



Yogesh Singhvi
Company Secretary

Ph: +91-98202-31330

Email: yogeshsinghvi@yahoo.co.in

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

Scrutinizers' Report

To
The Chairman
Automobile Products of India Limited
CIN: L34103TN1949PLC055488
63A, North Phase, SIDCO Industrial Estate,
Ambattur, Chennai – 600098

Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved by the Central Government and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of Automobile Products of India Limited ('the Company') in their meeting held on Tuesday, 22nd January, 2019 to conduct the Postal Ballot/e-voting process in a fair and transparent manner in respect of the following resolution:

S.No.	Type of Resolution	Particulars
1.	Special Resolution	Shifting of Registered Office of the Company from the State of Tamil Nadu, Chennai to the State of Maharashtra, Mumbai

The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting including voting by electronic means for the resolution stated in the Postal Ballot Notice. My responsibility as a Scrutinizer is restricted to ensure that the e-voting process and Postal Ballot process is conducted in a fair and transparent manner and make the Scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the e-voting platform provided by Link Intime India Private Limited ("Link Intime India") at <https://instavote.linkintime.co.in>, the authorized agency to provide e-voting facilities, engaged by the Company.

In this regard, I submit my report as under:

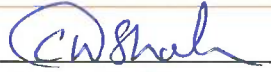
1. The e-voting period remained open from Saturday, 2nd February, 2019 (9.00 AM) to Monday, 4th March, 2019 (5.00 PM)
2. The Company completed dispatch of Postal Ballot Notice(s) and Postal Ballot form(s) along with all requisite documents on 1st February, 2019 to its Members, whose names appeared in the Register of Members as on 31st January, 2019 through physical mode, along with a self-addressed postage prepaid business reply envelope to all the Members.

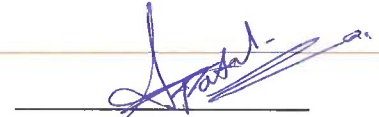


Yogesh Singhvi



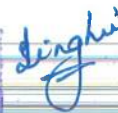
3. The Company published an advertisement regarding dispatch of Postal Ballot form(s), notices etc. in English Daily "News Today" and in Tamil Daily "Maalai Sudar" on Saturday, 2nd February, 2019.
4. The Members of the Company had an option to vote either through the Postal Ballot form(s) or through the e-voting facility. Members who opted for e-voting facility have casted their votes on the e-voting platform provided by Link Intime India Private Limited ("Link Intime India") at <https://instavote.linkintime.co.in>.
5. The physical Postal Ballot form(s) received by post/courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot form(s). The e-voting was maintained by Link Intime in electronic registry.
6. I monitored the process of electronic voting through the scrutinizer's secured link provided by Link Intime India on its designated website i.e. <https://instavote.linkintime.co.in>.
7. The votes were unblocked on Monday, 4th March, 2019 after 05.00 P.M. in the presence of two witnesses, Shri Chirag Shah, UBI Ankur, B/30, 4th Cross Road, Liberty Garden, Malad West, Mumbai - 400064 and Shri Ankit Patel, 12, Oza Chawl, Irani Wadi-4, Kandivali West, Mumbai - 400067, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


(Chirag Shah)


(Ankit Patel)

8. The particulars of all Postal Ballot form(s) received from the Members as well as e-voting report generated from electronic registry of Link Intime India have been entered in a separate Register maintained for that purpose.
9. All Postal Ballot form(s) received and e-votes cast up to 05:00 P.M. on Monday, 4th March, 2019 i.e. the last date and time fixed by the Company for casting votes through Postal Ballot form(s) or e-voting were considered and none of the envelopes containing Postal Ballot form(s) received after 05:00 P.M. on Monday, 4th March, 2019 were considered for the purpose of this report.
10. The Postal Ballot form(s) received and e-votes cast on or before 05:00 P.M. on Monday, 4th March, 2019 were matched with the Register of Members/beneficiary data of the Company as on Thursday, 31st January, 2019 i.e. the cut-off date for the purpose as provided by the Registrar and Share Transfer Agent ('RTA') of the Company. Further, Member(s) voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
11. I did not find any defaced or mutilated ballot paper(s).
12. The Members exercised their voting either by e-voting or physical mode and there was no Member who opted for both the facilities.







13. The total issued and paid up Equity Share Capital of the Company as on Monday, 4th March, 2019 was Rs.48,17,656 (Rupees Forty Eight Lakh Seventeen Thousand Six Hundred and Fifty Six Only) divided into 48,17,656 (Forty Eight Lakh Seventeen Thousand Six Hundred and Fifty Six) Equity Shares of Re. 1/- (Rupee One Only) each.
14. A summary of the Postal Ballots/e-voting are as under:
1. Shifting of Registered Office of the Company from the State of Tamil Nadu, Chennai to the State of Maharashtra, Mumbai.

Particulars	SPECIAL RESOLUTION Number of Valid Votes			Percentage
	E-Votes	Postal Ballot	Total	
Assent	18,71,793*	5,080	18,76,873	100%
Dissent	0	0	0	0
Total	18,71,793*	5,080	18,76,873	100%

*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.

The detailed break up of voting through e-voting and voting through Postal Ballot form(s) in respect of the above Resolution is attached to this report and marked as 'Annexure-A'.

Therefore, the above-mentioned Special Resolution has been passed with requisite majority.

15. The resolutions shall be deemed to have been passed on Monday, 4th March, 2019, being the last date of receipt of Postal Ballot form(s)/e-voting from the Members of the Company.
16. I will hand over the Postal Ballot form(s) and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
17. You may accordingly declare the result of the voting by Postal Ballot/e-voting.

For YOGESH SINGHVI
Practicing Company Secretary

Dated: 5th March, 2019




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



ANNEXURE-A

A detailed summary of the Postal Ballot/e-voting result is given herein below:

A1. VOTING THROUGH E-VOTING:				
Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (in Rupees)	% of Total Paid Up Equity Capital (Approx.)
a) Total votes received	1	18,71,793*	18,71,793*	38.85*
b) Less: Abstained	0	0	0	0
c) Less: Invalid votes	0	0	0	0
d) Net valid votes	1	18,71,793*	18,71,793*	38.85*
e) Votes with assent	1	18,71,793*	18,71,793*	38.85*
f) Votes with dissent	0	0	0	0

*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.

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:				
Particulars	No. of Shareholders	No. of Equity Shares	Paid up value of the Equity Shares (in Rupees)	% of Total Paid Up Equity Capital (Approx.)
g) Total votes received	17	5,080	5,080	0.11
h) Less: Abstained	0	0	0	0
i) Less: Invalid votes	0	0	0	0
j) Net valid votes	17	5,080	5,080	0.11
k) Votes with assent	17	5,080	5,080	0.11
l) Votes with dissent	0	0	0	0



Singhvi

AUTOMOBILE PRODUCTS OF INDIA LIMITED

Voting Results of Postal Ballot

Date of declaration of result of Postal Ballot	5 th March, 2019
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: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA

Agenda- wise disclosure

Resolution required: (Ordinary/ Special)			(1) Shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Maharashtra (Special 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	*45.865%	*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		-	-	-	-	-	-
	Postal Ballot (if applicable)		5080	0.712%	5080	-	100.00%	-
	Total		-	-	-	-	-	-
Total		48,17,656	18,76,873	38.958%	18,76,873	-	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%)**

