

AUTO PINS (INDIA) LTD.

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

Tel. Nos. : +91-11-23978748 Tel/Fax : +91-11-23978748

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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Auto Pins (India) Ltd.

Quarter Ending on : 31st December, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remark
I. Board of Directors	49 I	Yes	
(A) Composition of Board	49 (I A)	Yes	
(B) Non-executive Directors' compensation and disclosures	49 (I B)	Yes	Appointment of Mr. Nand Kishore Sharma and Mr. Kulbir Singh as Independent Directors for a fixed term of 5 yrs in the AGM dated 31.12.2014.
(C) Other provisions as to Board and Committees	49 (I C)	Yes	
(D) Code of Conduct	49 (I D)	Yes	Compliance made in Annual Report for the AGM dated 31.12.2014.
II. Audit Committee	49 II	Yes	
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	
(B) Meeting of Audit Committee	49 (II B)	Yes	
(C) Powers of Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 (II D)	Yes	
(E) Review of Information by Audit Committee	49 (II E)	Yes	
III. Subsidiary Companies	49 III	N.A.	
IV. Disclosures	49 IV	Yes	
(A) Basis of related party transactions	49 (IV A)	N.A.	Disclosed in Annual Report for AGM dated 31.12.2014
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	Disclosed in Annual Report for AGM dated 31.12.2014
(C) Board Disclosures	49 (IV C)	Yes	Disclosed in Annual Report for AGM dated 31.12.2014
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	

(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in Annual Report for AGM dated 31.12.2014
(F) Management	49 (IV F)	Yes	Disclosed in Annual Report for AGM dated 31.12.2014
(G) Shareholders	49 (IV G)	Yes	Disclosed in Annual Report for AGM dated 31.12.2014
V. CEO/CFO Certification	49 V	Yes	CEO i.e. MD certificate Annexed in Annual Report for AGM dated 31.12.2014.
VI. Report on Corporate Governance	49 VI	Yes	Annexed in Annual Report for AGM dated 31.12.2014
VII. Compliance	49 VII	Yes	Certificate annexed in Annual Report for AGM dated 31.12.2014.

**RAJBIR SINGH
(MANAGING DIRECTOR)**