

Automobile Products of India Limited

20th September, 2019

The BSE Limited,
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai-400 001

Dear Sir/Madam,

Sub: Voting Results of the 68th Annual General Meeting of the Company held on 20th September, 2019.

Script Code: 505032

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results of the business transacted at the 68th Annual General Meeting of the Company held on Friday, 20th September, 2019 along with the consolidated Scrutinizers report on the results of e-voting, ballot forms and poll (voting at the AGM).

Request you to kindly take the same on record and acknowledge the receipt of the same.

Thanking you.

Yours Faithfully,

For AUTOMOBILE PRODUCTS OF INDIA LIMITED



**AAKANKSHA MITTAL
COMPANY SECRETARY & COMPLIANCE OFFICER**

CIN No.: L34103MH1949PLC326977

Regd. Off.: Unit No. F-1, 1st Floor, Shanti Nagar Co-operative Industrial Estate Ltd, Vakola,
Santacruz (East), Mumbai - 400 055. Tel.: +91-22-2665 4802
Website : www.apimumbai.com Email : cs1@apimumbai.com

FORMAT OF VOTING RESULTS

Date of the AGM/EGM	20 th September 2019
Total number of shareholders on record date	4012
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	17
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 Audited Financial Statement for the financial year ended on 31st March, 2019 together with the reports of the Auditor's and the Board's thereon (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	-	-	-	-	-	-
	Poll		1,18,523	16.614%	1,18,523	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	19,90,316	41.313%	19,90,316	-	100.00%	-

Resolution required: (Ordinary/ Special)			(2) Appointment of Shri Shyam Agarwal (DIN 00039991) as Director, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	-	-	-	-	-	-
	Poll		1,18,523	16.614%	1,18,523	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	19,90,316	41.313%	19,90,316	-	100.00%	-



			to hold once for a period of four (4) years, from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2023 (Ordinary Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	-	-	-	-	-	-
	Poll		1,18,523	16.614%	1,18,523	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	19,90,316	41.313%	19,90,316	-	100.00%	-

Resolution required: (Ordinary/ Special)			(4) To re-appoint Smt. Priti Kataria (DIN: 00088975), as an Independent Director for a second term of 5 (five) consecutive years, i.e. up to 26th September, 2024 (Special Resolution)					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	-	-	-	-	-	-
	Poll		1,18,523	16.614%	1,18,523	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	19,90,316	41.313%	19,90,316	-	100.00%	-

(3) as appointed Devash Bhatt (DIN: 00225572) as an independent Director of the Company for a term of 5 (five) consecutive years i.e. upto 26th June, 2024 (Special Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution?

No

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	-	-	-	-	-	-
	Poll		1,18,523	16.614%	1,18,523	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	19,90,316	41.313%	19,90,316	-	100.00%	-

* 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%-84.712%=15.288%*3=45.865%)

For AUTOMOBILE PRODUCTS OF INDIA LIMITED



AAKANKSHA MITTAL
COMPANY SECRETARY & COMPLIANCE OFFICER



Yogesh Singhvi
Company Secretary

Ph: +91-98202-31330
Email: yogeshsinghvi@yahoo.co.in
24, Kritika 'A', Sector V, Srishti,
Mira Road (East), Mumbai 401107

Dated: 20th September, 2019

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 the remote e-voting and voting by your members, at the 68th Annual General Meeting (AGM) of your Company held on Friday, 20th September, 2019 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





Yogesh Singhvi
Company Secretary

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

FORM MGT-13

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

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

68th (Sixty Eighth) Annual General Meeting (AGM) of the Equity Shareholders of M/s Automobile Products of India Limited held on Friday, 20th September, 2019 at 12.00 Noon at the Registered Office of the Company at Unit No. F-1, 1st Floor, Shanti Nagar Co-operative Industrial Estate Limited, Vakola, Santacruz (East), Mumbai - 400055.

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 68th (Sixty Eighth) Annual General Meeting of the Equity Shareholders of M/s Automobile Products of India Limited held on Friday, 20th September, 2019 at 12.00 Noon at the Registered Office of the Company at Unit No. F-1, 1st Floor, Shanti Nagar Co-operative Industrial Estate Limited, Vakola, Santacruz (East), Mumbai - 400055. I hereby submit my report as under:

1. In accordance with the notice of the 68th 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 Monday, 16th September, 2019 at 9.00 A.M and ended on Thursday, 19th September, 2019 at 5.00 P.M.
2. The Company has availed the e-voting facility offered by Link Intime India Private Limited ("Link Intime India") at <https://instavote.linkintime.co.in> for conducting e-voting by the Shareholders of the Company.
3. The Equity Shareholders holding shares as on the cut-off date 12th September, 2019 were entitled to vote on the resolutions stated in the Notice of the 68th Annual General Meeting of the Company.



Yogesh Singhvi



4. As informed by the management, the internal cut-off date for the dispatch of notice of the Annual General Meeting was 24th August, 2019 and as on that date the Company completed the dispatch of the notices to the 4003 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 19th September, 2019 at 5.00 p.m., the voting portal was blocked forthwith.
7. At the venue of the 68th AGM of the Company held on 20th September, 2019, 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.
8. On 20th September, 2019, 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, Mrs. Sneha Hemani and Mrs. Palak Mehta, who were not in the employment of the Company, who signs hereunder, and thereafter downloaded the report.

Witnesses:


(Sneha Hemani)


(Palak Mehta)

9. I have scrutinized and reviewed the e- voting and votes tendered therein based on the data downloaded from the Link Intime India e-voting system and the votes casted at the venue of Annual General Meeting by poll.
10. Based on the reports generated from Link Intime India e-voting website and voting through poll at the 68th 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 Statement for the financial year ended on 31st March, 2019 together with the reports of the Auditor's and the Board's 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	94.05%
Poll at AGM	17	1,18,523	5.95%
Total	18	19,90,316	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

b. Resolution 2--Ordinary Resolution

Appointment of Shri Shyam Agarwal (DIN 00039991) 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	94.05%
Poll at AGM	17	1,18,523	5.95%
Total	18	19,90,316	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



c. Resolution 3--Ordinary Resolution

To re-appoint SGCO & Co. LLP, Chartered Accountants, Mumbai (FRN 112081W/W100184) to hold office for a period of four (4) years, from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2023.

(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	94.05%
Poll at AGM	17	1,18,523	5.95%
Total	18	19,90,316	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

d. Resolution 4--Special Resolution

To re-appoint Smt. Priti Kataria (DIN: 00088975), as an Independent Director for a second term of 5 (five) consecutive years, i.e. up to 26th September, 2024.

(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	94.05%
Poll at AGM	17	1,18,523	5.95%
Total	18	19,90,316	100%



Singhvi



(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

e. Resolution 5--Ordinary Resolution

To appoint Shri Devesh Bhatt (DIN: 08225392) as an Independent Director of the Company for a term of 5 (five) consecutive years i.e. upto 26th June, 2024.

(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	94.05%
Poll at AGM	17	1,18,523	5.95%
Total	18	19,90,316	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



Singhvi



Yogesh Singhvi
Company Secretary

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24, Kritika 'A', Sector V, Srishti,
Mira Road (East), Mumbai 401107

(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 68th (Sixty Eighth) 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



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

Dated: 20th September, 2019