

Automobile Products of India Limited

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

11th September, 2017

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 66th Annual General Meeting of the Company held on 9th September, 2017.

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 66th Annual General Meeting of the Company held on Saturday, 9th September, 2017 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

Palak B. Tolia

**PALAK B. TOLIA
COMPANY SECRETARY & COMPLIANCE OFFICER**

AUTOMOBILE PRODUCTS OF INDIA LIMITED

FORMAT OF VOTING RESULTS

Date of the AGM/EGM	9 th September 2017
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:	1
Public:	19
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 Financial Statement for the Financial Year 2016-17 (Ordinary 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		155	0.022%	155	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	18,71,948	38.856%	18,71,948		100.00%	

Resolution required: (Ordinary/ Special)			(2) Ratification of 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 on in the financial year 2018-19					
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		155	0.022%	155	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	18,71,948	38.856%	18,71,948		100.00%	



Resolution required: (Ordinary/ Special)			(3) Appointment of Shri Shyam Agarwal (DIN 00039991) as Director, who retires by rotation and being eligible, offers himself for re-appointment					
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		155	0.022%	155	-	100.00%	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Total		48,17,656	18,71,948	38.856%	18,71,948	-	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

Palak B. Tolia
PALAK B. TOLIA
COMPANY SECRETARY & COMPLIANCE OFFICER



Yogesh Singhvi
Company Secretary

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

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

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 66th Annual General Meeting (AGM) of your Company held on Saturday, 9th September, 2017 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



Place: Mumbai
Dated: 11th September, 2017



Yogesh Singhvi
Company Secretary

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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
63A, North Phase, SIDCO Industrial Estate,
Ambattur, Chennai – 600098

66th (Sixty Sixth) Annual General Meeting (AGM) of the Equity Shareholders of M/s Automobile Products of India Limited held on Saturday, 9th September, 2017 at 12.00 Noon at the Registered Office of the Company at No. 63A, North Phase, SIDCO Industrial Estate, Ambattur, Chennai – 600098.

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 66th (Sixty Sixth) Annual General Meeting of the Equity Shareholders of M/s Automobile Products of India Limited held on Saturday, 9th September, 2017 at 12.00 Noon at the Registered Office of the Company at No. 63A, North Phase, SIDCO Industrial Estate, Ambattur, Chennai – 600098. I hereby submit my report as under:

1. In accordance with the notice of the 66th 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 Tuesday, 5th September, 2017 at 9.00 A.M and ended on Friday, 8th September, 2017 at 5.00 P.M.
2. The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.
3. The Equity Shareholders holding shares as on the cut-off date 1st September, 2017 were entitled to vote on the resolutions stated in the Notice of the 66th Annual General Meeting of the Company.
4. As informed by the management, the internal cut-off date for the dispatch of notice of the Annual General Meeting was 12th August, 2017 and as on that date the Company completed the dispatch of the notices to the 4006 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 8th September, 2017 at 5.00 p.m., the voting portal was blocked forthwith.



Yogesh Singhvi

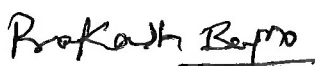


Yogesh Singhvi
Company Secretary

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Mira Road (East), Mumbai 401107

7. At the venue of the 66th AGM of the Company held on 9th September, 2017, 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 9th September, 2017, 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, Mr. Prakash Bapna and Mr. Nikhil Gehani, who were not in the employment of the Company, who signs hereunder, and thereafter downloaded the report.

Witnesses:



(Prakash Bapna)



(Nikhil Gehani)

9. I have scrutinized and reviewed the e- voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the votes casted at the venue of Annual General Meeting by poll.
10. Based on the reports generated from CDSL e-voting website and voting through poll at the 66th 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, 2017 and the reports of the Board of Directors' and Auditor'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	99.99%
Poll at AGM	19	155	0.01%
Total	20	18,71,948	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

Ratification of 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 on in the financial year 2018-19.

(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	99.99%
Poll at AGM	19	155	0.01%
Total	20	18,71,948	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

c. Resolution 3--Ordinary Resolution

Appointment of Shri Shyam Agarwal (DIN 00039991) as Director, who retires by rotation and being eligible, offers himself for re-appointment.





Yogesh Singhvi
Company Secretary

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Email: yogeshsinghvi@yahoo.co.in
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Mira Road (East), Mumbai 401107

(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	99.99%
Poll at AGM	19	155	0.01%
Total	20	18,71,948	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

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 66th (Sixty Sixth) 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.

Place: Mumbai

Dated: 11th September, 2017



For YOGESH SINGHVI
Practicing Company Secretary

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