

**AUTO PINS (INDIA) LIMITED**

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

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

**CIN: L34300DL1975PLC007994**

**Email Id: [autopinsdelhi@gmail.com](mailto:autopinsdelhi@gmail.com)**

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

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**NOTICE**

Notice is hereby given that the **Forty Fifth** Annual General Meeting of members of **Auto Pins (India) Limited** will be held on Friday, the 18<sup>th</sup> day of December, 2020 at 12:00 P.M at its Registered Office at 2776, Pyarelal Motor Market, Kashmere Gate, Delhi -110006 to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Rajbir Singh (DIN: 00176574) as a Director, who retires by rotation and being eligible offers himself for re-appointment.
3. To fix the remuneration of M/s Dharam Taneja Associates., Chartered Accountants as Statutory Auditors.

**SPECIAL BUSINESS:**

4. **Re-appointment of Ms. Shilpy Chopra (DIN: 07161915) as an Independent Director of the Company for a second term of five consecutive years**

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

**“RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“Act”) read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors)Rules,2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and disclosure Requirements) Regulation,2015, Ms. Shilpy Chopra (DIN 07161915), Independent Director, whose period of Office expired on 30<sup>th</sup> March 2020, who has submitted a declaration that she meets the criteria of independence under Section149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the next term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her re-appointment to the office of Independent Director be and is hereby re-appointed as an Independent Director of the

Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective 31<sup>st</sup> March, 2020.”

**5. Re-appointment of Mr. Rajbir Singh (DIN: 00176574) as a Managing Director of the Company for a term of five consecutive years with effect from August 10, 2021**

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

**“RESOLVED THAT** pursuant to recommendations of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) for the time being in force read with Schedule V of the Companies Act, 2013, the Articles of Association of the Company and the Board approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajbir Singh (DIN: 00176574), as Managing Director (designated as “Managing Director”) of the Company for a period of five years with effect from August 10, 2021 to 9<sup>th</sup> August, 2026 on such terms and conditions as detailed in the agreement, to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajbir Singh.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Rajbir Singh shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

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

Place: Delhi  
Date: 20.11.2020

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

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.**
2. 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 proxy form is appended with attendance slip.
3. 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.

4. As required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of Mr. Rajbir Singh (DIN: 00176574), Managing Director, retiring by rotation and seeking re-appointment as director aforesaid Item No. 2 and further re-appointment as Managing Director under Item No. 5 of the Notice whose period of office is expiring on 9<sup>th</sup> August, 2021 and Ms. Shilpy Chopra (DIN: 07161915) whose period of office is expired on 31.03.2020 is seeking re-appointment under aforesaid Item No. 4 as in accordance with applicable provisions of the Articles of Association of the Company are annexed as Annexure 1.
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business under Item No. 4 and 5 of the Notice, is annexed hereto.
6. At the Forty Second AGM held on September 26, 2017 the members approved the appointment of M/S Dharam Taneja Associates, Chartered Accountants, (Firm Registration No. 03563N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of Forty Second AGM till the conclusion of the Forty Seventh AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Forty Fifth AGM.

7. 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.
8. 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.
9. Pursuant to Section 91 of the Companies Act, 2013 and regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, December 12<sup>th</sup>, 2020 to Friday, December 18<sup>th</sup>, 2020 (both days inclusive).
10. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, December 11, 2020 (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.
11. Members holding shares in physical form are requested to immediately notify change in their address, if any 10 days before the date of AGM to the Registrar and Transfer Agent of the Company, viz., Link Intime India Pvt. Ltd, Link Intime India Pvt. Ltd, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058., quoting their Folio Number(s).
12. 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).
13. 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.
14. Pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 08th June, 2018 with respect to mandatory dematerialization for transfer of securities, members are being hereby informed that transfer of physical securities will not be effected w.e.f. 05.12.2018. So you are requested to dematerialize your shares.
15. 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 45<sup>th</sup> Annual General Meeting, notice of E-Voting Attendance Slip and proxy form etc. are being sent to the members who's Email Ids are registered with the Company/Depository Participants (DP)/ Registrar and Transfer Agent (RTA) for communication purposes.

16. 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.
17. 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.
18. 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.
19. Members may also note that the Notice of the 45<sup>th</sup> AGM and the Annual Report for financial year 2019-20 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: [autopinsdelhi@gmail.com](mailto:autopinsdelhi@gmail.com). The Notice of AGM shall also be available on the website of Linkintime viz. <https://instavote.linkintime.co.in>.
20. 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.
21. 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.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules there under 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. up to 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

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(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 **National Securities Depository Limited (NSDL)**. The facility for voting through ballot paper will also be made available at AGM and members attending the AGM, who have not already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast 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), has consented to act as Scrutinizer and appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. E-voting period begins on Tuesday 15/12/2020 (9:00 A.M. IST) and ends on Thursday 17/12/2020 (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 **National Securities Depository Limited (NSDL)** 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:****❖ Log-in to e-Voting website of National Securities Depository Limited (NSDL)**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :

- a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
  - c. How to retrieve your ‘initial password’?
    - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a. Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

<b>For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

**NOTE:** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

**Cast your vote electronically**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [rastogifcs3@gmail.com](mailto:rastogifcs3@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- 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. 11<sup>th</sup> December, 2020.
- 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., 13<sup>th</sup> November, 2020, may obtain the login ID and password by sending a request at <https://www.evoting.nsdl.com>.
- 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.
- The results shall be declared by 19<sup>th</sup> December, 2020 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 **National Securities Depository Limited (NSDL)** 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: 20.11.2020

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 4 :**

Ms. Shilpy Chopra was appointed as an Independent Non-Executive Director of the Company by the members at the AGM held in for the financial year 2015 for a period of five consecutive years commencing from 31st March, 2015. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Shilpy Chopra, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from 1<sup>st</sup> April, 2020 up to 31st March, 2025.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Ms. Shilpy Chopra fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Shilpy Chopra as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Shilpy Chopra as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Ms. Shilpy Chopra as an Independent Director for another term of five consecutive years with effect from 31st March, 2020 to 30<sup>th</sup> March, 2025, for the approval by the shareholders of the Company. Except Ms. Shilpy Chopra, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM. Ms. Shilpy Chopra is not related to any Director of the Company.

**Item No. 5:**

Mr. Rajbir Singh (DIN- 00176574) was re-appointed as managing Director of the Company in the Annual General Meeting for a term of 5 years i.e. w.e.f 10<sup>th</sup> August, 2016 to 9<sup>th</sup> August 2021 and whose term of office expired on 09<sup>th</sup> August, 2021 as per the requirement u/s 196, 197 and schedule V of the Companies Act, 2013. Therefore, the Board of Directors of the Company at its meeting held on 30<sup>th</sup> October 2020 and upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved the re-appointment of Mr. Rajbir Singh (DIN-00176574) as Managing Director of the company, for a term of 5 years w.e.f 10<sup>th</sup> August, 2021 to 09<sup>th</sup> August, 2026.

The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and discretion of the Board of Directors of the Company.

The Managing Director shall act in accordance with the Articles of Association, of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.

The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management Personnel.

The Board of Directors recommended Ordinary Resolution as mentioned in Item No. 5 for the approval of the shareholders in the ensuing Annual General Meeting.

Except Mr. Rajbir Singh and Ms. Prabhjyot Kaur W/o Rajbir Singh, None of the Directors, KMP's and their relatives are not interested in this Resolution subject to the extent of their shareholding.

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

**Place: Delhi**  
**Date: 20/11/2020**

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

**ANNEXURE 1**

**Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015**

By	<b>Name of the Director</b>	Ms. Shilpy Chopra	Mr. Rajbir Singh
	DIN	07161915	00176574
	Date of Birth	11.12.1980	07/12/1963
	Date of Appointment on the Board of the Company	31.03.2015	10/08/1989
	Expertise in Specific Functional Area	Ms. Shilpy Chopra is Company Secretary, M.Com, LLB, MBA (Finance) and has about 10 years of experience in Legal and Secretarial	Mr. Rajbir Singh gained experience as head of the enterprises more particularly in the areas of production, marketing, purchases, exports, automation and MIS.
	Disclosure of relationships between Directors inter-se	Ms. Shilpy Chopra, Director of the Company is not related to other Directors, Manager and other Key Managerial Personnel	No Relationship with other Directors of the company
	Directorship held in other Companies	1	11
	Chairman/Member of the Committee(s) of the Board of Directors of the Company and other listed entities	2 (Member of the Committee)	1 (Chairman of the BOD)
Number of Equity shares held in the Company	-	838728	

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

**Place: Delhi**  
**Date: 20/11/2002**

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

**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]

**45<sup>th</sup> ANNUAL GENERAL MEETING, FRIDAY, DECEMBER 18, 2020**

<b>Name of the member(s)</b>	:
<b>Registered Address</b>	:
<b>E-mail id</b>	:
<b>Folio/DP ID-Client ID</b>	:

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

1. Name: ..... Address: .....  
 E-mail ID: ..... Signature:..... or failing  
 him/her.

2. Name: ..... Address: .....  
 E-mail ID: ..... Signature:..... or failing  
 him/her.

3. Name: ..... Address: .....  
 E-mail ID: ..... Signature:..... or failing  
 him/her.

4. Name: ..... Address: .....  
 E-mail ID: ..... Signature:..... or failing  
 him/her.

As my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 18<sup>th</sup> December, 2020 at 12:00 P.M. at registered office at 2776, Pyarelal Motor Market, Kashmere Gate, Delhi -110006 or at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
<b>Ordinary Buisness</b>			
<b>Ordinary Resolution</b>			
1.	To receive, consider and adopt the Audited Financial Statements as at 31st March, 2020 together with the reports of the Board of Directors and the Auditors thereon.		
2.	Re-appointment of Mr. Rajbir Singh (DIN: <b>00176574</b> ) as a Director, who retires by rotation and being eligible offers himself for re-appointment.		
3.	To fix the remuneration of M/s Dharam Taneja Associates., Chartered Accountants as Statutory Auditors.		
<b>Special Business</b>			
<b>Special Resolution</b>			
4.	Re-appointment of Ms. Shilpy Chopra (DIN: 07161915) as an Independent Director of the Company for a second term of five consecutive years with effect from 31st March 2020.		
<b>Ordinary Resolution</b>			
5.	Re-appointment of Mr. Rajbir Singh (DIN: 00176574) as a Managing Director of the Company for a second term of five consecutive years with effect from 10 <sup>th</sup> August, 2020.		

Signed this .....day.....2020

.....

Signature of shareholder

.....

Signature of proxy

Affix Revenue Stamp of Rs. 1/-
-----------------------------------------

**Note:**

- 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.**
- 2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**



**ATTENDANCE SLIP**

**45<sup>TH</sup> ANNUAL GENERAL MEETING, FRIDAY, DECEMBER 18<sup>TH</sup>, 2020**

I/we certify that I am member/proxy/authorized representative for the member of the Company.

I/we hereby confirm and record my/our presence at the **45<sup>th</sup> Annual General Meeting of AUTO PINS (INDIA) LIMITED** to be held on **Friday, December 18<sup>th</sup>, 2020** at **12:00 P.M.** at the Registered Office of the Company at 2776, Pyarelal Motor Market, Kashmere Gate, Delhi -110006.

<b>Folio No.:</b>	<b>DP ID*:</b>	<b>Client ID*:</b>
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.

## 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