

# Automobile Products of India Limited

Annexure – I

## **SUMMARY OF PROCEEDINGS OF THE 69<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

The 69<sup>th</sup> Annual General Meeting (AGM) of the Members of Automobile Products of India Limited ('the Company') was held on Tuesday, 29<sup>th</sup> September, 2020 at 01:30 P.M. (IST) through video conferencing ('VC')/ other audio visual means ('OAVM'), in accordance with the applicable provisions of Companies Act, 2013 read with the Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time in this regard. The meeting commenced at 01:44 p.m.

Shri Shyam Agarwal, Chairman of the meeting and Chairman of Stakeholder Relationship Committee, chaired the proceedings of the meeting. He welcomed all the Members, Directors, Secretarial Auditor and Company Officials to the AGM.

The Chairman informed the Members that the Company has taken all requisite steps to enable Members to participate through Video Conference and vote at the AGM.

The requisite quorum being present through Video Conference, the Chairman called the meeting to order. The Directors were present for the meeting through Video Conferencing from various locations. The Secretarial Auditor were also present through Video Conferencing. Thereafter, the Chairman called upon the names of the Directors who has joined the meeting to introduce themselves. The following directors were present in the meeting:

<b>Sr. No</b>	<b>Particulars</b>	<b>Designation</b>
1.	Shri Shyam Agarwal	Chairman of the meeting and Chairman of Stakeholder Relationship Committee
2.	Shri Siddharth Agarwal	Director
3.	Smt. Priti Kataria	Independent Director Chairperson of Nomination and Remuneration Committee
4.	Shri Devesh Bhatt	Independent Director Chairperson of Audit Committee
5.	Shri Yogesh Singhvi	Secretarial Auditor & Scrutinizer
6.	Shri Indra Jain	Chief Financial Officer
7.	Ms. Aakanksha Mittal	Company Secretary

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice of the Meeting. The Members who were present at the AGM and has not cast their votes electronically were provided an opportunity to cast their votes during the meeting and 15 minutes after the conclusion of meeting through the e-voting system.

The Chairman informed the Members that the necessary Registers and documents referred to in the Notice of the 69<sup>th</sup> AGM were available for inspection as stated in the said Notice.

With the consent of the members present, the Notice convening the 69<sup>th</sup> AGM forming part of the Annual Report. The members also consented to take the Reports of Auditors and Secretarial Auditor taken as read except to the extent of observation(s)/remarks made in their respective

**CIN No.: L34103MH1949PLC326977**

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Website: [www.apimumbai.com](http://www.apimumbai.com) Email: [cs1@apimumbai.com](mailto:cs1@apimumbai.com)**

# Automobile Products of India Limited

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reports, which were read out at the meeting in accordance with Section 145 of the Companies Act, 2013.

The Chairman informed the Members that Shri Yogesh Singhvi (Membership No. A16471), Practicing Company Secretary has been appointed as scrutinizer to scrutinize the vote cast through the remote e-voting platform and electronic voting at the AGM. The Chairman declared that results of remote e-voting and voting at the AGM would be announced after the AGM and the Results along with the Scrutinizer's report would be uploaded on website of the Company and on the website of BSE and the same shall also be intimated to the Stock Exchange.

Thereafter, the Chairman, informed the Members that voting platform would continue for another 15 minutes to enable the Members to cast their votes. The Chairman thanked the Members and the meeting concluded with a vote of thanks to the Chairman.

On completion of the e-voting process, the meeting concluded at 01:55 p.m.

15 numbers of shareholders were present in the AGM through Video Conferencing.

The following items of businesses, as per the Notice convening the 69<sup>th</sup> of AGM dated 29<sup>th</sup> July, 2020, were transacted at the meeting.

Sr. No	Details of Resolution	Resolution required (Ordinary/ Special)
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2020, together with the Reports of the Board of Directors and Auditor's thereon	Ordinary Resolution
2.	Appointment of Shri Siddharth Agarwal (DIN: 02055700), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution

Post the conclusion of the e-voting at the AGM, the Scrutinizers' report was received.

All the aforesaid resolutions were passed with requisite majority.

This is for your information and records.

Thank you,

Yours Sincerely,  
**For AUTOMOBILE PRODUCTS OF INDIA LIMITED**

**AAKANKSHA A. MITTAL**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

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# Automobile Products of India Limited

## FORMAT OF VOTING RESULTS

## Annexure – II

<b>Date of the AGM/EGM</b>	29 <sup>th</sup> September, 2020
<b>Total number of shareholders on record date</b>	4012
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	N.A.
Public:	N.A.
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	1
Public:	14

\* Video conferencing includes video conference and other audio visual means

### Agenda- wise disclosure

Resolution (1)								
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Adoption of Audited Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2020 together with the Reports of the Board of Directors and Auditors thereon					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes Polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40,81,122	*18,71,793	*45.865%	*18,71,793	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	23,119	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	7,13,415	1,18,508	16.611%	1,18,508	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
<b>Total</b>		<b>48,17,656</b>	<b>19,90,301</b>	<b>41.313%</b>	<b>19,90,301</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>

Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM

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# Automobile Products of India Limited

Resolution (2)								
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Shri Siddharth Agarwal (DIN: 02055700) as Director, who retires by rotation and being eligible, offers himself for re-appointment					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes – in favour  (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	40,81,122	*18,71,793	*45.865%	*18,71,793	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	23,119	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	7,13,415	1,18,508	16.611%	1,18,508	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
<b>Total</b>		<b>48,17,656</b>	<b>19,90,301</b>	<b>41.313%</b>	<b>19,90,301</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>

*Votes mentioned against Poll are the votes casted electronically through e-voting during the AGM*

**\* Note: Pursuant to Order of SEBI dated 4<sup>th</sup> June, 2013, Voting rights of Promoters has been restricted to 3 (three) times the existing Public Shareholding i.e. (100%-84.712%=15.288%\*3=45.865%)**

**For AUTOMOBILE PRODUCTS OF INDIA LIMITED**

**AAKANKSHA A. MITTAL  
COMPANY SECRETARY & COMPLIANCE OFFICER**

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**Yogesh Singhvi**  
Company Secretary

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Email: yogeshsinghvi@yahoo.co.in  
24, Kritika 'A', Sector V, Srishti,  
Mira Road (East), Mumbai 401107

Dated: 29<sup>th</sup> September, 2020

To  
The Chairman,  
**Automobile Products of India Limited**  
Unit No. F-1, 1st Floor,  
Shanti Nagar Co-operative Industrial Estate Limited,  
Vakola, Santacruz (East),  
Mumbai - 400055

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for remote e-voting process and e-voting by your Members during the 69<sup>th</sup> Annual General Meeting of your Company held on Tuesday, 29<sup>th</sup> September, 2020 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")..

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For **YOGESH SINGHVI**  
Practicing Company Secretary

*Singhvi*

**YOGESH SINGHVI**  
Company Secretary  
Proprietor  
C.P. No. 8770  
M.NO. ACS 16471



Date: 29<sup>th</sup> September, 2020  
Place: Mumbai



**Yogesh Singhvi**  
Company Secretary

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FORM MGT-13

REPORT OF SCRUTINIZER

SCRUTINIZER'S REPORT

Name of the Company	Automobile Products of India Limited
CIN	L34103MH1949PLC326977
Meeting	69 <sup>th</sup> Annual General Meeting
Day, Date & Time	Tuesday, 29 <sup>th</sup> September, 2020 at 01:30 p.m.
Deemed Venue	Registered office of the Company: Unit No. F-1, 1st Floor, Shanti Nagar Co-operative Industrial Estate Limited, Vakola, Santacruz (East), Mumbai - 400055
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 69<sup>th</sup> Annual General Meeting ("AGM") of **Automobile Products of India Limited** ("the Company") scheduled on Tuesday, 29<sup>th</sup> September, 2020 at 01:30 p.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting systems.

2. Dispatch of Notice convening the AGM

- 2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in The Free Press Journal (English) and Navshakti (Marathi), having electronic editions both dated 8<sup>th</sup> September, 2020 specifying the date & time of the AGM, availability of the notice on Company's website, and website of Stock Exchanges, manner of registration of email ids by the members who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
- 2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited on 3<sup>rd</sup> September, 2020.
- 2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Link Intime India Private Limited, the Registrar and Share Transfer Agents ("RTA") of the Company, the Company completed dispatch



Report of Scrutinizer on remote e-voting process and e-voting by the members at the 69<sup>th</sup> AGM of  
Automobile Products of India Limited held on 29<sup>th</sup> September, 2020

*Singhvi*



**Yogesh Singhvi**  
Company Secretary

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of Notice of AGM through e-mail on 6<sup>th</sup> September, 2020 to those members who had already registered their E-mail IDs with the Company / RTA.

**3. Cut-off date**

Voting rights were reckoned as on Friday, 18<sup>th</sup> September, 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

**4. Remote e-voting process**

**4.1 Agency**

The Company appointed Link Intime India Private Limited ("Link Intime India") as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

**4.2 Remote e-voting period**

Remote e-voting platform was open from 9:00 a.m. (IST) on Thursday, 24<sup>th</sup> September, 2020 till 5:00 p.m. (IST) on Monday, 28<sup>th</sup> September, 2020 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by Link Intime India.

**5. Voting at the AGM**

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, number of shares held but not the manner in which they have voted.

5.2 Accordingly, Link Intime India, the remote e-voting agency provided us with the names, folios and shareholding of the members who had cast their votes through remote e-voting.

**6. Counting Process**

6.1 On completion of e-voting during the AGM, I unblocked the results of the remote e-voting and e-voting by members at the AGM, on the Link Intime India e-voting platform and downloaded the results.



*Yogesh Singhvi*

**Report of Scrutinizer on remote e-voting process and e-voting by the members at the 69<sup>th</sup> AGM of Automobile Products of India Limited held on 29<sup>th</sup> September, 2020**



**Yogesh Singhvi**  
Company Secretary

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## 7. Results

7.1 I observe that:

- a) 15 Members had cast their votes through remote e-voting
- b) None of the Members casted their votes through e-voting at the AGM;

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 29<sup>th</sup> July, 2020 is enclosed herewith.

7.3 Based on the aforesaid results, I report that 02 Ordinary Resolutions as set out in Item Nos. 1 to 2 of the Notice of the AGM dated 29<sup>th</sup> July, 2020 have been passed with the requisite majority.

8. All relevant records relating to electronic voting shall remain in my custody until the Chairman considers, approves and signs the minutes of the 69<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Company for safe keeping.

**Note:** M/s Kiyana Real Estate Private Limited, the promoter of the Company having 40,81,122 (84.71%) of the equity shares has voted through e-voting system. Since Securities Exchange Board of India vide its order dated 4<sup>th</sup> June, 2013 has restricted the promoter and promoter group's voting right to three times of public holding i.e. 45.86466%. In this report, I have considered only 18,71,793 votes as valid which amounts to 45.86466% of the total votes casted by them.

**For YOGESH SINGHVI**  
**Practicing Company Secretary**

  
**YOGESH SINGHVI**  
**Company Secretary**  
**Proprietor**  
C.P. No. 8770  
M.NO. ACS 16471  
UDIN: A016471B000805655



Date: 29<sup>th</sup> September, 2020  
Place: Mumbai





**Yogesh Singhvi**  
Company Secretary

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Mira Road (East), Mumbai 401107

### CONSOLIDATED RESULTS

Item No. 1: To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	1990301	0	0	15	1990301	100
Dissent	0	0	0	0	0	0	0
Total	15	1990301	0	0	15	1990301	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 29<sup>th</sup> July, 2020 has been passed with requisite majority.

### CONSOLIDATED RESULTS

Item No. 2: To appoint a Director in place of Shri Siddharth Agarwal (DIN: 02055700), who retires by rotation, and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	1990301	0	0	15	1990301	100
Dissent	0	0	0	0	0	0	0
Total	15	1990301	0	0	15	1990301	100

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 29<sup>th</sup> July, 2020 has been passed with requisite majority.



*Singhvi*