

Automobile Products of India Limited

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

1st October, 2016

Corporate Service Department
The Bombay Stock Exchange Limited,
P. J. Towers,
1st Floor, Dalal Street
Mumbai-400 001

Dear Sir/Madam,

Sub: 65th Annual General Meeting ('AGM') and voting results.

Pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of the 65th Annual General Meeting of the Company held on 30th September 2016 at 12.00 Noon at No. 63A, North Phase, SIDCO Industrial Estate, Ambattur, Chennai- 600098.

We are further submitting herewith the voting result of the business transacted at Annual General Meeting, pursuant to the regulation 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are also enclosing the consolidated report of the scrutinizer on e-voting and voting through poll at the Annual General Meeting. The above are also being uploaded on company's website.

This is for your information and records.

Thanking You
Yours Sincerely,

For **AUTOMOBILE PRODUCTS OF INDIA LIMITED**



SHYAM AGARWAL
DIRECTOR
DIN: 00039991

Automobile Products of India Limited

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

Annexure - I

Summary of proceedings of the 65th Annual General Meeting:

The 65th Annual General Meeting (AGM) of the Members of Automobile Products of India Limited ('the Company') was held on Friday, September 30, 2016 at 12.00 Noon (IST) at the No. 63A, North Phase, SIDCO Industrial Estate, Ambattur, Chennai - 600098, Shri Shyam Agarwal Director and Chairman of Stakeholders Relationship Committee, chaired the meeting. Shri Ramnivas R. Saboo, Chairman of Audit Committee and Member of Nomination & Remuneration Committee duly authorised by Chairperson of the committee, was present.

The requisite quorum being present, the Chairman called the meeting to order. The Chairman explained reasons for absence of Smt. Priti P. Kataria and Shri Siddharth Agarwal, Directors of the Company.

Thereafter, the Chairman delivered his speech.

After conclusion of his speech 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. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes by poll at the meeting.

Thereafter the Chairman invited questions, if any, on Financial Statements for the year ended 31st March 2016. Clarifications sought by the members were provided to the members.

The following items of businesses, as per the Notice of AGM dated May 26, 2016, were transacted at the meeting.


1. Adoption of Financial Statements of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors ('the Board') and Auditors thereon;
2. Ratification of appointment of Statutory Auditors
3. Appointment of Shri Siddharth Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.

The Board of Directors had appointed Shri Yogesh Singhvi, Practicing Company Secretary as the Scrutinizer to supervise the e-voting and poll voting process. The Chairman declared the results of voting. The scrutinizers report has been received and accordingly all the resolutions as set out in the notice were declared as passed with requisite majority.

This is for your information and records.

Thanking you,
Yours Sincerely,

For **AUTOMOBILE PRODUCTS OF INDIA LIMITED**


SHYAM AGARWAL
DIRECTOR
DIN: 00039991

AUTOMOBILE PRODUCTS OF INDIA LIMITED

FORMAT OF VOTING RESULTS

Date of the AGM/EGM	30 th September 2016
Total number of shareholders on record date	4006
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	21
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Nil
Public:	Nil

Agenda- wise disclosure

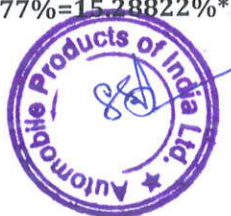
Resolution required: (Ordinary/ Special)			(1) Adoption of Financial Statement for the Financial Year 2015-16 (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes 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	*45.86466%	*18,71,793	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	23,119	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	713415	-	-	-	-	-	-
	Poll		2061	0.29	2061	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	18,73,854	38.89	18,73,154	-	100	-



Resolution required: (Ordinary/ Special)			(2) Appointment of Statutory Auditors, M/S SGCO & Co. Chartered Accountants, Mumbai as the Auditor of the Company. (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	*45.86466%	*18,71,793	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	23,119	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	713415	-	-	-	-	-	-
	Poll		2061	0.29	2061	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	18,73,854	38.89	18,73,154		100	-

Resolution required: (Ordinary/ Special)			(1) Reappointment of Shri Siddharth Agarwal (DIN: 02055700), a Director retiring by rotation. (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	*45.86466%	*18,71,793	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	23,119	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	713415	-	-	-	-	-	-
	Poll		2061	0.29	2061	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	18,73,854	38.89	18,73,154		100	-

* Note: Pursuant to Order of SEBI dated 4th June, 2013, Voting rights of Promoters has been restricted to 3 (three) times the existing Public Shareholding i.e. (100%-84.71177%=15.28822%*3=45.86466%)





Yogesh Singhvi
Company Secretary

Ph: +91-98202-31330
Email: yogeshsinghvi@yahoo.co.in

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 65th Annual General Meeting (AGM) of your Company held on Friday, 30th 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: 30th 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

65th (Sixty Fifth) Annual General Meeting (AGM) of the Equity Shareholders of M/s Automobile Products of India Limited held on Friday, 30th 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 65th (Sixty Fifth) Annual General Meeting of the Equity Shareholders of M/s Automobile Products of India Limited held on Friday, 30th 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 65th 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, 27th September, 2016 at 9.00 A.M and ended on Thursday, 29th 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 23rd September, 2016 were entitled to vote on the resolutions stated in the Notice of the 65th 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 3rd 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 29th September, 2016 at 5.00 p.m., the voting portal was blocked forthwith.
7. At the venue of the 65th AGM of the Company held on 30th 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 30th 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 65th 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 31st 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%
Total	21	18,73,854	100%

- (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
Total	Nil	Nil	Nil

- (iii) **Invalid** votes:

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

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%
Total	21	18,73,854	100%

(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
Total	Nil	Nil	Nil

(iii) **Invalid** votes:

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

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%
Total	21	18,73,854	100%

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
Total	Nil	Nil	Nil

(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 65th (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 4th 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: 30th September, 2016