

Automobile Products of India Limited

Unit No. F-1, 1st Floor, Shanti Nagar Co-operative Industrial
Estate Ltd, Vakola, Santacruz (East), Mumbai - 400 055

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF AUTOMOBILE PRODUCTS OF INDIA LIMITED HELD ON TUESDAY, 22ND JANUARY, 2019 AT UNIT NO. F-1, 1ST FLOOR, SHANTI NAGAR CO-OPERATIVE INDUSTRIAL ESTATE LIMITED, VAKOLA, SANTACRUZ (EAST), MUMBAI - 400055.

CHANGE IN REGISTERED OFFICE OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 12(5) and Section 13(4), and any other applicable provisions of the Companies Act, 2013, read with applicable rules, regulations, circulars and / or notifications (or any other statutory modifications, amendments or re-enactments thereof), (hereinafter collectively referred to as ‘Act’), and the memorandum and articles of association of the Company, and subject to the requisite approvals of the Members of the Company, the Central Government, the Regional Director, or any other statutory authority, the Company do shift its registered office from 63A, North Phase, SIDCO Industrial Estate, Ambattur, Chennai - 600 098, situated in the State of Tamil Nadu (i.e. from the jurisdiction of the Registrar of Companies, Chennai, Tamil Nadu) to Unit No. F-1, 1st Floor, Shanti Nagar Co-Operative Industrial Estate Limited, Vakola, Santacruz (East), Mumbai - 400055, situated in the State of Maharashtra (i.e. to the jurisdiction of the Registrar of Companies, Mumbai, Maharashtra).

RESOLVED FURTHER THAT pursuant to change in the registered office of the Company from the State of Tamil Nadu to the State of Maharashtra, the existing Clause No. II of the Memorandum of Association of the Company be altered by substituting in its place and instead thereof, the following new Clause No. II:

“The Registered Office of the Company will be situated in the STATE OF MAHARASHTRA.”

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized, for and on behalf of the Company, to finalize, sign physically and / or electronically, execute and submit / deliver / file the petition, any necessary deed(s), document(s), agreement(s), newspaper publication(s), application(s), letter(s), vakalatnama(s), power(s) of attorney, undertaking(s), affidavit(s), declaration(s), indemnity(ies), form(s) or paper(s), or any other instrument(s) in writing, and to generally do all act(s), deed(s), matter(s) and thing(s), in connection with the aforesaid change in registered office, as may be necessary, desirable or expedient to comply with the applicable provisions of the Act, or any other matter related or incidental thereto.

RESOLVED FURTHER THAT Mr. Ajay Kumar Bantia, (Membership No. 35956) and Mrs. Prathyusha Rao, (Membership No. 41679), Company Secretaries in Whole Time Practice, Chennai, be and is hereby authorized, for and on behalf of the Company, to submit memorandum of appearance and to appear and represent before the Hon’ble Regional Director, Southern Region, Chennai, or any other statutory authority, and to do all such acts, deeds, matters and things, in connection with the change in registered office, including but not limited to filing of petition pursuant to the provisions of the Act, making such statements, and furnishing such information, as may be required, from time to time.

RESOLVED FURTHER THAT the Directors of the Company be and hereby severally authorized to take all the necessary steps in connection with the change in registered office, including but not limited to those specifically detailed below (hereinafter collectively referred to as ‘Powers’), and also that Shri Shyam Agarwal, be and is hereby authorized, to further delegate all or any of these Powers, and the authority to act on behalf of the Directors and in their names, by signing / execution of valid letter(s) of authority / power(s) of attorney and / or vakalatnama(s), to any persons as he may deem fit in the interest of the Company:



- (a) To file application in Form INC.23 or any other Forms with the concerned Regional Director, concerned Register of Companies, Chief Secretary of the State Government, or any other statutory/regulatory authority (hereinafter collectively referred to as 'Statutory Authorities'), seeking approval for change in the registered office of the Company and receiving necessary acknowledgements;
- (b) To prepare a list of creditors as prescribed and to make necessary declarations by way of affidavits confirming the list of creditors of the Company;
- (c) To make appropriate declarations by way of affidavits confirming that no employee shall be retrenched as a consequence of shifting of registered office from one state to another as prescribed under the applicable provisions of the Act;
- (d) To serve individual notices to all the creditors of the Company by registered post and to obtain an acknowledgement for the same;
- (e) To serve a notice together with the copy of the application, by registered post with acknowledgment due to any of the Statutory Authorities and to obtain an acknowledgement for the same;
- (f) To sign all applications, petitions, documents, notices, instruments in writing relating to the proposal for shifting of registered office of the Company from one state to other;
- (g) To sign and cause to be published, public advertisement and notices in Form INC-26 in vernacular newspaper and English newspaper as prescribed under the applicable provisions of the Act;
- (h) To convene an Postal Ballot/E-voting of the Company and to send notices of Postal Ballot/E-voting along with explanatory statement thereto, to the shareholders and other eligible persons;
- (i) To engage the services of consultant(s)/advisor(s)/professional(s)/expert(s) for all or any of the aforesaid Powers;
- (j) To intimate the concerned Registrar of Companies by filing of e-form INC-28 and e-form INC-22 pursuant to passing of the order by the concerned Regional Director and to file any other e-form as required by the Act;

RESOLVED FURTHER THAT the Directors of the Company or Ms. Aakanksha Mittal or Mrs. Palak Viraj Mehta, Authorised Representatives of the Company, be and are hereby severally authorized, to receive, for and on behalf of the Company, if required, the acknowledgements referred to, in clauses (d) to (f) of the above-mentioned Powers, or any other acknowledgement(s) as may be required to be obtained from the Members of the Company / all or any of the Statutory Authorities in connection with the change in registered office.

RESOLVED FURTHER THAT Mr. Yogesh Singhvi, Practising Company Secretary, Mumbai (M. No. A16471 and CP. No. 8770) be and is hereby appointed as the scrutinizer of the Company for conducting the business through Postal Ballot/E-voting at such remuneration as may be mutually agreed upon by the scrutinizer and any of the Director of the Company.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any one of the Directors of the Company or the Company Secretary of the Company, be forwarded to all such authorities or persons as may be necessary and such authorities or persons be requested to act / rely thereon to give due effect to this resolution."

For AUTOMOBILE PRODUCTS OF INDIA LIMITED



AAKANKSHA MITTAL
COMPANY SECRETARY
M. NO.: 57489
DATE: 23rd January, 2019