



**Yogesh Singhvi**  
Company Secretary

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To  
The Chairman,  
**Automobile Products of India Limited**  
63A, North Phase, SIDCO Industrial Estate,  
Ambattur, Chennai – 600098

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-voting and voting by your members, at the 65<sup>th</sup> Annual General Meeting (AGM) of your Company held on Friday, 30<sup>th</sup> September, 2016 at 12.00 Noon.

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

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

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



Place: Mumbai  
Dated: 30<sup>th</sup> September, 2016



**REPORT OF SCRUTINIZER  
(COMBINED REPORT ON E-VOTING AND POLL)**

To  
The Chairman,  
**Automobile Products of India Limited**  
63A, North Phase, SIDCO Industrial Estate,  
Ambattur, Chennai – 600098

65<sup>th</sup> (Sixty Fifth) Annual General Meeting (AGM) of the Equity Shareholders of M/s Automobile Products of India Limited held on Friday, 30<sup>th</sup> September, 2016 at 12.00 Noon at the Registered Office of the Company at No. 63A, North Phase, SIDCO Industrial Estate, Ambattur, Chennai – 600098.

**Subject: Passing of Resolution(s) through Remote E-Voting and through poll at the venue of the AGM, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

I, Yogesh Singhvi, Practicing Company Secretary, Mumbai had been appointed as the Scrutinizer by the Board of Directors of M/s. Automobile Products of India Limited (the Company) for the purpose of scrutinizing the e-voting process and to scrutinize the poll, in a fair and transparent manner in respect of the below mentioned resolutions passed at the 65<sup>th</sup> (Sixty Fifth) Annual General Meeting of the Equity Shareholders of M/s Automobile Products of India Limited held on Friday, 30<sup>th</sup> September, 2016 at 12.00 Noon at the Registered Office of the Company at No. 63A, North Phase, SIDCO Industrial Estate, Ambattur, Chennai – 600098. I hereby submit my report as under:

1. In accordance with the notice of the 65<sup>th</sup> Annual General Meeting sent to the shareholders, and the advertisement published pursuant to Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014, the e-voting opened on Tuesday, 27<sup>th</sup> September, 2016 at 9.00 A.M and ended on Thursday, 29<sup>th</sup> September, 2016 at 5.00 P.M.
2. The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.
3. The Equity Shareholders holding shares as on the cut-off date 23<sup>rd</sup> September, 2016 were entitled to vote on the resolutions stated in the Notice of the 65<sup>th</sup> Annual General Meeting of the Company.
4. As informed by the management, the internal cut-off date for the dispatch of notice of the Annual General Meeting was 3<sup>rd</sup> September, 2016 and as on that date the Company completed the dispatch of the notices to the 4006 members through courier.
5. The notices sent to the members of the Company contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
6. At the end of the voting period on 29<sup>th</sup> September, 2016 at 5.00 p.m., the voting portal was blocked forthwith.
7. At the venue of the 65<sup>th</sup> AGM of the Company held on 30<sup>th</sup> September, 2016, the facility to vote through poll paper was provided to facilitate those members present in the meeting but could not participate in the Remote E-Voting to record their votes.

*Singhvi*







8. On 30<sup>th</sup> September, 2016, after the counting of poll voting done at the AGM venue, I unblocked the remote e-voting results in the presence of two witnesses namely, Ms. Disha Shah and Mr. Sourav Chowdhury, who were not in the employment of the Company, who signs hereunder, and thereafter downloaded the report.

**Witnesses:**

*Disha Shah*

(Disha Shah)

*Sourav Chowdhury*

(Sourav Chowdhury)

9. I have scrutinized and reviewed the e- voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the votes casted at the venue of Annual General Meeting by poll.
10. Based on the reports generated from CDSL e-voting website and voting through poll at the 65<sup>th</sup> AGM venue, I now submit my consolidated report as under on the result of the remote e-voting and the physical voting facility provided at the venue of the Annual General Meeting.

**a. Resolution 1--Ordinary Resolution**

Adoption of Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2016 and the reports of the Board of Directors and Auditors thereon.

- (i) Voted in **favour** of the resolution:

	Number of members voted through electronic voting system and through physical mode.	Number of votes cast in favour of the resolution.	% of total number of valid votes cast
Remote E-Voting	1	18,71,793	99.89%
Poll at AGM	20	2,061	0.11%
<b>Total</b>	<b>21</b>	<b>18,73,854</b>	<b>100%</b>

- (ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode.	Number of votes cast against the resolution.	% of total number of valid votes cast
Remote E-Voting	Nil	Nil	Nil
Poll at AGM	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

- (iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>Nil</b>	<b>Nil</b>

*Singhvi*





**b. Resolution 2--Ordinary Resolution**

Ratification of appointment of M/s SGCO & Co., Chartered Accountants, Mumbai (ICAI Registration No. 112081W) as Statutory Auditors of the Company to hold office till conclusion of AGM of the Company to be held on in the financial year 2018-19.

(i) Voted in **favour** of the resolution:

	Number of members voted through electronic voting system and through physical mode.	Number of votes cast in favour of the resolution.	% of total number of valid votes cast
Remote E-Voting	1	18,71,793	99.89%
Poll at AGM	20	2,061	0.11%
<b>Total</b>	<b>21</b>	<b>18,73,854</b>	<b>100%</b>

(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode.	Number of votes cast against the resolution.	% of total number of valid votes cast
Remote E-Voting	Nil	Nil	Nil
Poll at AGM	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
<b>Nil</b>	<b>Nil</b>

**c. Resolution 3--Ordinary Resolution**

Appointment of Shri Siddharth Agarwal (DIN 02055700) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

	Number of members voted through electronic voting system and through physical mode.	Number of votes cast in favour of the resolution.	% of total number of valid votes cast
Remote E-Voting	1	18,71,793	99.89%
Poll at AGM	20	2,061	0.11%
<b>Total</b>	<b>21</b>	<b>18,73,854</b>	<b>100%</b>

*Singhi*







(ii) Voted **against** the resolution:

	Number of members voted through electronic voting system and through physical mode.	Number of votes cast against the resolution.	% of total number of valid votes cast
Remote E-Voting	Nil	Nil	Nil
Poll at AGM	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

11. Based on the above, I declare that all the resolutions proposed hereinabove have been passed with requisite majority.

12. All relevant records relating to electronic voting shall remain in my custody until the Chairman considers, approves and signs the minutes of the 65<sup>th</sup> (Sixty Fifth) 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**

*Singhvi*

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



Place: Mumbai  
Dated: 30<sup>th</sup> September, 2016