, NEW  
 DELHI - 110062

**ANNEXURE -6**

**Particulars of Conservation of energy, Technology absorption and Foreign exchange earning and outgo in terms of Section 134(3) (m) of the Act read with Rule, 8 of The Companies (Accounts) Rules,2014, forming part of the Director's Report for the year ended March 31, 2017**

**(A) CONSERVATION OF ENERGY:**

Energy conservation measures have been implemented at the office of the Company and special efforts are being put on undertaking specific conservation projects like:

**(i) The steps taken or impact on conservation of energy:** The company has taken effective steps for conservation of energy as the power is only used whenever its required and even in lunch time all the electrical apparatus are switched off to conserve the energy.

**(B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION**

**(i) Efforts made towards technology absorption:** Your Company is committed towards technology driven innovation and lays strong emphasis on inculcating an innovation driven culture within the organisation.

**(ii) Benefits derived as a result of the above efforts:** The efforts taken by your Company towards technology development and absorption helps deliver competitive advantage to your company through the introduction of new features and improvement of product performance.

**(iii) Major technology imports includes: (imported during the last three years reckoned from beginning of financial year) N.A.**

**(iv) Research and Development:**

Expenditure Incurred on research and development	2016-2017	2015-2016
NA		

**C. FOREIGN EXCHANGE EARNING & OUTGO***(in lacs)*

PARTICULARS	2017	2016
Earning in Foreign Exchange	1,47,21,129.00	19,01,610.00
Expenditure in Foreign Exchange	Nil	Nil
<b>Total</b>	<b>1,47,21,129.00</b>	<b>19,01,610.00</b>

## ANNEXURE -7

### **MANAGEMENT DISCUSSIONS & ANALYSIS REPORT**

India has emerged as one of the fastest growing economies in recent times. The global growth prospects also look positive with the main economies gradually ascending the growth ladder. The Indian economy is expected to embark on higher economic growth trajectory in FY18 owing to proactive measures taken by the government as well as favorable economic conditions expected to prevail during the course of the year. The main driving forces in FY18 would be Increased government spending in infrastructure, Pick up in private investment, Good monsoon, Expected surge in consumer spending with pent up demand being satiated. The Goods and Services Tax (GST), which has been implemented from July 1, 2017, has potential to spur the economy further. The economic outlook of the Indian economy looks positive with the country expected to grow at more than 7.5% in FY18 before moving past the 8% trajectory in FY19. Certain threats, however, prevail in terms of upside risk to inflation, increasing global commodity prices especially crude oil prices, slower growth in investment and credit, rising bad loans issue and uncertain trade prospects with appreciating rupee and uncertain global economic conditions. Globally, protectionism adopted by the US and higher interest rates by the Fed, revival in European countries and higher growth in China causing diversion of funds from India could counter the prospective growth story of the country.

### **INDIAN ECONOMY**

Indian Automotive industry has seen a positive growth across segments except Three Wheelers passenger vehicles. The Industry sold a total no. of 218.62 Lacs of all segments in the financial year April-March, 17 as against 204.69 lacs nos in the previous financial year. The Exports declined by (-) 4.50% while passenger vehicles and commercial vehicles registered a growth of 16.07% and 4.85% respectively. Exports of three wheelers and two wheelers declined by (-) 33.84% and 4.85% respectively in April-March, 17 over previous financial year. (As per report of SIAM).

### **RISK AND CONCERNS**

Future strategies of the auto companies will have to focus on increased environmental safety concerns, rising fuel prices and cost-effectiveness in the rising market competition. Innovation has to focus on increasing efficiency and reducing emissions. Customer experience will be a key factor to retain the existing ones and reach out to the new ones. After-sales service is an important aspect which will help in winning the loyalty of the consumer.

### **INDUSTRY STRUCTURE & DEVELOPMENT**

The Indian auto-components industry can be broadly classified into the organised and unorganised sectors. The organised sector caters to the Original Equipment Manufacturers

(OEMs) and consists of high-value precision instruments while the unorganised sector comprises low-valued products and caters mostly to the aftermarket category.

Over the last decade, the automotive components industry has scaled three times to US\$ 40 billion in 2015 while exports have grown even faster to US\$ 11 billion. This has been driven by strong growth in the domestic market and increasing globalisation (including exports) of several Indian suppliers.

According to the Automotive Component Manufacturers Association of India (ACMA), the Indian auto-components industry is expected to register a turnover of US\$ 100 billion by 2020 backed by strong exports ranging between US\$ 80- US\$ 100 billion by 2026, from the current US\$ 11.2 billion.

## **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.

## **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.

## **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.

## YOUR COMPANY PERFORMANCE

Your Company's performance for the year has been satisfactory. While sales have grown irrespective of non-performing loans across the banking system, especially the public sector banks and profitability of the Company is also better due to better utilization of resources. Further, exports too were higher on account of increase in sales and foreign exchange policies. This is best seen by a quick look at the financials.

## FUTURE OUTLOOK

The long-term outlook remains positive for the automotive industry with all major global players having a base in India for manufacturing, global sourcing as well as engineering. Correction in fuel prices and lower finance cost should further add domestic growth in the short to medium term. Regular product launches planned by OEMs will keep customer excitement levels up and create demand and is favourable for overall industry growth.

## FORWARD LOOKING STATEMENTS

Investors are cautioned that statements in this management discussion and analysis describing your Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied.

Important developments that could affect your Company's operations include a downtrend in the automobile industry global or domestic or both, significant changes in political and economic environment in India or key markets abroad, tax laws, litigation, labour relation and interest costs.

**For and on behalf of the Board of Directors**

**Place: Delhi**  
**Date: 01/09/2017**

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

## ANNEXURE -8

### 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.

Our Company's 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 Nomination and Remuneration Committee and the Stakeholders Relationship 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 Regulation -27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is as under:

#### **I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

*“Good corporate governance is about maximizing shareholder value on a sustainable basis while ensuring fairness to all shareholders, customers, vendor-partners, investors, employees, government and society”*

We are committed to defining, following and practising the highest level of corporate governance across all our business functions. Our corporate governance is a reflection of our value system encompassing our culture, policies and relationships with our shareholders. Integrity and transparency are key to our corporate governance practices and performance and ensure that we retain and gain the trust of our shareholders at all times.

Auto Pins (India) Limited's philosophy is to view Corporate Governance principles in true letter and genuine spirit rather than mere compliances of norms. Corporate Governance has been considered as a business strategy as this adds considerable value to the company both

internally and externally. The Corporate Governance principles implemented by the Company seeks to protect, recognize and facilitate shareholders rights and ensure timely and accurate disclosure to them.

The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and to provide the management with the strategic direction catering to exigency of long term shareholders value. It's initiatives towards adhering to highest standards of governance include self-governance, professionalization of the Board, fair and transparent processes and reporting systems and going beyond the mandated Corporate Governance code requirements of SEBI. Being a value driven organization the Company envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations including everyone it works with, the community it is in touch with and the environment it has an impact on.

## **CORPORATE GOVERNANCE FRAMEWORK**

### **IN SPIRIT AND LETTER**

Satisfy both the spirit of law and the letter of the law

### **MANAGEMENT AS A TRUSTEE**

Management is the trustee of the shareholder's capital and not the owner

### **STAKEHOLDER RELATIONSHIP**

Communicate, externally and truthfully, about how the company is run internally

### **TRANSPARENCY**

Ensure transparency and maintain a high level of disclosure

### **CORPORATE STRUCTURE**

Have a simple and transparent corporate structure driven solely by business needs

## **II. BOARD OF DIRECTORS**

### **i. Composition of the Board**

As on March 31, 2017, Auto Pins (India) Limited's Board consists of 5(Five) Directors. The Board comprises of three Independent Directors (including one Woman Director), one Executive Director and one Managing Director. The composition of the Board as on March 31, 2017 is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enjoining specified combination of Executive and Non-Executive Directors, with not less than 50 percent of the Board comprising of Independent Directors, as shown in the table below:

Category	No. of Directors	% of total No. Of Directors
Executive Directors	2	40%
Non-Executive Independent Directors (including Woman Director)	3	60%

S. No.	Name	Category
1.	Mr. Rajbir Singh	Managing Director
2.	Mr. Subhash Jain	Director
3.	Mr. Kulbir Singh	Independent Director
4.	Mr. Nand Kishore Sharma	Independent Director
5.	Ms. Shilpy Chopra	Independent Director

## ii. Directors' Attendance Record and Their Other Directorships/ Committee Memberships

As mandated by Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Director is a member of more than ten Board level Committees or Chairman of more than five Committees across companies in which he/she is a Director. Relevant details of the Board as on March 31, 2017 are given below:

## iii. Limit on the Number of Directorships

In compliance with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors on the Board of the Company does not serve as Independent Directors in more than 7 Listed Companies or in case he/she is serving as a Whole Time Director in any Listed Company, does not hold such position in more than 3 Listed Companies.

As per the information available with the Company, none of the Directors were related inter se.

## iv Maximum Tenure of Independent Directors

In accordance with Section 149(11) of the Companies Act, 2013, the current tenure of Independent Directors of the Company is for a term of 5 consecutive years from the AGM held on 31.12.2014 Up to the conclusion of AGM to be held in the calendar year 2019.

Name of the Director	Category	Attendance particulars		Name of the Directorship and Committee Membership/Chairmanship held	
		No. of Board Meetings	Last AGM Held On 26/09/2016	Other Directorship	Committee Chairmanship
Mr. Rajbir Singh	Managing Director	9	Yes	5	0
Mr. Subhash Jain	Executive Director	9	No	0	0
Mr. Kulbir Singh	Independent Director	6	Yes	0	0
Mr. Nand Kishore Sharma	Independent Director	7	Yes	0	0
Ms. Shilpy Chopra	Independent Director	6	Yes	0	0

#### v. Performance Evaluation of Independent Directors

The Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors. In compliance with the Listing Obligations, the performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of the performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever their respective term expires.

#### vi. Separate Meeting of The Independent Directors

The Independent Directors of the Company met separately on 27<sup>th</sup> May, 2016 without the presence of Non-Independent Directors and the members of management. The meeting was attended by all the Independent Directors. The meeting was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

In accordance with the Listing Obligations and Disclosure Requirements (LODR), following matters were, inter-alia, discussed in the meeting:

- Performance of Non-Independent Directors and Board as a whole.

- Performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## vii. Roles and Responsibilities of Board Members

The Company has laid down a clear policy defining the structure and role of Board Members. The policy of the Company is to have an optimum combination of executive and Non-Executive Independent Directors. The duties of Board Members as a Director have been enumerated in Section 166 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and additionally as Independent Directors as mentioned in Schedule IV of the said Act. There is a clear demarcation of responsibility and authority amongst the Board Members.

- **The Executive Directors** are responsible for implementation of corporate strategy, brand equity planning, external contacts and other management matters which are approved by the Board. They are also responsible for achieving the annual and long term business plans. Their role, inter-alia, includes:

- Crafting of vision and business strategies of the Company.
- Clear understanding and accomplishment of Board set goals.
- Responsible for overall performance of the Company in terms of revenues & profits and goodwill.
- Acts as a link between Board & Management.
- Ensure compliance with statutory provisions under multiple regulatory enactments.

➤ **Non-Executive Directors (Including Independent Directors)**

They play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter-alia, includes:

- Impart balance to the Board by providing independent judgments.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

## viii. Board Membership Criteria

The Nomination and Remuneration Committee in consultation with Directors/ others determine the appropriate characteristics, skills and experience for the Board as a whole, as well as its individual members. The selection of Board members is based on recommendations of the Nomination and Remuneration Committee.

The skill profile of Independent Board Members is driven by the key performance indicators defined by the Board, broadly based on:

- Independent Corporate Governance
- Guiding strategy and enhancing shareholders' value
- Monitoring performance, management development & compensation
- Control & compliance

## **Manner & Criteria of formal annual evaluation of Board's performance and that of its committees and Individual Directors**

In compliance with requirements of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the formal annual performance evaluation of the Board, its Committees and Individual Directors has been conducted as under:

### **A. Manner of evaluation as recommended to the Board by the Nomination and Remuneration Committee**

1. The Chairman of the Board consulted each Director separately about the performance of Board, Committees and other Directors and sought inputs in relation to the above. The Chairman then collated all the inputs and shared the same with the Board.
2. In respect of the evaluation of Chairman of the Board, the Chairman of the Nomination and Remuneration Committee collated the inputs from Directors about Chairman's performance as a Director of the Board and/or Chairman or the Member of the Board Committees and shared the same with the Board.

The Board as a whole discussed the inputs on performance of Board/Committees/Individual Directors and performed the evaluation, excluding the Director being evaluated.

### **B. Criteria of evaluation as approved by the Nomination and Remuneration Committee**

The aforesaid evaluation was conducted as per the criteria laid down by the Nomination and Remuneration Committee as follows:

<b>Performance of</b>	<b>Evaluation Criteria</b>
<b>Board as a whole</b>	<ul style="list-style-type: none"> <li>• Fulfillment of functions of the Board(for instance guiding corporate strategy, risk policy, business plans, corporate performance, monitoring Company's governance practices etc., as per the Act and SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015,</li> <li>• Number of Board Meetings held during the year.</li> </ul>
<b>Board Committees</b>	<ul style="list-style-type: none"> <li>• Fulfillment of functions of the Committee with</li> </ul>

	<p>reference to its terms of reference, the Act and SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015</p> <ul style="list-style-type: none"> <li>• Number of Committee Meetings held during the year.</li> </ul>
<b>Individual Directors</b>	<ul style="list-style-type: none"> <li>• Fulfillment of responsibilities as a Director as per the Act, SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015 and applicable Company policies and practices</li> <li>• In case of the concerned Director being Independent Director, Executive Director, Chairperson or Member of the Committees, with reference to such status and role, Board and/or Committee meetings attended, General Meetings attended.</li> </ul>

### III. 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. Nomination Committee and Remuneration Committee.
3. Stakeholders Relationship Committee.

#### 1. AUDIT COMMITTEE

In order to align with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the terms of reference of the Audit Committee is duly constituted.

During the year there were in total 5 (five) Audit Committee Meetings. The said meetings were attended by all the Committee members. Meeting of the Audit Committee held on 30<sup>th</sup> Day of May, 2017 in which the Audited Annual Accounts for the year ended 31<sup>st</sup> March, 2017 were placed before the Committee for consideration. The terms of reference of the Audit Committee includes the following:

1. To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. To recommend to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;

3. To approve the payment to statutory auditors for any other services rendered by the statutory auditors;
4. To review with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement have to be included in the Board's report.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgement by the management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Qualifications in the draft audit report.
5. To review with the management, the quarterly financial statements before submission to the board for approval;
6. To review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. To review with the management, performance of statutory and internal auditors, and monitor auditor's independence and performance and effectiveness of the audit process and adequacy of the internal control systems;
8. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
9. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
10. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
11. To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non payment of declared dividends) and creditors;
12. To approve the appointment of CFO (i.e., the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
13. To consider, suggest modification and/or recommend/approve the related party transactions of the Company;
14. To scrutinize inter corporate loans and investments;
15. To consider valuation of assets or undertaking of the Company, wherever required;

16. To evaluate internal financial controls and risk management systems;
17. To review and formulate the scope, functioning, periodicity, methodology for conducting the internal audit, in consultation with the Internal Auditor and to discuss with the internal auditors any significant findings and follow-ups there on;
18. To have the authority to investigate into any matter as included in its terms of reference or referred to it by the Board and for this purpose the Audit Committee to have power to obtain professional advice from external sources and have full access to information contained in the records of the company;
19. To review the Company's Vigil Mechanism as defined under the Whistle Blower Policy of the Company with regard to the process/ procedure prescribed for its employees and directors, to raise concerns, in confidence, about possible wrong doing in financial reporting, accounting, auditing or other related matters. To ensure that these arrangements allow independent investigation of such matters and appropriate follow up action;
20. Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or another regulatory authorities from time to time.

### Composition

The Audit Committee comprises of two Independent Directors, namely, Mr. Kulbir Singh as the Chairman of the Committee, and Mr. Nand Kishore Sharma and one Executive Director Mr. Subhash Jain as Members of the Committee.

All the recommendations as made by the Audit Committee during the year were duly accepted by the Board.

### Meetings

During the financial year 2016-17, Five (5) meetings of the Audit Committee were held, as detailed herein below. The gap between two meetings did not exceed four /months.

The details of the meetings held and the attendance thereat of the Members of the Audit Committee are as detailed here in below:

Date of meeting	ATTENDANCE		
	Mr. Kulbir Singh	Mr. Nand Kishore Sharma	Mr. Subhash Jain
27.05.2016	✓	✓	✓
10.08.2016	✓	✓	✓
01.09.2016	✓	✓	✓
10.11.2016	✓	✓	✓

14.02.2017	✓	✓	✓
------------	---	---	---

## 2)Nomination and remuneration committee

During the year under review, the terms of reference of Nomination and Remuneration Committee were expanded in order to align them with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the Nomination and Remuneration Committee includes the following:

- a. To identify and recommend to the Board, in accordance with the criteria as laid down, appointment/reappointment/removal of the Executive /Non-Executive Directors and the senior management of the Company;
- b. To formulate criteria for evaluation and evaluate the performance of every director, including the Independent Directors;
- c. To formulate the criteria for determining qualifications, positive attributes and independence of the Directors;
- d. To recommend to the Board a remuneration policy for the Directors, Key Managerial Personnel and other employees of the Company;
- e. To devise a Policy on Board Diversity of the Company;
- f. To monitor and handle any other matter relating to framing/administration of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 or any amendments thereof;
- g. Any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

### Composition

The Committee comprises of two Independent Directors namely Mr. Kulbir Singh as the Chairman of the Committee, Mr. Nand Kishore Sharma and Ms. Shilpy Chopra, as the Members of the Committee. The composition of the Nomination and Remuneration Committee is as per the provisions of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Meetings**

During the financial year 2016-17, the Committee met once. The details of the meetings held and the attendance there at of the Members of the Nomination and Remuneration Committee are as detailed herein below:

Date of meeting	ATTENDANCE		
	Mr. Kulbir Singh	Mr. Nand Kishore Sharma	Ms. Shilpy Chopra
27.05.2016	✓	✓	✓
10.08.2016	✓	✓	✓
14.02.2017	✓	✓	✓

**3) Stakeholders' Relationship Committee**

The functions of “**Stakeholders' Relationship Committee**” includes the following:

- To redress the complaints of the members and investors, related to transfer and transmission of securities, non-receipt of annual reports, dividends and other securities related matter.
- To review the requests/complaints received by the Registrar and Share Transfer Agent from the Members relating to transfer, transmission, consolidation, replacement of share certificates, issue of duplicate certificates and dematerialisation of securities certificates.
- To review the certificates and reports submitted by the Company to the Stock Exchanges under the Listing Obligations and Disclosure Requirements (LODR)/ SEBI Regulations.
- To observe the quarterly status of the number of shares in physical as well as dematerialised form.
- To review the periodicity and effectiveness of the share transfer process, statutory certifications, depository related issues and activities of the Registrar and Share Transfer Agent.
- To recommend measures for overall improvement in the quality of investors services.
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, stock Exchange or any others regulatory authorities from time to time.

**Composition**

The Committee comprises of Mr. Kulbir Singh, Independent Director as the Chairman of the Committee, Mr. Nand Kishore Sharma– Independent Director, as the Member of the Committee and Ms. Shilpy Chopra, Independent Director, as the Member of the Committee .The composition of the Stakeholders' Relationship Committee is as per the provisions of Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Meetings

During the financial year 2016-17, the Committee has met once in the year. The details of the meeting held and attendance there at of the Members of the Stakeholders' Relationship Committee are as detailed herein below:

Date of meeting	ATTENDANCE		
	Mr. Kulbir Singh	Ms. Shilpy Chopra	Mr. Nand Kishore Sharma
11.01.2017	✓	✓	✓

### COMPLAINTS / REQUESTS RECEIVED AND REDRESSED DURING FINANCIAL YEAR 2016-17

Nature of Complaint / Query	Received	Resolved	Pending
Inquiry pertaining to non receipt of shares sent for transfer	1	1	0
Dematerialization of shares/ Transmission of shares/Name deletion	0	0	0
Non Receipt of Annual Report	0	0	0
Miscellaneous queries	0	0	0

### POSTAL BALLOT

During the year under review, no resolution was passed through postal ballot. Further, no special resolution requiring postal ballot is being proposed for the ensuing AGM.

### GENERAL BODY MEETINGS

Details of last three Annual General Meetings are given below:

Financial Year	Date	Venue	Special Resolutions Passed
2015-16	26 <sup>th</sup> September, 2016 at 11:00 A.M.	2776, Pyarelal Motor Market, Kashmere Gate, Delhi - 110006	No
2014-15	31 <sup>st</sup> December,	2776, Pyarelal Motor Market,	No

	2015 at 11.00 A.M.	Kashmere Gate, Delhi - 110006	
2013-14	31 <sup>st</sup> December, 2014 at 11.00 A.M.	2776, Pyarelal Motor Market, Kashmere Gate, Delhi - 110006	No

### DISCLOSURES

**i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.**

There were no materially significant related party transactions i.e. transactions of material nature, with its promoters, directors or senior management or their relatives etc. that may have potential conflict with the interest of company at large. Transactions entered with related parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 during the financial year were mainly in the ordinary course of business and on an arm's length basis. Suitable disclosure as per the requirements of Accounting Standard 18 has been disclosed at Note No. 2.35 of the Notes forming part of the financial statements annexed herewith.

**ii. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

The Company has complied with all the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets. No penalties or strictures have been imposed on the Company by the Stock Exchange(s), SEBI or other statutory authorities relating to the above during the last three years.

**iii. Details of compliance and adoption of non-mandatory requirements**

During the financial year 2016-17, the Company has complied with all mandatory requirements of Regulation 4(2) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange and compliance with the non-mandatory requirements of this Regulation has been detailed hereunder:

**iv. Shareholder's Rights**

The quarterly, half yearly and annual financial results of the Company are published in leading Newspapers and are communicated to the Stock Exchange, as per the provisions of the Listing Obligations and Disclosure Requirements (LODR). [**Regulation 4(2)(a) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015**]

**v. Audit Qualification**

During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

**vi. Separate posts of chairperson and chief executive officer**

The listed entity may appoint separate persons to the post of chairperson and managing director or chief executive officer.

**vii. Reporting of internal auditor**

The internal auditor may report directly to the audit committee.

**Other Disclosures:**

1. *Reconciliation of Share Capital Audit*

As stipulated by SEBI, a qualified Company Secretary-in-Practice carries out a Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited (“Depositories”) and the total issued and listed capital with the Stock Exchanges. The audit confirms that the total issued/paid-up capital is in line with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with Depositories). The audit report is being submitted on quarterly basis to the Stock Exchanges.

2. *Code of Conduct for Prohibition of Insider Trading*

In compliance with the SEBI (Prohibition of Insider Trading) Regulations 1992, the Company had adopted a Code of Conduct for Prevention of Insider Trading Practices for its Directors and designated employees. The said Code laid down guidelines, which included procedures to be followed, and disclosures to be made while dealing in the shares of the Company.

3. *Code of conduct for the Board of Directors & Senior Management Personnel*

During the financial year 2016-17, the Company has revised its Code of Conduct for the Board of Directors & Senior Management Personnel of the Company, as per the provisions of Regulation 26 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. The Code requires the Directors and employees to act honestly, ethically and with integrity and in a professional and respectful manner.

4. *Secretarial Audit for Financial Year 2016-17*

M/s. Parveen Rastogi & Co., Practicing Company Secretaries, New Delhi, was appointed as a Secretarial Auditor to conduct Secretarial Audit of the Company for the financial year ended March 31, 2017, as per the provisions of Companies Act, 2013. The Secretarial Audit Report addressed to the Board of Directors of the Company forms part of this Annual Report.

5. *Certificate on Corporate Governance*

M/s. Parveen Rastogi & Co., Practicing Company Secretaries, New Delhi of the Company have certified that the Company has complied with the conditions of Corporate Governance as stipulated under Listing Regulations which forms part of this Annual Report.

## MEETING OF INDEPENDENT DIRECTORS

As required under Clause VII of Schedule IV of Companies Act, 2013 read with Regulation 25(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Independent directors of the Company shall hold atleast one meeting in a year without the attendance of non-independent directors and members of management. Accordingly a separate meeting of Independent directors was held on Friday, May 27, 2016 inter alia to discuss and review the performance of non-independent directors and the board as a whole: review the performance and to assess the quality, quantity and timeliness of flow of information. The independent directors have handed over the proceedings of the meeting to the Managing Director of the Company.

## FAMILIARIZATION OF INDEPENDENT DIRECTORS

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the listed entity shall conduct familiarization programme for independent Director aims to familiarize them with the Company, their roles, rights, responsibilities in the Company that would facilitate their active participation in managing the company. The familiarization program also extends to other Non-Executive Directors of the Company. The details are available on Company's website i.e. [www.autopinsindia.com](http://www.autopinsindia.com).

## 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 Obligations and Disclosure Requirements (LODR) 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.autopinsindia.com](http://www.autopinsindia.com). During the financial year 2016-17, the Company has duly complied with all mandatory Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

## GENERAL SHAREHOLDERS INFORMATION

### Annual General Meeting

1) **Date and Time:** 26<sup>th</sup> September 2017, 12:00 Noon

**Venue:** 2776, Pyarelal Motor Market , Kashmere Gate, Delhi -110006

### 2) **Tentative Financial**

The financial year of the Company is from April 1st to March 31<sup>st</sup> of the following year.

First Quarter Results: June

Second Quarter Results: September

Third Quarter Results: December

Fourth Quarter Results: March

- 3) **Book Closure:** Wednesday, September 20, 2017 to Tuesday, September 26, 2017
- 4) The Board of Directors have not proposed any dividend for the current Financial Year.
- 5) The Company's shares are listed at the BSE Limited, Mumbai.
- 6) Scrip Code: BSE: 531994
- 7) Company has obtained demat connectivity with both the depositories i.e. NSDL and CDSL and has been allotted ISIN INE706C01028.
- 8) Distribution of Shareholdings as on 31<sup>st</sup> March, 2017

SHARE HOLDING				
(Value)	NO. OF SHARE HOLDERS	% AGE	TOTAL (IN Rs.)	% AGE TO TOTAL
01-2500	1088	97.316	36584	0.641
2501-5000	8	0.715	27508	0.481
5001-10000	7	0.626	48678	0.852
10001-20000	4	0.357	53574	0.938
20001-30000	0	0	0	0
30001-40000	0	0	0	0
40001-50000	1	0.089	41730	0.731
50001 -100000	2	0.178	177760	3.114
100001 & above	8	0.715	5321228	93.239

### 9) Shareholding Pattern as on 31<sup>st</sup> March, 2017

Sr. No.	Particulars	No. of Holders	Holding/Shares Held	% to Capital
1	Promoters	3	3996338	70.02
2	Financial Institution	2	9690	0.17
3	Mutual Funds	1	1000	0.02
4	Individuals and others*	1112	1700034	29.79
<b>Total</b>		<b>1118</b>	<b>5707062</b>	<b>100</b>

\*Includes clearing members (Demat Transit)

10) Market Price Data during the financial year ended 31<sup>st</sup> March, 2017.

Month	High	Low
April	N.A.	N.A.
May	N.A.	N.A.
June	N.A.	N.A.
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.

**11) Registrar and Share Transfer Agent**

Link Intime India Pvt Limited

44 Community Center, 2nd Floor, Naraina Industrial Area, Phase I  
Near PVR, Naraina, New Delhi – 110028

**12) Contact information:**

Vidushi Mittal

Company Secretary & Compliance Officer

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

**13) 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.

**14) Mandatory/Non-Mandatory Requirements**

During the financial year 2016-17, the Company has duly complied with all mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

**15) Dematerialization of shares and liquidity**

As on March 31, 2017, 96.99% of the paid-up share capital of the Company was in dematerialized form. Trading in equity shares of the company is permitted only in dematerialized form through CDSL and NSDL as per notifications issued by the Securities and Exchange Board of India.

16) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity. The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments.

**17) Plant Locations**

Leaf Spring Plant, 16, Industrial Area, Faridabad-121001, Haryana

**18) Address for correspondence**

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

**Compliance on the Code of Conduct:**

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 2016-17.

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

Place: Delhi

Date: 01/09/2017

Sd/-  
RAJBIR SINGH  
MANAGING DIRECTOR  
DIN: 00176574

## PERFORMANCE EVALUATION CRITERIA OF INDEPENDENT DIRECTORS

- 1) Attending Board/Committee Meetings.
- 2) Going through the agenda papers and providing inputs in the meetings of Board/Committees.
- 3) Guidance to the Company from time to time on the various issues brought to their notice.
- 4) Discharge of duties as per Schedule IV of the Companies Act, 2013 and compliance to other requirements of the said Act or other regulatory requirements.

Moreover, the performance evaluation also based on the terms as specified in the Nomination and Remuneration Policy.

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

Place: Delhi  
Date: 01/09/2017

Sd/-  
RAJBIR SINGH  
MANAGING DIRECTOR  
DIN: 00176574

## CERTIFICATION FROM CHIEF FINANCIAL OFFICER TO THE BOARD

To

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

Dear Sir(s),

**We, Rajbir Singh, Managing Director and Rajender Singh, Chief Financial Officer of Auto Pins (India) Limited certify that:**

- (A) We have reviewed financial statements and the cash flow statement and all the notes on accounts and the Board's report for the year ended 31<sup>st</sup> March, 2017 and to the best of my knowledge and belief that:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (B) 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;
- (C) We 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.
- (D) We 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 the financial statements; and

- III. 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**

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

**Sd/-  
RAJENDER SINGH  
CHEIF FINAANCIAL OFFICER**

**Place: Delhi  
Date: 01/09/2017**

## CERTIFICATE FOR COMPLIANCE OF CORPORATE GOVERNANCE

To,  
The Members  
**AUTO PINS (INDIA) LIMITED**

We have examined the Compliance of conditions of Corporate Governance by Auto Pins (India) Limited, for the year ended March 31, 2017, as stipulated in (“Listing Obligations and Disclosure Requirements (LODR)”) of the company with the Stock Exchanges for the period April 1, 2016 to March 31, 2017 of the said company with the Stock Exchanges.

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 Obligations and Disclosure Requirements (LODR).

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.

Note: As per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (“Listing Regulations”) as referred to in Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated 2<sup>nd</sup> September, 2015 Regulation 15(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the compliance with the Corporate governance provisions as specified in regulations 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 and paras C, D and E of schedule V of Chapter IV of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 shall not apply to the company for the period April 1, 2016 to March 31, 2017.

**For Parveen Rastogi & Co.  
Company Secretaries**

**Place: New Delhi  
Date: 01/09/2017**

**Sd/-  
PARVEEN RASTOGI  
Proprietor  
C. P. No. 2883**

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF M/s AUTO PINS INDIA LIMITED

#### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statement of M/s AUTO PINS INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2017 the Statement of Profit & Loss and Cash Flow Statement for the period ended and a summary of significant accounting policies and other explanatory information.

#### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including The Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also include maintenance adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and others irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the standards on Auditing specified under Section 143(10) of the Act. 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 misstatements.

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 risks assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statement that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, 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 on the financial statements.

#### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31<sup>st</sup> March 2017, and its Profit and Cash Flow Statement for the Period ended on that date.

Cont...2/-

### Emphasis of Matter

Without qualifying our opinion, we draw attention to Note No. 2.26 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. As required by the Companies (Auditor's Report) Order, 2016 ('the order) issued by Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the 'Annexure A' statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Subsection 3 of Section 143 of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the Books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2017, from being appointed as a director in terms of sub-section2 of Section 164 of the Act.
  - f) In our opinion, the company has adequate internal financial control system and operating effectively as per the nature and size of the business.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:-
    - i) The company has disclosed the impact of pending litigations on its financial position in its financial Statement.
    - ii) The company has made provision, as required under the applicable law or accounting standard, for material foreseeable losses, if any, on long term contracts including derivative contracts.
    - iii) There had been delay in transferring old outstanding amounts, required to be transferred, to the investor Education and Protection Fund by the Company. However there is no delay in current year
    - iv) The Company has provided requisite disclosures in its financial statements dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 1.2(o) to the financial statements.

For **Sanjay Rawal & Co.**  
Chartered Accountants  
(Firm Reg. No. 012820N)

Sd/-  
**(SANJAY RAWAL)**  
Partner  
Membership No.: 088156  
Place: New Delhi  
Dated: 30.05.2017

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) Assets have been physically verified by the Management during the period .No material discrepancies were noticed on such Verification.  
(c) According to the information provided to us, title deeds of all immovable property are in the name of the company except land at Kanpur (Gross Value Rs. 3,500)
- ii) The inventory has been physically verified by the management at reasonable intervals during the period, In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii) In our opinion and according to the information and explanations given to us, the company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnership and other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- iv) According to information and explanation provided to us, the company has not granted any loans, investments, guarantees, and security to the parties covered under section 185 and 186 of the Companies Act, 2013.
- v) The company has not accepted any deposits from the public in accordance with the provisions of sections 73 to 76 of the Act and the rules framed there under.
- (vi) 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 sub section 1 of Section 148 of the Act, 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.
- (vii) (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Excise duty, Value Added Tax, Cess, Professional Tax and other material statutory dues, as applicable, with the appropriate authorities.
- Accordingly to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, professional tax and other material statutory dues were in arrears as at 31<sup>st</sup> march 2017 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no material dues of Income Tax, Sales Tax, Value Added Tax, Service Tax, Duty of Customs, Duty of Excise which have not been deposited with the appropriate authorities on account of any dispute as at 31<sup>st</sup> March 2017.
- (viii) In our opinion and according to the information and explanations given to us, the company has not default in payment of any loans or borrowings from any financial institution, Bank, Government or debenture holders.
- ix) According to the information & explanation given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loan. Accordingly the provision of clause 3(ix) of the order is not applicable to the company.
- x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the company or no fraud on the company by its officers or employees has been noticed or reported during the period.
- xi) According to the information & explanation given to us, the company has paid managerial remuneration as defined by the provisions of the section 197 read with schedule V of the Companies Act, 2013.
- xii) In our opinion and according to the information & explanation given to us, the company is not a Nidhi company. Hence the provision of clause 3(xii) of the order is not applicable to the company.
- xiii) According to the information and explanation given to us and based on our examinations of the records of the Company during the period, the company has entered into transactions with related parties in compliance with the provisions of the sections 177 & 188 of the Companies Act, 2013. The details of such transactions have been properly

disclosed in the notes to the Financial Statements as required under Accounting standard 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014..

- xiv) According to the information & explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period under review.
- xv) According to the information & explanation given to us, the company has not entered into any non-cash transaction with directors or any person connected with him. Accordingly the provision of clause 3(xv) of the order is not applicable to the company.
- xvi) In our opinion and according to the information & explanation given to us, the company is not required to be registered under section 45-IA of the Reserves Bank of India Act, 1934. Accordingly the provision of clause 3(xvi) of the order is not applicable to the company.

**For Sanjay Rawal & Co.  
Chartered Accountants  
(Firm Reg. No. 012820N)**

**Sd/-  
(SANJAY RAWAL)  
Partner**

Place: New Delhi  
Dated: 30.05.2017

### BALANCE SHEET AS AT 31st MARCH 2017

Particulars	Note No	As at 31st March,2017 (Rs.)	As at 31st March,2016 (Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(A) Share Capital	2.01	57070620.00	57070620.00
(B) Reserves & Surplus	2.02	-19796410.00	-21506751.00
		<b>37274210.00</b>	<b>35563869.00</b>
<b>(2) Non-Current Liabilities</b>			
(A) Long-Term Borrowings	2.03	6274290.00	5000000.00
		<b>6274290.00</b>	<b>5000000.00</b>
<b>(3) Current Liabilities</b>			
(A) Short Term Borrowings	2.04	13959147.00	16394512.00
(B) Trade Payables		7328930.00	7362720.00
(C) Other Current Liabilities	2.05	24512267.00	19121194.00
(D) Short Term Provisions	2.06	402626.00	208261.00
		<b>46202970.00</b>	<b>43086687.00</b>
		<b>89751470.00</b>	<b>83650556.00</b>
<b>II.Assets</b>			
<b>(1) Non-Current Assets</b>			
<i>(A) Fixed assets</i>			
(i) Tangible assets	2.07	27921389.00	24091910.00
(B) Non Current Investments	2.08	274500.00	274500.00
(C) Long Term Loans & Advances	2.09	852495.00	807645.00
		<b>29048384.00</b>	<b>25174055.00</b>
<b>(2) Current Assets</b>			
(A) Inventories	2.10	48696230.00	49049480.00
(B) Trade Receivables	2.11	7387519.00	3917223.00
(C) Cash and Cash equivalents	2.12	1632444.00	1439144.00
(D) Short Term Loans & Advances	2.13	2463203.00	4050133.00
(E) Other Current Assets	2.14	523690.00	20521.00

# Auto Pins India Limited

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60703086.00

58476501.00

89751470.00

83650556.00

Accounting Policies and Notes to the Accounts

1 - 2.46 0.00

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 00176493

PLACE: NEW DELHI

DATED: 30.05.2017

Sd/-

C.F.O  
RAJENDER SINGH

Sd/-

COMPANY SECRETARY  
VIDUSHI MITTAL

**Note: Figures of the Financial Year 31.3.2016 is only for the three quarters i.e.1.7.15 to 31.3.16 because earlier the financial year of the Company was from 1<sup>st</sup> July to 30<sup>th</sup> June, which was changed to 1<sup>st</sup> April to 31<sup>st</sup> March in its Board Meeting dated 5<sup>th</sup> February, 2016.**

### STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31st MARCH, 2017

	Particulars	Note No	Figures as at 31st March,2017 (Rs.)	Figures as at 31st March,2016 (Rs.)
I	Revenue From Operations	2.15	134776223.00	82835456.00
II	Other Income	2.16	119285.00	5409165.00
III	<b>Total Revenue (I +II)</b>		<b>134895508.00</b>	<b>88244621.00</b>
IV	<u>Expenses:</u>			
	Cost Of Materials Consumed	2.17	65090797.00	37498937.00
	Changes In Inventories Of Finished Goods, Work-In-Progress / Stores & Spares	2.18	2329175.00	12193748.00
	Employee Benefit Expense	2.19	17367207.00	11410484.00
	Financial Costs	2.20	1017921.00	298910.00
	Depreciation & Amortisation Expenses	2.21	2266882.00	1334026.00
	Other Expenses	2.22	44710559.00	29057993.00
	<b>Total Expenses</b>		<b>132782541.00</b>	<b>91794098.00</b>
V	Profit Before Exceptional & Extraordinary Items & Tax (III-IV)		2112967.00	-3549477.00
VI	Exceptional Items		0.00	0.00
VII	Profit Before Extraordinary Items & Tax (V - VI)		2112967.00	-3549477.00
VIII	Extraordinary Items			
IX	Profit Before Tax		2112967.00	-3549477.00
X	Tax Expense:			
	(1) Current Tax		402626.00	208261.00
	(2) Deferred Tax		0.00	0.00
XI	Profit(Loss) From The Period From Continuing Operations (IX-X)		1710341.00	-3757738.00
XII	Profit/(Loss) From Discontinuing Operations			

XIII	Tax Expense Of Discounting Operations			
XIV	Profit/(Loss) from Discontinuing Operations (XII - XIII)			
XV	Profit/(Loss) For The Period (XI + XIV)		<b>1710341.00</b>	<b>-3757738.00</b>
XVI	Earning Per Equity Share:			
	(1) Basic	2.32	<b>0.30</b>	<b>-0.66</b>
	(2) Diluted	2.32	<b>0.30</b>	<b>-0.66</b>
	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**

**For AUTO PINS (INDIA) LIMITED**

**Sd/-**

**Rajbir Singh**

**MANAGING DIRECTOR**

**DIN 00176574**

**Sd/-**

**SUBHASH JAIN**

**DIRECTOR**

**DIN 00176493**

PLACE: NEW DELHI

DATED: 30.05.2017

**Sd/-**

**C.F.O**

**RAJENDER SINGH**

**Sd/-**

**COMPANY  
SECRETARY**

**VIDUSHI MITTAL**

**Note: Figures of the Financial Year 31.3.2016 is only for the three quarters i.e.1.7.15 to 31.3.16 because earlier the financial year of the Company was from 1<sup>st</sup> July to 30<sup>th</sup> June, which was changed to 1<sup>st</sup> April to 31<sup>st</sup> March in its Board Meeting dated 5<sup>th</sup> February, 2016.**

### CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st March 2017

	CURRENT YEAR	PREVIOUS YEAR (Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before Tax and extraordinary items	2112967	-3549477
Adjustment for		
Depreciation	2266882	1334026
Finance Charges	1017921	298910
Operating Profit Before Working Capital Changes	5397770	-1916541
Adjustment for		
Trade & other Receivable	-2431385	-1477960
Inventories	3,53,250	9791100
Trade Payable	53,57,283	-833696
Cash generated from operations	8676918	5562903
Direct Taxes	(2,08,261.00)	0
Finance Charges	-1017921	-298910
Cash Flow before extraordinary items	7450736	5263993
Extra ordinary items		0
Net Cash from operating activities	7450736	5263993
<b>B CASH FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-6096360	-4293492
Net Cash from Investing activities	-6096360	-4293492
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Share Capital	-	0
Net Proceeds from Borrowing	(11,61,075)	-1481673
Refund of Share Application Money	-	0
Net Cash from Financing Activities	-1161075	-1481673
Net Increase in Cash & Cash Equivalents	193301	-511172

Cash & Cash Equivalents

(Opening Balance) 14,39,144 1950316

Cash & Cash Equivalents

(Closing Balance) 1632445 1439144

Note : Figures in (-) represent outflows.

as per our report of even date

For SANJAY RAWAL & Co.

For and On behalf of the Board

Chartered Accountants

FIRM REGN NO.012820N

Sd/-

Sd/-

VIDUSHI MITTAL

RAJBIR SINGH

Sd/-

COMPANY  
SECRETARY

MANAGING  
DIRECTOR

(SANJAY RAWAL)

DIN 00176574

Partner

M.NO. 088156

Place : Delhi

RAJENDER SINGH

SUBHASH JAIN

Date : 30.05.2017

C.F.O

Director

DIN 00176493

**Note: Figures of the Financial Year 31.3.2016 is only for the three quarters i.e.1.7.15 to 31.3.16 because earlier the financial year of the Company was from 1<sup>st</sup> July to 30<sup>th</sup> June, which was changed to 1<sup>st</sup> April to 31<sup>st</sup> March in its Board Meeting dated 5<sup>th</sup> February, 2016.**

### NOTES TO BALANCE SHEET

Figures as at 31st March, 2017

Figures as at 31st March, 2016

#### 2.01 SHARE CAPITAL

##### Authorised

70,00,000 (70.00,000) Equity Shares Of Rs. 10/- Each	70000000.00	70000000.00
	70000000.00	70000000.00

##### Issued Subscribed & Paid up 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 period are given below:

	Current Period		Previous Period	
	Number	Rs.	Number	Rs.
Equity Shares outstanding at the beginning of the period	5707062	57070620.00	5707062	57070620.00
Add: Equity Shares issued during the period	0	0.00	0	0.00
Less: Equity Shares bought back/redeemed during the period	0	0.00	0	0.00
Equity Shares outstanding at the end of the period	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 31st March 2017		As at 31st March 2016	
	No. of Shares	Percentage	No. of Shares	Percentage

#### HOLDING COMPANY

Mystic Woodart Private Limited	3152500	55.24%	3152500	55.24%
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### OTHERS

Rajbir Singh	838728	14.70%	838728	14.70%
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(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.

	Figures as at 31.03.2017 (Rs.)	Figures as at 31.03.2016 (Rs.)
<b>2.02 RESERVE &amp; SURPLUS</b>		
<b>Profit &amp; Loss Account</b>		
Opening Balance	-21506751.00	-20021946.00
Profit After Tax Transferred from Statement of Profit & Loss	1710341.00	-3757738.00
Less: Transfer Due To Fixed Assets/depreciation		2272933.00
Closing Balance	<b>-19796410.00</b>	<b>-21506751.00</b>

### 2.03 LONG TERM BORROWINGS

#### SECURED

HDFC Bank- Innova car Loan	734290	0.00
<b>UNSECURED</b>		
Loan From Body Corporate- Interest Bearing	5540000	5000000.00
	<b>6274290.00</b>	<b>5000000.00</b>

### 2.04 SHORT TERM BORROWINGS

#### UNSECURED

ICICI Bank OD A/c	279963	2396692.00
HDFC Bank Loan	654992	646745.00
- Due to Directors in Current A/c- Interest Free	13024192.00	13351075.00
	<b>13959147.00</b>	<b>16394512.00</b>

### 2.05 OTHER CURRENT LIABILITIES

Current Maturity of Long Term Debt	407528.00	0.00
Expenses Payable	2085987.00	2904098.00

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Statutory Liabilities Payable	1788617.00	626838.00
Advance for Supplies/ Capital/ Inventories/dealership	18730135.00	15590258.00
Security Deposit by customers	1500000	0.00
	<b>24512267.00</b>	<b>19121194.00</b>

## 2.06 SHORT TERM PROVISIONS

Provision for Income Tax	402626.00	208261.00
	<b>402626.00</b>	<b>208261.00</b>

## 2.08 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. 121200 (400 shares @303)	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

## 2.09 LONG TERM LOAN AND ADVANCES

### UNSECURED -CONSIDERED GOOD

Security Deposit	852495.00	807645.00
	<b>852495.00</b>	<b>807645.00</b>

## 2.10 INVENTORIES

### AT COST OR MARKET PRICE WHICH EVER IS LOWER

Finished Goods/ WIP-Loose Leaf Spring-Iron & Steel	29144745.00	31473920.00
Raw material - Iron & Steel	6945247.00	7684252.00
Packing Material	1214547.00	497385.00
Stores and Spares	11391691.00	9393923.00
	<b>48696230.00</b>	<b>49049480.00</b>

## 2.11 TRADE RECEIVABLES

### UNSECURED -CONSIDERED GOOD

More Than Six Month	356411	19227.00
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Less Than Six Month

7031108

3897996.00

**7387519.00**

**3917223.00**

### 2.12 CASH AND CASH EQUIVALENT

Balance with Bank in Current Account

1545512.00

665328.00

Fixed Deposit (Bank Guarantee/ Margin Money)

0.00

440052.00

Cash In Hand

86932.00

333764.00

**1632444.00**

**1439144.00**

### 2.13 SHORT TERM LOAN AND ADVANCES

#### UNSECURED -CONSIDERED GOOD

Loans and Advances - Advance to Supplier

961016.00

1476757.00

Earnest Money Deposit

59825.00

209825.00

VAT/Excise Duty Recoverable

1442362.00

2363551.00

**2463203.00**

**4050133.00**

### 2.14 OTHER CURRENT ASSETS

Advance Income Tax

450000.00

0.00

Prepaid Exp

32229.00

0.00

Tax Deducted at Source

41461.00

20521.00

**523690.00**

**20521.00**

### 2.07 Fixed Assets

#### DEPRECIATION CHART

PARTICULARS	GROSS BLOCK			DEPRECIATION						NET BLOCK		
	AS ON 01.04.2016	Additions during the period	SALE/Transfer	Total Upto 31.03.2017	Upto 31.03.2016	Adjusted on Sale/Trf	Rate Of Depreciation	For the period	Transfer to reserve	Total Upto 31.03.2016	WDV As on 31.03.2017	WDV As on 31.03.2016
<b>I. TANGIBLE ASSETS</b>												
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	216927391.00	4219754.00	0.00	221147145.00	195905787.00	0.00		1659560.00	0.00	197565347.00	23581800.00	21021605.00
Building	8418391.00	0.00	0.00	8418391.00	6926529.00	0.00		107315.00	0.00	7033844.00	1384547.00	1491862.00
Furniture & Fixtures	1320715.00	33538.00	0.00	1354253.00	1261704.00	0.00		727.00	0.00	1262431.00	91822.00	59011.00
Motor Vehicle	6039580.00	1651096.00	0.00	7690676.00	5922039.00	0.00		255920.00	0.00	6177959.00	1512719.00	117543.00
Type Writer & Office Equipments	1344567.00	0.00	0.00	1344567.00	1313281.00	0.00		0.00	0.00	1313281.00	31286.00	31286.00
Fire Extinguishers	101167.00	0.00	0.00	101167.00	99298.00	0.00		0.00	0.00	99298.00	1869.00	1869.00
Air Conditioner & Coolers	1145928.00	50293.00	0.00	1196221.00	1115963.00	0.00		27479.00	0.00	1143442.00	52779.00	29965.00
Library	81233.00	0.00	0.00	81233.00	76606.00	0.00		0.00	0.00	76606.00	4627.00	4627.00
Laboratory Equipments	309243.00	0.00	0.00	309243.00	297365.00	0.00		0.00	0.00	297365.00	11878.00	11878.00
Electrical Installatio	3722069.00	0.00	0.00	3722069.00	3650978.00	0.00		0.00	0.00	3650978.00	71091.00	71091.00

n

Computer	30842 64.00	1416 79.00	0.00	32259 43.00	28380 79.00	0.00	1208 30.00	0.00	2958909. 00	26703 4.00	24618 5.00
Tube Well	38369. 00	0.00	0.00	38369. 00	38065. 00	0.00	0.00	0.00	38065.00	304.0 0	304.0 0
Dies & Tools	95190 88.00	0.00	0.00	95190 88.00	87431 28.00	0.00	9505 1.00	0.00	8838179. 00	68090 7.00	77595 8.00
<b>TOTAL TANGIB LE</b>	25228 0731.0 0	6096 360.0 0	0.00	25837 7091.0 0	22818 8822.0 0	0.00	2266 882.0 0	0.0	23045570 4.00	27921 389.0 0	24091 910.0 0
<b>II. INTANG IBLE ASSETS</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>TOTAL INTANG IBLE</b>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>TOTAL CURRE NT PERIOD (I+II)</b>	25228 0731.0 0	6096 360.0 0	0.00	25837 7091.0 0	22818 8822.0 0	0.00	2266 882.0 0		23045570 4.00	27921 389.0 0	24091 910.0 0
<b>TOTAL PREVIO US YEAR</b>	24798 7239.0 0	4293 492.0 0	0.00	25228 0731.0 0	22912 7730.0 0	0.00	1334 026.0 0	0.00	22818882 3.00	24091 910.0 0	18859 511.0 0

	Figure as at 31.03.2017	Figure as at 31.03.2016
<b>2.15 REVENUE FROM OPERATIONS</b>		
Sales - Loose Leaf Spring- Iron & Steel	149880230.00	92747441.00
Less: Excise Duty	15104007.00	9911985.00
	<b>134776223.00</b>	<b>82835456.00</b>
<b>2.16 OTHER INCOME</b>		
Interest Received	60895.00	76107.00
Duty Drawback	58390.00	0.00
Interest on Income Tax Refund	0.00	509.00
Misc. Receipt	0.00	8564.00
Balance Written Back	0.00	5323985.00
	<b>119285.00</b>	<b>5409165.00</b>
<b>2.17 COST OF MATERIALS CONSUMED</b>		
Opening Stock - Iron & Steel	7684252.00	5945842.00
Add: Purchase - Iron & Steel	64351792.00	39237347.00
Less: Closing Stock - Iron & Steel	6945247.00	7684252.00
	<b>65090797.00</b>	<b>37498937.00</b>
<b>2.18 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS</b>		
Opening Stock of Loose Leaf Spring Iron & Steel	31473920.00	43667668.00
Closing Stock of Loose Leaf Spring Iron & Steel	29144745.00	31473920.00
	<b>2329175.00</b>	<b>12193748.00</b>
<b>2.19 EMPLOYEES BENEFIT</b>		
Salaries and Amenities to Staff	10673142.00	5837207.00
Director Salary	2100000.00	1425000.00
Wages and Amenities to Worker	4594065.00	3401141.00
Technical Staff Salary	0.00	747136.00

### 2.20 FINANCIAL COST

Bank Charges	49362.00	133682.00
Finance Charges (Interest on Loan)	968559.00	131028.00
Processing Fees	0.00	34200.00
	<b>1017921.00</b>	<b>298910.00</b>

### 2.21 DEPRECIATION & AMORTISATION EXPENSES

Depreciation Expenses	2266882.00	1334026.00
	<b>2266882.00</b>	<b>1334026.00</b>

### 2.22 OTHER EXPENSES

#### (1) ADMINISTRATION EXPENSES

Audit fee	129377.00	125000.00
Legal exp. and Filing Fee	735505.00	98100.00
Machinery repair/maintenance	1815545.00	474451.00
Balance written off	0.00	3726.00
Postage, Telegram and Telephone	391264.00	234547.00
Insurance exp	26596.00	6416.00
Printing and Stationery	313336.00	203127.00
Rent, Rates & Taxes	3305337.00	4198262.00
Service Tax Paid on RCM	65894.00	82941.00
Interest Paid on, TDS, Excise & Service Tax	31060.00	10890.00
Interest Paid on Income Tax	7859.00	0.00
Sales Tax Demand Paid	1775417.00	0.00
	<b>8597190.00</b>	<b>5437460.00</b>

#### (2) MANUFACTURING EXPENSES

Consumable stores consumed	7788155.00	4382285.00
Job Work	93475.00	23100.00
Oil & Lubricants consumed	12039448.00	6886976.00
Power and fuel consumed	8124587.00	6519560.00
	<b>28045665.00</b>	<b>17811921.00</b>

#### (3) SELLING EXPENSES

Advertisement & Exhibition exps	600598.00	620127.00
Commission on sales	439352.00	0.00
Packing and forwarding	302794.00	791034.00

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Rent Gowahati	329000.00	145000.00
Rebate and Discount (Net)	6395960.00	4252451.00
	<b>8067704.00</b>	<b>5808612.00</b>
<b>TOTAL (1) + (2) + (3)</b>	<b>44710559.00</b>	<b>29057993.00</b>

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

**a) Details of Related Parties-**

S. No.	Relationship	Name of Related Parties
1	Key Managerial Personnel	1) Mr.Rajbir Singh
2	Associate enterprise	1) Analysis Securities Pvt. Ltd.
3	Enterprise having control over Reporting Enterprise	1) Mystic Wood Art Pvt Ltd.( Holding Co.)
4	Enterprise which are under control of KMP	1) Almora Tourism Pvt. Ltd 2) Blue Pine Exports Pvt Ltd 3) Munsiyari Steel Works Pvt. Ltd. 4) Sirocco Pressing Pvt Ltd

**b) Transactions and disclosure in respect of material transactions with related parties during the period**

S.No	Nature of Transactions	Key Managerial Personnel	Associate Enterprise	Enterprise which are under control of KMP	Enterprise having control over Reporting Enterprise
------	------------------------	--------------------------	----------------------	---	---

**(I) Transactions during the period**

**1 Amount Received in Current Account**

Mr. Rajbir Singh C/A	Rs - 3,26,883.00 (Rs.44,32,357.00)	Rs - 3,26,883.00 (Rs.44,32,357.00)
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**2 Remuneration paid to Key Managerial Personnel**

**Mr. Rajbir Singh**

Salary	Rs. 21,00,000.00 (Rs. 14,25,000.00)
--------	--

	P.F.	Rs. 16,200.00 (Rs. 16,200.00)	Rs. 21,16,200.00 (Rs. 14,41,200.00)	
3	<u>Amount Paid/ Written Back</u>			
	Analysis Securities Pvt Ltd	Rs. NIL (Rs. 43,08,889.00)		Rs. NIL (Rs. 43,08,889.00 )
4	<u>Advances Received</u>			
	1) Almora Tourism Pvt. Ltd	NIL (Rs.20,00,000.00)		NIL (Rs.20,00,000.00 )
	2) Blue Pine Exports Pvt Ltd	NIL (Rs.55,75,000.00)		NIL (Rs.55,75,000.00 )
	3) Munsiyari Steel Pvt. Ltd.	NIL (Rs.32,00,000.00)		NIL (Rs.32,00,000.00 )
	4) Sirocco Pressing Pvt Ltd	Rs. 17469899.00 (Rs12,63,760.00)		Rs. 17469899.00 (Rs12,63,760.00)
	5) Mystic Wood Art Pvt Ltd	NIL (Rs. 24,38,000.00)		NIL (Rs. 24,38,000.00 )
	<u>Advances Repaid</u>			
	1) Sirocco Pressing Pvt Ltd	Rs. 5560012.00 (Rs. 1,47,38,760.00)		Rs. 5560012.00 (Rs. 1,47,38,760.00)
	2) Blue Pine Exports Pvt Ltd	Rs. 55,75,000.00 (Rs. NIL)		Rs. 55,75,000.00 (Rs. NIL)
	3) Munsiyari Steel Pvt. Ltd.	Rs. 32,00,000.00 (Rs. NIL)		Rs. 32,00,000.00 (Rs. NIL)
	4) Almora Tourism Pvt. Ltd	Rs. 20,00,000.00 (Rs. NIL)		Rs. 20,00,000.00 (Rs. NIL)
	5) Mystic Wood Art Pvt Ltd	Rs. 24,38,000.00 (Rs. NIL)		Rs. 24,38,000.00 (Rs. NIL)
(II)	<b>Balances as at end of the period</b>			
1	<u>Director Current Account</u>	Rs. 1,30,24,192.00 (Rs.1,33,51,075.00)	Rs. 1,30,24,192.00 (Rs.1,33,51,075.00 )	

2

Advances  
Received/  
Repaid

1) Almora Tourism Pvt. Ltd	Rs. Nil (Rs.20,00,000.00)	Rs. Nil (Rs.20,00,000.00 )	
2) Blue Pine Exports Pvt Ltd	Rs. Nil (Rs.55,75,000.00)	Rs. Nil (Rs.55,75,000.00 )	
3) Munsiyari Steel Pvt. Ltd.	Rs. Nil (Rs.32,00,000.00)	Rs. Nil (Rs.32,00,000.00 )	
4) Sirocco Pressing Pvt Ltd	Rs. 1,19,09,887.00 (Rs. NIL)	Rs. 1,19,09,887.00 (Rs. NIL)	
5) Mystic Wood Art Pvt Ltd	Rs. Nil (Rs. 24,38,000.00)		Rs. Nil (Rs. 24,38,000.00 )

## 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: DL34300DL1975PLC007994. The company is engaged in Manufacturing and Trading of Loose Leaf Springs, Iron & Steel .

### 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 notified under the relevant provisions of the Companies Act, 2013 (the “Act”).

#### 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. Depreciation is provided on Prorata basis on Straight line method on Plant & Machinery and Written Down Value Method for all other remaining assets at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013.

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) Cash Flow Statement**

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

**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 restated 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 loose leaf spring, Iron & steel 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) Specified Bank Note**

During the year, the Company had specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The detail of Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December 2016, the denomination-wise SBNs and other notes as per the notification are as follows:-

	Specified Bank Notes (SBN)	Other Denomination Note	Total
Closing cash in hand as on 08-11-2016	0.00	55,273.00	55,273.00
Add: Permitted Receipts	0.00	6,01,776.00	6,01,776.00
Less: Permitted Payments	0.00	5,96,414.00	5,96,414.00
Less: Amount Deposited in Bank	0.00	0.00	0.00
Closing cash in hand as on 30-12-2016	0.00	60,635.00	60,635.00

**p) 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 PERIOD</u> (Rs.)	<u>PREVIOUS PERIOD</u> (Rs.)
2.23 Contingent Liabilities, not provided for		
a) Bank Guarantee	0.00	4,00,000.00
b) Sales Tax	0.00	5,25,00,000.00
2.24 Managing Director's Remuneration:		
Salary	21,00,000.00	14,25,000.00
Perquisites	NIL	NIL
Contribution to Provident Fund	16,200.00	16,200.00
2.25 Balances grouped under Sundry Debtors, Advance from Customers, Sundry Creditors and Loans and Advances, Other Liabilities are subject to reconciliation and confirmation.		
2.26 No Provision has been made for leave salary and gratuity of employee (amount unascertained), and the same shall be accounted for on cash basis.		
2.27 Provision has been made for Income tax for the Current Period.		
2.28 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.		
2.29 The Stocks have been taken as per inventories taken valued and certified by the management of the company.		
2.30 There was no outstanding due to entities covered under Micro, Small and Medium Enterprises Development Act, 2006 as on 31/03/2017.		
2.31 Sundry Debtors/Creditors/Advances/Liabilities Balance are written off/back as approved by the management.		
2.32 Earnings Per Share:	<u>Current Period</u>	<u>Previous Period</u>
a) Net Profit / (Loss)	1710341.00	(3757738.00)
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.)	0.30	(0.66)
2.33 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 its 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.		
2.34 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.		
2.35 Disclosures as per Accounting Standard 18 "Related Party disclosure" issued by the Institute of Chartered Accountants of India is annexed herein in Annexure –I.		
2.36 In accordance with accounting standard 22 "Accounting for Taxes on Income" issued by the ICAI, deferred tax Liabilities based on depreciation differences as on 31/03/2017 is adequately covered by deferred tax assets based on the benefits of unabsorbed depreciation, etc. those are available to the company as at 31/03/2017 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.		

2.37 Value of Consumption of Imported and Indigeneous Raw Material

	<u>Current Period</u>		<u>Previous Period</u>	
	Value	%age	Value	%age
Indegenious	65090797.00	100 %	37498937.00	100 %
Imported	NIL		NIL	

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

2.39 Expenditure in Foreign Currency  
Current Period : - NIL.  
Previous Period :- NIL

2.40 Earning in Foreign Currency for exports : -  
Current Period : - Export of Goods Rs. 14721129.00  
Previous Period :- Export of Goods Rs. 1901610.00

2.41 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

2.42 Following Bank Balances are subject to confirmation / reconciliation if any. However there is no transaction during the year in the present case.

<u>Current Accounts</u>	<u>Rupees</u>
Canara Bank—Dividend A/c	<u>403734</u>

2.43 Secured / Unsecured loans are subject to confirmation from the concerned parties.

2.44 Previous year's figure has been re-grouped / re- arranged whenever necessary to conform to current's year classification.

2.45 Figure for previous period being of 9 months are not comparable with the figure of current period being of 12 months.

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

**Sd/-**  
**RAJENDER SINGH**  
C.F.O.

**Sd/-**  
**VIDUSHI MITTAL**  
COMPANY SECRETARY

**Place: New Delhi**  
**Date: 30.05.2017**

## AUTO PINS (INDIA) LIMITED

**REGISTERED OFFICE:** 2776, Pyarelal Motor Market, Kashmere Gate, Delhi-110006

**Tel.:** (91)-11-23978748

**CIN:** L34300DL1975PLC007994

**Email Id:** [autopins@vsnl.com](mailto:autopins@vsnl.com)

**Website:** [www.autopinsindia.com](http://www.autopinsindia.com)

### 42<sup>ND</sup> ANNUAL GENERAL MEETING, TUESDAY, SEPTEMBER 26, 2017

#### ATTENDANCE SLIP

I/we hereby confirm and record my/our presence at the 42<sup>nd</sup> Annual General Meeting of AUTO PINS (INDIA) LIMITED to be held on Tuesday, September 26, 2017, at 12:00 Noon IST at the Registered Office of the company 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 (EVSU)	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
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Note: Please read the instructions printed under the Note to the Notice of 42<sup>nd</sup> AGM dated September 26<sup>th</sup>, 2017. The Voting period starts on 23<sup>rd</sup> September, 2017 at 9:00 a.m. and will end on 25<sup>th</sup> September, 2017 at 5:00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

## AUTO PINS (INDIA) LIMITED

**REGISTERED OFFICE:** 2776, Pyarelal Motor Market, Kashmere Gate, Delhi-110006

**Tel.:** (91)-11-23978748

**CIN:** L34300DL1975PLC007994

**Email Id:** [autopins@vsnl.com](mailto:autopins@vsnl.com)

**Website:** [www.autopinsindia.com](http://www.autopinsindia.com)

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### Form 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 42<sup>nd</sup> Annual General Meeting of the Company to be held on Tuesday, 26<sup>th</sup> September, 2017 at 12:00 Noon IST at the registered office of the company 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
	<b>ORDINARY RESOLUTIONS</b>		
1.	To receive, consider and adopt the Audited Financial Statement (Balance Sheet, Profit & Loss Account and Cash Flow Statement along with Annexures) as at 31 <sup>st</sup> March, 2017 together with the reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mr. Subhash Jain (DIN: 00176493) who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint Auditors in place of retiring auditor M/s Sanjay Rawal & Co., Chartered Accountants and fix their remuneration.		
	<b>SPECIAL BUSINESS</b>		
4.	To ratify the remuneration of the Cost Auditor of the company for the Financial Year 2017-18		
5.	To Regularise Mr. Ravi Kumar as the Director of the Company		

6.	To appoint Mr. Ravi Kumar as an Independent Director having DIN: 07914338		
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Affix  
Revenue  
Stamp of  
Rs. 1/-

**Sign across revenue stamp**

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

\_\_\_\_\_

(Signature of the Shareholder)

\_\_\_\_\_

(Signature of the first proxy holder)

(Signature of the third proxy holder)

(Signature of the second 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.**

**Form No. SH-13  
Nomination Form**

*[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]*

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

I/We ..... the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

(2) PARTICULARS OF NOMINEE/S —

Name		Date of Birth	DD/MM/YYYY
Father's/Mother's/Spouse's name		Occupation	
Address		Nationality	
PIN Code			
Relationship with the security holder		Phone No.	
E-mail id		Mobile No.	
Signature of Nominee		IT PAN /Others	

(3) IN CASE NOMINEE IS A MINOR—

Name		Date of Birth	DD/MM/YYYY
Name of guardian:		Date of attaining majority	DD/MM/YYYY
Address of guardian		Relationship with Minor	

Name of Security Holder(s)	Signature
1.	
2.	
3.	

Witness	Signature
Name:	
Address:	

**Place:**

**Date:**

**Please fill this Nomination form in Duplicate after carefully reading the instructions given below:**

1. The Nomination can be made by individuals only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in “duplicate” should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s. Auto Pins (India) Limited, Address: 2776 Pyarelal Motor Market, Kashmere Gate, Delhi - 110006. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
7. The shareholder[s] can Cancellation or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
8. Nomination stands cancelled whenever the shares in the given folio are transferred /dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. A copy of photo identity proof (like PAN/Passport) of nominee is required.

**FOR OFFICE USE ONLY**

<b>Nomination Registration No.</b>	<b>Date of Registration</b>	<b>Signature of Employee with Code No.</b>

## Form No. SH-14

**Cancellation or Variation of Nomination**  
**[Pursuant to sub-section (3) of section 72 of the Companies Act,**  
**2013 and rule 19(9) of the Companies (Share Capital and**  
**Debentures) Rules 2014]**

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

I/We hereby cancel the nomination(s) made by me/us in favour of..... (name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place of ..... as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied )**

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

**(2) (a) PARTICULARS OF THE NEW NOMINEE:**

- i. Name:
- ii. Date of Birth:
- iii. Father's/Mother's/Spouse's name:
- iv. Nationality:
- v. Address:
- vi. E-mail id:
- vii. Relationship with the Security holder:

**(b) IN CASE NEW NOMINEE IS A MINOR--**

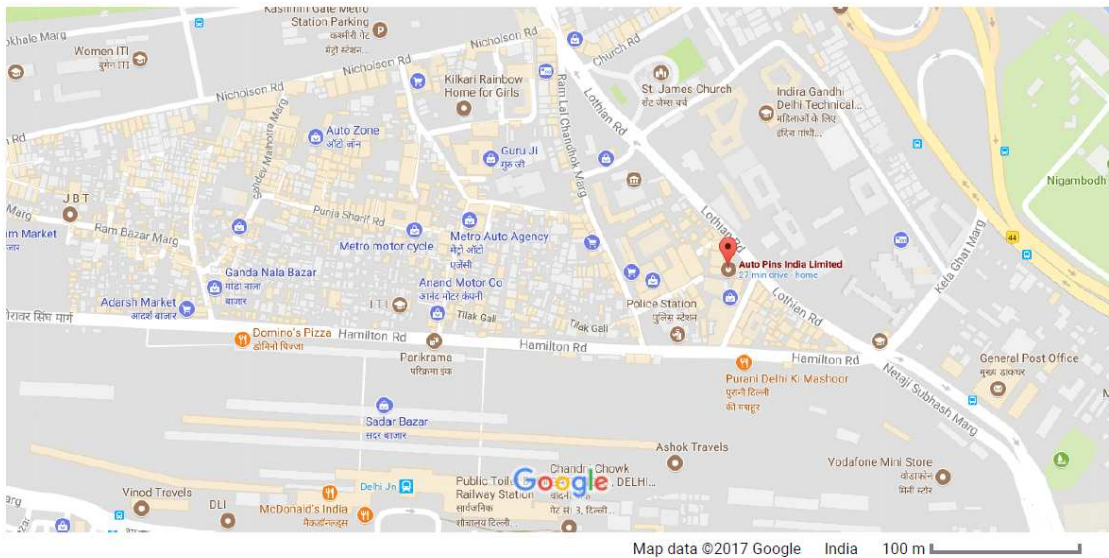
- i. Date of Birth:
- ii. Date of attaining majority
- iii. Name of guardian:
- iv. Address of guardian:

**Signature**




**Name of the Security Holder (s)**

**Witness with name and address**

## ROUTE MAP



**Auto Pins India Limited**  
ऑटो पिस इंडिया लिमिटेड  
Automobile Spare parts Wholesaler

-  2776, Pyare Lal Building Motor Market, Kashmere Gate, New Delhi, Delhi 110006
-  [autopinsindia.com](http://autopinsindia.com)
-  011 2397 8748