

Automobile Products of India Limited

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

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS THROUGH POSTAL BALLOT ALONG WITH THE EXPLANATORY STATEMENT OF AUTOMOBILE PRODUCTS OF INDIA LIMITED HELD ON MONDAY, 4TH MARCH, 2019.

ITEM NO. 1:

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.

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.”

For AUTOMOBILE PRODUCTS OF INDIA LIMITED



**SHYAM AGARWAL
DIRECTOR
DIN: 00039991**

DATE: 5th March, 2019

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.

For AUTOMOBILE PRODUCTS OF INDIA LIMITED



SHYAM AGARWAL
DIRECTOR
DIN: 00039991

DATE: 5th March, 2019