

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 **Website:** www.autopinsindia.com

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 26th 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 24th 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 42nd 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:

Name of the Directors	Mr. Subhash Jain
Date of Birth	25/01/1956
Date of Appointment on the Board of the Company	10/08/1989
Qualification	Graduate
Experience	41 years
Expertise in Functional Area	Marketing
Directorship held in other Companies	None
Number of shares held in the Company	10
Number of Board Meeting attended during the year	9
Relationship with other Directors, Manager and other Key Managerial Personnel	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 42nd 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. The Notice of AGM shall also be available on the website of CDSL viz. 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

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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the

	<p>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.</p> <ul style="list-style-type: none"> • 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.
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- (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 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.
 - 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 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, under help section or write an email to 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. 19th 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, 19th September, 2017, may obtain the login ID and password by sending a request at 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 24th August, 2017 with effect from 24th 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 of the Notice.

The Board commends the ordinary resolution set out in item no. 5 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

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

Website: www.autopinsindia.com

42ND ANNUAL GENERAL MEETING, TUESDAY, SEPTEMBER 26, 2017

ATTENDANCE SLIP

I/we hereby confirm and record my/our presence at the 42nd 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 (EVSN)	USER ID	PASSWORD
	For shareholders holding shares in Demat Form:- Please refer e-voting a) For NSDL :- 8 Character DP ID followed by 8 instructions given in the Digits Client ID notice b) For CDSL:- 16 digits beneficiary ID c) For Shareholders holding shares in Physical Form: Folio Number registered with the Company	Please refer e-voting instruction given in the notice

Note: Please read the instructions printed under the Note to the Notice of 42nd AGM dated September 26th, 2017. The Voting period starts on 23rd September, 2017 at 9:00 a.m. and will end on 25th 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 **Website:** www.autopinsindia.com

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 42nd Annual General Meeting of the Company to be held on Tuesday, 26th 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
	ORDINARY RESOLUTIONS		
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 st 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.		
	SPECIAL BUSINESS		
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		

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
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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

Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

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 पिंग इंडिया लिमिटेड
Automobile Spare parts Wholesaler

-  2776, Pyare Lal Building Motor Market, Kashmere Gate, New Delhi, Delhi 110006
-  autopinsindia.com
-  011 2397 8748