

Automobile Products of India Limited

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

NOTICE OF POSTAL BALLOT / E-VOTING

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, Rules and Regulations, if any, Automobile Products of India Limited (the "Company") hereby seeks your approval by way of Special Resolutions through Postal Ballot/e-voting in respect of the following special business(es).

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the "Notice").

Special Business(es):

Item No. 1

Shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"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 Central Government, the Regional Director, or any other statutory authority, the consent of the Members be and is hereby accorded to shift the Company's 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 Board of Directors of the Company be and is hereby authorized to finalize, sign, execute and submit / deliver / file the petition, or any agreements, papers, deeds, forms, applications, affidavits and other instruments in writing, with any statutory or other authorities, as may be required, from time to time, and to do all such, acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution, or to any matter related or incidental thereto.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the aforesaid powers to any Committee of Directors/officers, one or more Director(s) or any other person on such conditions as the Board may deem fit and to take all such steps that may be required to give effect to this resolution.”

Registered Office:
63A, North Phase,
SIDCO Industrial Estate,
Ambattur, Chennai - 600 098
CIN: L34103TN1949PLC055488
Email id: cs3@apimumbai.com

By order of the Board
For Automobile Products Of India Limited



Aakanksha Mittal
Company Secretary
M. No.: A57489

Corporate Office: Unit No. F-1, 1st Floor,
Shanti Nagar Co-Operative Industrial Estate Limited,
Vakola, Santacruz (East), Mumbai - 400055

Place: Mumbai
Date: 22nd January, 2019

Notes:

1. The explanatory statement pursuant to Section 102 of the Act setting out the material facts is annexed hereto.
 2. The instructions/notes printed overleaf the Postal Ballot Form are an integral part of this Notice. Please read the instructions/notes before exercising the vote.
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Automobile Products of India Limited

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

Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013 (the "Act")

Item No. 1

The Company was incorporated on 12th September, 1949 under the provisions of the Companies Act, 1913 and presently having its Registered Office at 63A, North Phase, SIDCO Industrial Estate, Ambattur, Chennai 600098 in the State of Tamil Nadu.

The same is stated in the Clause II of the Memorandum of Association of the Company, which reads as follows:

"The Registered office of the Company will be situated in the STATE OF TAMIL NADU."

The Corporate office of the Company is situated at Mumbai. In order to bring ease in operations, cost optimization, efficiency and effectiveness in business operations, it would be convenient for the Company to carry on the business activities from Mumbai and therefore, it is proposed to shift the Registered Office of the Company to Mumbai.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 or any other applicable provisions, shifting of the registered office from one State to another requires the approval of Members, Central Government, Regional Directors and alteration of the Memorandum of Association by way of **Special Resolution**.

Upon the approval of the Members to shift the Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra, a petition under Section 13(4) of the Companies Act, 2013, will be made to the Central Government for approval of the alteration to the Memorandum of Association of the Company.

None of the Directors of the Company or their relatives are, in any way, deemed to be concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 1 of the notice.

The Board recommends the Special resolution to the Members of the Company for their consideration and approval.

By order of the Board

For AUTOMOBILE PRODUCTS OF INDIA LIMITED



**AAKANKSHA MITTAL
COMPANY SECRETARY**

Place: Mumbai

Date: 22nd January, 2019

AUTOMOBILE PRODUCTS OF INDIA LIMITED

CIN: L34103TN1949PLC055488

Reg. Office: 63A, North Phase SIDCO Industrial Estate,
Ambattur, Chennai 600098
Telephone No./Fax No.: 022-26654802

POSTAL BALLOT FORM

Serial No.....

Name of the Member(s)
including joint-holders, if
any
Registered Address of the
sole/first named Member

Registered Folio No./DP ID
No. / Client ID No.*
(*Applicable to members
holding shares in
dematerialized form)
No. of Shares held

I/ We hereby exercise my/our vote in respect of Special Resolution to be passed through postal ballot/e-voting for the business enumerated below by recording my/our assent or dissent to the following Special Resolution by placing a tick (✓) mark at the appropriate box below:

Sl. No.	Description of Resolutions	No. of shares for which votes cast	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	Shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra			

Place:
Date:

(Signature of the Member)
(Must be as per the specimen signature registered with the Company)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

EVEN (Electronic Voting Event Number)	User ID	Password

Notes/Instructions

1. The Notice of Postal Ballot/e-voting (“Notice”) is being sent to all the members, whose names appear in the Register of Members as on Thursday, 31st January, 2019 (“cut-off date”) and voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Members as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. Notice is being sent in electronic form to the members who have registered their e-mail addresses with the Company and others are being sent the Notice through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed Business Reply Envelope. Members who have received Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Notice along with Postal Ballot Form from the link <https://instavote.linkintime.co.in> or from the ‘Investors’ section on the Company’s website www.apimumbai.com.
2. There will be one Postal Ballot Form /e-voting for every folio / Client ID irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member or his duly authorized attorney registered with the Company and in his absence by the next named member.
3. Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with a proof of their authorization.
4. The Board of Directors have appointed Mr. Yogesh Singhvi, Practising Company Secretary (ACS No. 16471, C.P. No. 8770), as the scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as a Scrutinizer.
5. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited (“Link Intime India”) as the agency to provide e-voting facility. E-voting is the optional facility available to members.
6. **The members can opt for only one mode of voting i.e. through physical Postal Ballot or e-voting. In case, members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.**
7. The period for voting through physical Postal Ballot and e-voting starts from Saturday, 2nd February, 2019 at 9:00 a.m. and ends on Monday, 4th March, 2019 at 5:00 p.m. and any physical Postal Ballot received thereafter shall not be considered and e-voting shall be disabled by Link Intime India thereafter.
8. The Scrutinizer’s decision on the validity of a physical Postal Ballot/e-voting will be final.
9. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report. The result of the Postal Ballot would be announced by the Chairman or any other Director authorized by him on Tuesday, 5th March, 2019 on or before 6.00 p.m. at the Registered Office of the Company. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on Monday, 4th March, 2019 being the last date specified for receipt of duly completed Postal Ballot Forms/e-voting.
10. The said results along with the Scrutinizer’s report would be displayed at the Notice Board of the Company at its Registered Office and Corporate Office, hosted at website of the Company i.e. www.apimumbai.com and on the website of Link Intime India i.e. <https://instavote.linkintime.co.in> The results will be intimated to the Stock Exchanges within the prescribed time where the Company’s shares are listed and will also be published in the newspaper.
11. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Friday) between 11:00 a.m. and 1:00 p.m. from the date of dispatch of Notice upto the date of declaration of results of Postal Ballot/e-voting.

12. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- (i) Members are requested to carefully read the instructions before casting their vote and return the Postal Ballot Form, duly completed in all respect and signed, in the attached self-addressed postage prepaid Business Reply Envelope, so as to reach the Scrutinizer, C/o Link Intime India Private Limited, Unit-Automobile Products of India Limited, BRE PERMIT NO : MH/BY/NE/BR/238/18-19, TAGORE NAGAR, P.O. MUMBAI 400083, India not later than close of working hours on Monday, 4th March, 2019. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received.
- (ii) The votes should be casted either in favour or against the resolution by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [✓] mark in both the column will render the Form invalid.
- (iii) Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- (iv) The Postal Ballot Form should be completed and signed by the sole / first named member or his duly authorized attorney registered with the Company. In the absence of the first named member in a joint holding, the Form may be completed and signed by the next named member. *(However, where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be valid).*
- (v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signature's of authorized signatory(ies), duly attested.
- (vi) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
- (vii) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- (viii) Members are requested not to send any other document / papers along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- (ix) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 12(i) above.

13. PROCESS FOR MEMBERS OPTING FOR E-VOTING

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

OR

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4a).

If Shareholders holding shares in Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
8. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option 'Abstain' and the shares held will not be counted under ‘Favour/Against’.

9. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
10. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your

vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

11. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
12. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.
13. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 – 49186000.