

AUTOMOBILE PRODUCTS OF INDIA LIMITED

Regd. Office: 63A, North Phase, SIDCO Industrial Estate,
Ambattur, Chennai - 600 098.

NOTICE

NOTICE is hereby given that the **Sixty-Fifth** Annual General Meeting of the members of **Automobile Products of India Limited** (CIN: L34103TN1949PLC055488) will be 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 - 600 098 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Directors' and the Auditor's thereon.
2. To appoint Statutory Auditors and in this regard to consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to the recommendation of the Audit Committee and pursuant to the resolution passed by the Members at the AGM held on September 27, 2014, the 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 in the financial year 2018-19, be and is hereby ratified at a remuneration to be decided by the Board of Directors as recommended by the Audit Committee, in consultation with M/s. SGCO & Co., Chartered Accountants, Mumbai plus applicable tax and re-imburement of travelling and out of pocket expenses incurred by them for the purpose of audit."

3. To appoint a Director in place of Mr. Siddharth Agarwal (DIN 02055700), who retires by rotation and being eligible, offers himself for re-appointment.

**For and on behalf of the Board
AUTOMOBILE PRODUCTS OF INDIA LIMITED**

**PLACE : MUMBAI
DATE : 26TH MAY, 2016**

**SHYAM AGARWAL
(DIN: 00039991)
DIRECTOR**

NOTES:

- 1) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
- 2) The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting.
- 3) A Person can act as a Proxy on behalf of the Members not exceeding Fifty (50) and holding in the aggregate not more than Ten percent of the total share capital of the Company carrying voting rights. A Member holding more than Ten percent of the total share capital of the Company carrying Voting Rights may appoint One Person as Proxy and such person shall not act as a Proxy for any other Person or Member
- 4) Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
- 5) The Register of Members and Share Transfer Registers of the Company will remain closed from 23rd September, 2016 to 30th September, 2016 (both days inclusive).
- 6) **Voting for transaction of Business:**

The business as set out in the Notice may be transacted and that:

- (A) The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 including any amendments thereon.
- (B) The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their votes by remote e-voting may cast their votes either through ballot paper or polling at the meeting.
- (C) The Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.

The procedure and instructions for members for voting electronically are as under:

The voting period shall begin at 9.00 A.M. on 27th September, 2016 and end at 5 P.M. on 29th September, 2016. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date (record date) of 23rd September, 2016 as on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut off date should treat this Notice for information purposes only, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii) Now click on "Shareholders" to cast your votes.
- iii) Now Enter the USER ID:
 - a) Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are a first time user follow the steps given below:

For Members holding shares in Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company are requested to use sequence number which is printed on postal Ballot / Attendance slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said folio in dd/mm/yyyy format.
	<ul style="list-style-type: none"> • Please enter the DOB in order to login. If the details are not recorded with the company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xv) Note for Non - Individual Shareholders and Custodians:

- ^ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- ^ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ^ After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- ^ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- ^ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The Company has appointed Mr. Yogesh Singhvi Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer and who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Stock Exchanges (BSE).

**For and on behalf of the Board
AUTOMOBILE PRODUCTS OF INDIA LIMITED**

**SHYAM AGARWAL
(DIN: 00039991)
DIRECTOR**

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DATE : 26TH MAY, 2016**

