

Automobile Products of India Limited

Corporate Identity Number: L34103MH1949PLC326977

Automobile Products of India Limited ("Company" or "Issuer") was originally incorporated as "Automobile Products of India Limited" on September 12, 1949, as a company under the provisions of Indian Companies Act, 1913, vide Certificate of Incorporation issued by the Registrar of Companies, Mumbai.

The shares of our Company got listed on BSE Limited ("BSE") with effect from April 26, 1960. For further details please refer to the section titled "General Information" of this draft letter of offer.

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

Tel.: +91-22-2665 4802

Contact Person: Mr. Ankit Vinodbhai Patel, Company Secretary & Compliance Officer

Website: www.apimumbai.com | Email: cs1@apimumbai.com

PROMOTER OF OUR COMPANY: KIYANA REAL ESTATE PRIVATE LIMITED

FOR PRIVATE CIRCULATION TO THE PUBLIC EQUITY SHAREHOLDERS OF AUTOMOBILE PRODUCTS OF INDIA LIMITED ONLY

THE ISSUE

ISSUE OF UP TO 14,00,000 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF Rs. 1 EACH OF AUTOMOBILE PRODUCTS OF INDIA LIMITED ("COMPANY" OR THE "ISSUER" OR "APIL") FOR CASH AT A PRICE OF Rs. 1 PER EQUITY SHARE (INCLUDING A PREMIUM OF Rs. 0 PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING NOT MORE THAN Rs. 14,00,000/- TO THE ELIGIBLE SHAREHOLDERS ON RIGHTS ISSUE BASIS IN THE RATIO OF 19 EQUITY SHARES FOR EVERY 10 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE ("THE ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 01 TIME OF THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING OF THIS LETTER OF OFFER ("LOF").

ISSUE PROGRAMME

ISSUE OPENS ON
15TH APRIL 2026

LAST DATE FOR ON MARKET RENUNCIATION*
20TH APRIL 2026

ISSUE CLOSES ON**
24TH APRIL 2026

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

**Our Board will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA*

Simple, Safe, Smart way of Application - Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. investors can avail the same. For details, check section on ASBA below.

APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA)

Investors have to apply through the ASBA process. For details on the ASBA process, please refer to the details given in ASBA form and Letter of Offer as well as refer to the section titled "Terms of Issue – Making of an Application through the ASBA process" on page 63 of the Letter Of Offer. ASBA bid-cum application form can also be downloaded from the website of BSE Limited.

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renouncees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense account, as applicable.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective folio under the Rights Entitlements in the demat suspense account of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account to which the rights of the Rights Entitlements and in case of multiple demat accounts, the Investors shall submit a separate Application Form for each demat account. Investors may apply for the Rights Equity Shares by submitting the Application form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money on the Application on their respective ASBA Accounts.

Applicants should carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall also accept such plain paper Applications if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper Application. Further note that Eligible Equity Shareholders, making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "Terms of the Issue- Making of an Application by Eligible Equity Shareholders, on Plain Paper under ASBA process" on page 63 of the LOF.

All Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Kindly note that Non- Resident Investors will have to apply through ASBA mode. Investors should carefully read the provisions applicable to such applications before making their Application through ASBA. For details, see "Making of an Application through the ASBA process" page 65 of the Letter of offer.

CREDIT OF RIGHTS ENTITLEMENT IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only.

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense account (namely,) opened by our company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by Tuesday, 21st April 2026 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY.

MAKING OF AN APPLICATION THROUGH THE ASBA PROCESS

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to page 34 of the Letter Of Offer. Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, their directors, their employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

MAKING OF AN APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS ON PLAIN PAPER UNDER ASBA PROCESS

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company being Automobile Products of India Limited
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
- Number of Equity Shares held at Record Date;
- Allotment option – only dematerialized form;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for within the Rights Entitlements.
- Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Rights Equity Shares applied for;
- Total Application amount paid at the rate of Rs. 1 per Right Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/ FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained.
- Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in "other regulatory and Statutory disclosures – Selling restrictions" on page 58 and shall include the following

I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States (including its territories and possessions thereof, any State of the United States and the District of Columbia) (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any State of the United States

I/We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://in.mpms.mufg.com/> and the Stock Exchanges (i.e. www.bseindia.com).

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

LAST DATE FOR APPLICATION

The last date for submission of the duly filled in the Application Form or a plain paper Application is Friday, 24th April 2026 i.e., Issue Closing Date. Our Board may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in the section entitled "Basis of Allotment" on page 87 of the letter of offer.

SPECIFIC INVESTOR

The Company confirms that no specific investor(s) have been recognised for the purpose of allotment in the under subscribed portion and promoters have confirmed that they will not be renouncing in favour of any specific investor.

DISCLAIMER CLAUSE OF BSE

It is to be distinctly understood that the aforesaid permission given by BSE Limited should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited in "Other Regulatory and Statutory Disclosure – Disclaimer Clause of BSE" on page 60 of the Letter of Offer.

AVAILABILITY OF THE LETTER OF OFFER

A copy of the Letter of Offer can be downloaded from the website of:

- our Company at: www.apimumbai.com
- the Registrar to the Issue at <https://in.mpms.mufg.com/> and
- the Stock Exchange at www.bseindia.com.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/dispensed only to such Eligible Equity Shareholders, who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full.

The Application Form, the Rights Entitlement Letter and other Issue material will be sent/dispensed only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/dispensed to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

The date of completion of dispatch of the Letter of Offer and the Application Form is April 11, 2026.

Investors can also access this Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- Our Company at www.apimumbai.com
- The Registrar to the Issue at <https://in.mpms.mufg.com/>
- The Stock Exchange at www.bseindia.com

If eligible shareholders do not receive the original application form and are unable to obtain it otherwise, they may apply using the form available on the registrar's or stock exchanges' website, or by submitting a plain-paper application. The plain-paper application must include the shareholder's name, address, the rights-issue ratio, issue price, number of shares held, ledger folio number (or DP ID / Client ID as applicable), number of shares entitled, number of shares applied for (including any additional shares), and the amount to be blocked with the SCSB.

MONITORING AGENCY: Infomercis Valuation and Rating Limited

BANKER TO THE ISSUE: ICICI Bank Limited

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER.

Investors can visit following links for the below mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: <https://in.mpms.mufg.com/>
- Updates of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: <https://in.mpms.mufg.com/>
- Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: Registrar website: <https://in.mpms.mufg.com/>

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

COMPANY SECRETARY

REGISTRAR TO THE ISSUE

Automobile Products of India Limited



Mr. Ankit Vinodbhai Patel

Company Secretary & Compliance Officer

Address: Unit No. F-1, 1st Floor, Shanti Nagar Co-Operative Industrial Estate

Limited, Vakola, Santacruz (East), Mumbai

City, Mumbai, Maharashtra, India, 400055.

E-Mail: cs1@apimumbai.com

Telephone: +91-22-2665 4802

Website :- www.apimumbai.com

MUFUG Intime India Private Limited

(formerly known as Link Intime India Private Limited)

Address: C 101, Embassy 247, L.B.S. Marg,

Vikhroli (West), Mumbai – 400083,

Maharashtra.

Tel: +91 810 811 6767

Email: investor.helpdesk@in.mpms.mufg.com

Website: www.mpms.mufg.com

Contact Person: Mahesh Masurkar

SEBI Registration No. INR000004058

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any Pre Issue/Post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, contact number(s), e-mail address of the sole / first holder, Folio number or demat account number, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Form or the plain paper application as the case may be, was submitted by the investor along with a photocopy of the acknowledgement slip. For details on the ASBA process please see the section titled "Terms of the Issue" on page 63 of the LOF.

Date: 12th April 2026

Place: Mumbai

For Automobile Products of India Limited

On behalf of the Board of Directors

Sd/-

Ankit Vinodbhai Patel

Company Secretary & Compliance Officer