

Automobile Products of India Limited

Date: 03rd September, 2020

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai- 400001.

Scrip Code: 505032

Sub: Annual Report for the financial year 2019-20 along with the Notice of the 69th Annual General Meeting

Dear Sir(s),

In continuation of our letter dated 3rd September, 2020, this is to inform you that the 69th Annual General Meeting ('AGM') of the Company will be held on Tuesday, 29th September, 2020 at 1:30 P.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India (hereinafter collectively referred to as 'Circulars') from time to time.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and aforesaid Circulars, we do hereby submit the following:

- (i) Annual Report of the Company for the financial year 2019-20; and
- (ii) the Notice calling 69th AGM for the financial year 2019-20 which is being sent only through electronic mode to the members.

We would like to further inform again that the Company has fixed Friday, 18th September, 2020 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM. The remote e-voting facility shall commence Thursday, 24th September, 2020 (09.00 a.m. IST) and ends on Monday, 28th September, 2020 (05.00 p.m. IST).

The Annual Report including the Notice of the 69th AGM will also be available on the website of the Company i.e. www.apimumbai.com, website of BSE at www.bseindia.com and on the website of Link Intime at <https://instavote.linkintime.co.in>.

You are requested to kindly take the above information on your record.

Thank You,

Yours faithfully,

Yours truly,

FOR AUTOMOBILE PRODUCTS OF INDIA LIMITED

AAKANKSHA A. MITTAL
COMPANY SECRETARY & COMPLIANCE OFFICER
M.NO.: A57489

CIN No.: L34103MH1949PLC326977

**Regd. Off.: Unit No. F-1, 1st Floor, Shanti Nagar Co-operative Industrial Estate Ltd, Vakola,
Santacruz (East), Mumbai - 400 055. Tel.: +91-22-2665 4802
Website: www.apimumbai.com Email: cs1@apimumbai.com**

**AUTOMOBILE PRODUCTS
OF
INDIA LIMITED**

**69TH
ANNUAL REPORT
2019-20**

Automobile Products of India Limited

CIN: L34103MH1949PLC326977

Annual Report: 2019-20

Board of Directors:

Shri Shyam Agarwal
Shri Siddharth Agarwal
Shri Ramnivas R. Saboo (upto 30th May, 2019)
Smt. Priti P. Kataria
Shri Devesh Bhatt (w.e.f. 27th June, 2019)

Shri Indra Jain – Chief Financial Officer
Shri Ajith Kathariya – Chief Executive Officer
Ms. Aakanksha Mittal – Company Secretary

Audit Committee:

Shri Devesh Bhatt
Shri Siddharth Agarwal
Smt. Priti P. Kataria

Stakeholders Relationship Committee:

Shri Shyam Agarwal
Shri Devesh Bhatt
Smt. Priti P. Kataria

Nomination and Remuneration Committee:

Shri Shyam Agarwal
Shri Devesh Bhatt
Smt. Priti P. Kataria

Auditors:

S G C O & Co.
Chartered Accountant

Secretarial Auditor:

Shri Yogesh Singhvi
Practicing Company Secretary

Bankers:

HDFC Bank

Registered office:

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Sixty-Ninth** Annual General Meeting (“AGM” or “Meeting”) of the members of **Automobile Products of India Limited (CIN: L34103MH1949PLC326977)** will be held on **Tuesday, 29th September, 2020 at 01:30 p.m. (IST)** through video conferencing (‘VC’)/ other audio visual means (‘OAVM’) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Siddharth Agarwal (DIN: 02055700), who retires by rotation, and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Shyam Agarwal (DIN: 00039991), who retires by rotation at this meeting, and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

For and on behalf of the Board
Automobile Products of India Limited

Date: 29th July, 2020
Place: Mumbai

Aakanksha A. Mittal
Company Secretary & Compliance Officer

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 05th May, 2020 read with circulars dated 08th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM or Meeting”) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/ OAVM.
2. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members intending to represent through their authorized representatives at the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Information as required under Regulation 36 of the SEBI Listing Regulations with respect to Brief resume of a Director proposed to be re-appointed, is provided in the Annexure attached to this Notice.
5. In case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will be entitled to vote.
6. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
7. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18th September, 2020 to Monday, 28th September, 2020 (both days inclusive) in connection with the Meeting.
8. Members holding shares in physical mode: (i) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/ Link Intime, if not registered with the Company as mandated by SEBI, (ii) are advised to register the nomination in respect of their shareholding in the Company.
9. All documents referred to in the Notice and other Statutory Registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 01.00 p.m. (i.e. except Saturdays, Sundays and public holidays) up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this Notice upto the date of AGM and during the AGM. In the wake of Covid-19 and restrictions on availability of staff, Members seeking to inspect such documents is requested to take prior appointment at least 3 working days in advance by sending an email to cs1@apimumbai.com.
10. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/ bank account details to Link Intime India Private Limited (Link Intime), C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
11. Communication through e-mail: In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.apimumbai.com, websites of the BSE Stock Exchanges at www.bseindia.com, and on the website of Link Intime at <https://instavote.linkintime.co.in>.

Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner: Members who hold shares in physical form are requested to register their e-mail ID with the Company's RTA, Link Intime, by providing details such as Name, Folio No., Certificate No., PAN, Mobile Number and Email address.

12. With a view to serving the Members better and for administrative convenience, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
13. The instructions for Members attending and voting electronically are as under:
 - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the above referred MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has availed services from Link Intime for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as voting system on the date of the AGM will be provided by Link Intime.
 - b) The Members can join the AGM in the VC/ OAVM mode **15 minutes** before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
 - c) **Process for those shareholders whose email ids are not registered:** The shareholders who have not registered their email ids are requested to get the same registered by following the process stated in note 11 above.
 - d) The remote e-voting period commences on Thursday, 24th September, 2020 (09.00 a.m. IST) and ends on Monday, 28th September, 2020 (05.00 p.m. IST). The e-voting module shall be disabled by Link Intime for voting thereafter. During this period Members of the Company, holding shares either in physical form, as on the cut-off date (record date) of Friday, 18th September, 2020 may cast their vote electronically.
 - e) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - f) The Members should log on to the internet browser and launch the URL: <https://instavote.linkintime.co.in>
 - g) Click on Shareholders
 - h) Now Enter your User ID
 - i) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - j) Next enter the Image Verification as displayed and Click on Login.
 - k) If you are a first time user follow the steps given below:

For Members holding shares in Physical Form	
Sign-up	Click sign up on https://instavote.linkintime.co.in
User ID	Enter your User ID, provide Event No + Folio Number registered with the Company
PAN*	Enter your 10-digit alpha-numeric PAN* issued by Income Tax Department
DOB (Date of Birth) or Dividend Bank Details	Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format). Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records for the said demat account or folio in order to login. If both the details are not recorded with the RTA or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction h.

- l) Set the password of your choice (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).
- m) Click "confirm" (Your password is now generated).
- n) Click on 'Login' under 'SHARE HOLDER' tab.
- o) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
- p) After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- q) E-voting page will appear.
- r) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- s) After selecting the desired option i.e. Favour / Against, 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.
- t) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- u) If you have forgotten the password:
- v) Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- w) Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- x) In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- y) Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- z) 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.
- aa) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- bb) For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- cc) During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
- dd) Shareholders/ members holding multiple folios shall choose the voting process separately for each of the folios/demat account.

- ee) In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.
- ff) INSTRUCTIONS FOR SHAREHOLDERS VOTING ON THE DAY OF THE AGM ON e-VOTING SYSTEM ARE AS UNDER:
- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
 - iii. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
 - iv. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- gg) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:
- i. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - ii. Select the "Company" and 'Event Date' and register with your following details:
 1. Folio No: Enter your Folio No
 2. Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 3. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the RTA/Company shall use the sequence number provided to you, if applicable.
 4. Enter your **mobile number**.
 5. Email ID: Enter your email id, as recorded with your RTA/Company.
 - iii. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 5 days in advance with the company on the specific email id at cs1@apimumbai.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

- hh) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- ii) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- jj) Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- kk) In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186270.

Other information

- ll) The Company has appointed Mr. Yogesh Singhvi, Practicing Company Secretary, (Membership No. ACS 16471) to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
- mm) The Scrutinizer shall, after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make no later than 48 hours of the conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any, forthwith to the Chairman of the Company or the person authorized by him, who shall countersign the same and declare the result of the voting forthwith.
- nn) The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.apimumbai.com and on the website of Link Intime. The results shall simultaneously be communicated to the Stock Exchanges.
- oo) The resolutions shall be deemed to be passed on the date of the Meeting, subject to receipt of sufficient votes.

By the order of the Board
For **Automobile Products of India Limited**

Date: 29th July, 2020
Place: Mumbai

Aakanksha A. Mittal
Company Secretary & Compliance Officer

Important Communication to Members

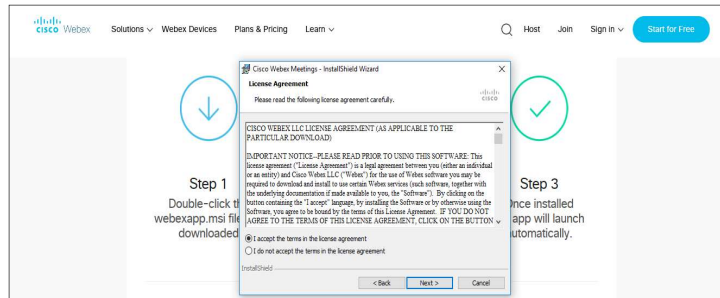
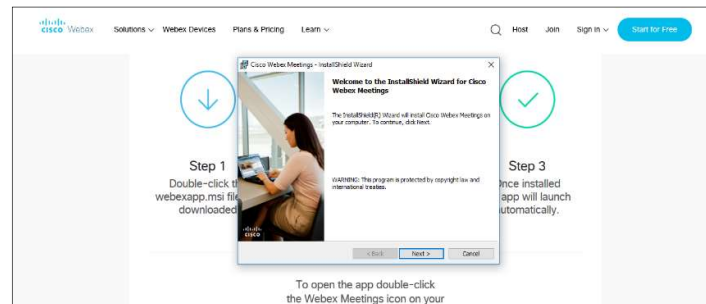
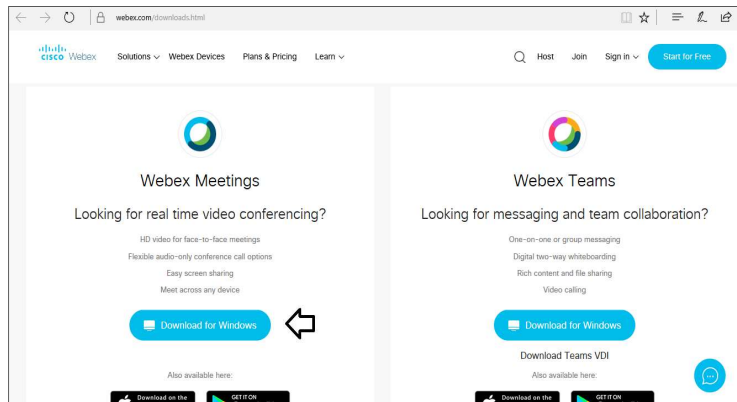
The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government, Members who have not registered their e-mail address, so far, are requested to get their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in Physical form, are requested to get their shares dematerialized.

ANNEXURE

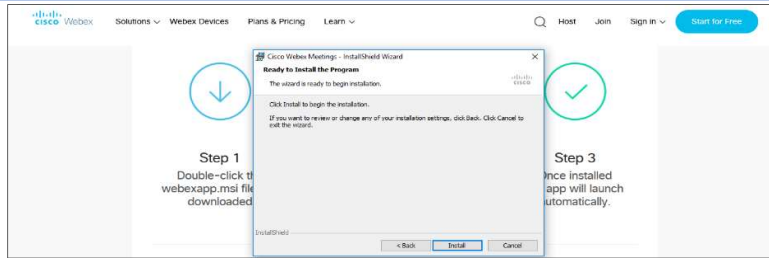
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

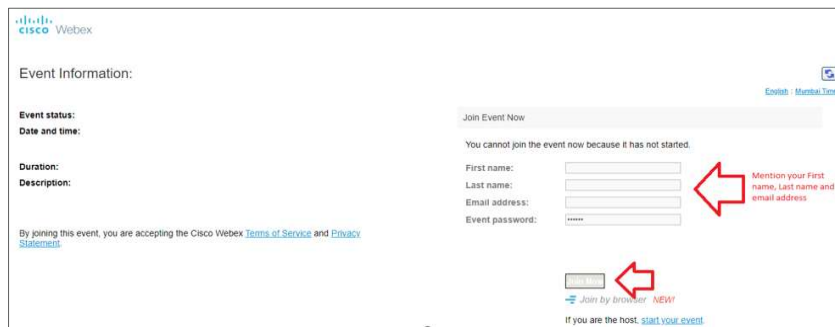


Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



OR

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



ANNEXURE TO THE NOTICE

Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings(SS-2) of Directors seeking appointment/ re-appointment/ continuation of appointment at the forthcoming Annual General Meeting:

Shri Siddharth Agarwal

Director Identification Number (DIN)	02055700
DOB	16/07/1981 (39 years)
Date of first appointment on the Board	15 th December, 2010
Educational Qualification	Chartered Accountant
Experience (including expertise in specific functional areas)/ Brief Resume	Over 14 years of experience in the field of finance, construction & real estate development and other services in relation thereto
Directorships on the Board of Listed Entities	Nil
Membership/ Chairmanship of Committees of the Boards of Listed Entities	Nil
Relationship with other Directors and Key Managerial Personnel	Son of Shri Shyam Agarwal
Shareholding in the Company as on 31 st March, 2020	Nil

BOARD'S REPORT

To,
The Members
Automobile Products of India Limited

Your Directors are delighted in presenting their **Sixty-Ninth** Annual Report together with the Audited Financial Statement for the financial year ended 31st March, 2020.

1) **FINANCIAL HIGHLIGHTS:**

Particulars	(Rs. in Lakh)	
	2019-20 Rs.	2018-19 Rs.
Revenue from Operations	17.52	44.33
Other Income*	1,647.43*	77.78
Total Income	1,664.95	122.11
Less Expenditure:	148.04	166.74
Profit/(Loss) before tax	1,561.91	(44.63)
Less: Tax Expenses:		
- Current Income Tax	352.55	-
- Earlier Year Tax	0.24	(0.01)
- Deferred Tax	67.63	(1.96)
Profit/(Loss) after tax	1096.49	(42.66)

*Other Income includes Rs. 1,616.07 in respect of profit on sale of land, a non-current asset held for sale.

2) **MANAGEMENT DISCUSSION AND ANALYSIS**a. **Review of Operations:**

During the year review, the Revenue from Operations decreased by 60.47% which stood at Rs. 17.52 Lakhs as against Rs. 44.33 Lakhs for the previous year.

However, your Company earned a total income of Rs. 1,664.95 Lakhs during the financial year ended 31st March, 2020 as compared to Rs. 122.10 Lakhs in the previous year. The Other Income during the year under includes Rs. 1,616.07 in respect of profit on sale of land, a non-current asset held for sale. The said sale of land was carried out at the instruction of the third party and so sale proceeds received for the said sale of land are payable to that third party, (net of applicable taxes), pursuant to an arbitration award dated 3rd December, 2010.

In view of the increase in Other Income on account of sale of land as aforesaid, the Company reported a profit before tax of Rs. 1,561.91 Lakhs in the year under review, as compared to the loss before tax of Rs. 44.63 Lakhs in the previous year.

Without considering the profit on sale of land, the Company would have reported a **loss before tax** of Rs. 99.16 Lakhs as against the **loss before tax** of Rs. 44.63 Lakhs primarily due to decrease in Revenue from Operations by massive 60.47% as aforesaid and one time sundry write back of Rs. 73.43 Lakhs in the previous year.

b. **Future Outlook:**

Your Company has very limited operations and with limited access to equity as well as borrowed funds, the availability of growth opportunities are minuscule. Nevertheless, the Company is focusing on various opportunities in businesses like vehicle management services, trading in goods especially targeting B to B segment etc. Your Company is targeting to increase its focus in services sector, which is growing at faster pace as compared to other sectors.

Further, your Directors would like to highlight the fact that upon the declaration of the outbreak of COVID-19 (Coronavirus) as a pandemic by the World Health Organization on 11th March, 2020 and lockdown announced by the various governments across states/nations subsequent thereto, Coronavirus has hugely disrupted and adversely impacted not only the supply chain but also the value chain across wide range of industrial and service sectors including your Company.

Your Directors would like to inform that Company is not in a position to gauge with the certainty in respect of future impact on operations of the Company since duration and spread of the pandemic is unknown.

In the light of this unpredictability of the future impact of COVID-19 and overall economic uncertainty revolving around it, the financial statements do not reflect any adjustment/s as a result of Coronavirus.

However, your Company is exploring various business opportunities/ alternatives in order to make operations profitable and would be finalised/implemented upon reaching normalcy from current uncertain situations.

3) **DIVIDEND:**

To conserve the resources for future growth, your Directors do not recommend payment of any dividend on equity shares.

4) **RESERVES:**

During the year under review, no amount has been transferred to reserves.

5) **EXTRACTS OF ANNUAL RETURN:**

The details forming part of the extracts of the Annual Return in Form MGT-9 are annexed herewith as Annexure-A.

6) **BOARD AND COMMITTEE MEETINGS:**

a) **Board Meetings:**

During the financial year under review, Four (4) meetings of the Board of Directors were held on the following dates, in due compliance with the Companies Act, 2013 ('the Act') and Secretarial Standard – 1:

Apr – June	July – Sep	Oct – Dec	Jan – Mar
30-May-19	13-Aug-19	14-Nov-19	12-Feb-20

The attendance of Director(s) at the meeting of the Board of Directors was as under:

Sr. No	Name of Director(s)	Status	No. of Board Meetings attended during the year
1.	Shri. Shyam Agarwal	Director	4
2.	Shri Siddharth S Agarwal	Director	4
3.	Smt. Priti Kataria	Independent Director	4
4.	Shri Ramnivas Saboo*	Independent Director (upto 30 th May, 2019)	1
5.	Shri Devesh Bhatt*	Independent Director (w.e.f 27 th June, 2019)	3

*For details refer para 10 hereinbelow.

b) Audit Committee Meetings:

The Audit Committee presently comprises of the following Directors:

Sr. No.	Names of the Members	Designation	Category
1.	Shri Ramnivas R. Saboo*	Chairman (upto 30 th May, 2019)	Independent Director
2.	Shri Devesh Bhatt*	Chairman (w.e.f 27 th June, 2019)	Independent Director
3.	Smt. Priti P. Kataria	Member	Independent Director
4.	Shri Siddharth Agarwal	Member	Director

*For details refer para 10 hereinbelow.

During the year under review, four (4) meetings of the Audit Committee were held on the following dates:

Apr – June	July – Sep	Oct – Dec	Jan – Mar
30-May-19	13-Aug-19	14-Nov-19	12-Feb-20

The attendance of Committee Members at the meetings of the Audit Committee held during the financial year ended 31st March, 2020 was as under:

Sr. No.	Name of the Members	No. of Committee Meetings attended during the year
1.	Shri Ramnivas R. Saboo*	1
2.	Shri Devesh Bhatt*	3
3.	Smt. Priti P. Kataria	4
4.	Shri Siddharth Agarwal	4

*For details refer para 10 hereinbelow.

All the recommendations made by the Audit Committee were accepted by the Board.

c) Nomination & Remuneration Committee Meetings:

The Nomination and Remuneration Committee ('NRC') presently comprises of the following Directors:

Sr. No.	Names of the Members	Designation	Category
1.	Smt Priti P. Kataria	Chairperson	Independent Director
2.	Shri Ramnivas R. Saboo*	Member (Upto 30 th May, 2019)	Independent Director
3.	Shri Shyam Agarwal	Member	Director
4.	Shri Siddharth Agarwal (Please refer note herein below)	Member (w.e.f 30 th May, 2019 till 27 th June, 2019)	Director
5.	Shri Devesh Bhatt*	Member (w.e.f 27 th June, 2019)	Independent Director

*For details refer para 10 hereinbelow.

During the year under review, two (2) meetings of the NRC were held on the following dates:

Apr – June	July – Sep	Oct – Dec	Jan – Mar
30-May-19	-	-	-
25-Jun-19	-	-	-

The attendance of Committee Members at the meetings of NRC held during the financial year ended 31st March, 2020 was as under:

Sr. No.	Name of Members	No. of Committee Meetings attended during the year
1.	Smt Priti P. Kataria	2
2.	Shri Ramnivas R. Saboo	1
3.	Shri Shyam Agarwal	2
4.	Shri Siddharth Agarwal	1
5.	Shri Devesh Bhatt	-

Note: Upon resignation of Shri Ramnivas R. Saboo, Independent Director, the Board re-constituted the NRC, by nominating Shri Siddharth Agarwal, for the time-being, only for the purpose, to identify and recommend the appointment of an Independent Director to the Board/ shareholders, in compliance with Section 149 of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

d) Stakeholders Relationship Committee Meetings:

The Stakeholders Relationship Committee ('SRC') presently comprises of the following Directors:

Sr. No	Name	Status	Category
1.	Shri Shyam Agarwal	Chairman	Non Executive Director
2.	Shri Ramnivas R. Saboo*	Member (Upto 30 th May, 2019)	Independent Director
3.	Smt. Priti Kataria	Member	Independent Director
4.	Shri Devesh Bhatt*	Member (wef 27 th June, 2019)	Independent Director

*For details refer para 10 hereinbelow.

During the year under review, one (1) meetings of the SRC was held on the following date:

Apr – June	July – Sep	Oct – Dec	Jan – Mar
30-May-19	-	-	-

The attendance of Committee Members at the meeting of SRC held during the financial year ended 31st March, 2020 was as under:

Sr. No.	Name of Members	No. of Committee Meetings attended during the year
1.	Shri Shyam Agarwal	1
2.	Shri Ramnivas R. Saboo	1
3.	Smt. Priti Kataria	1
4.	Shri Devesh Bhatt	-

e) Independent Directors' Meeting:

The Independent Directors held their meeting without the attendance of Non-Executive Directors and members of management in compliance with Schedule IV of the Act, to inter alia to:

- i) Review the performance of Non-Independent Directors and the Board as a whole.
- ii) Assess the Quality, Quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

7) SECRETARIAL STANDARDS (SS-1):

In accordance with Clause 9 of SS-1, the Company has complied with applicable Secretarial Standards during the year under review.

8) WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

In pursuance of the provisions of section 177(9) & (10) of the Act a vigil mechanism for stakeholders, directors and employees to report genuine concerns has been established. Thus, Whistle Blower Policy/ Vigil mechanism provides a mechanism for the Directors/ Employees to report violations without fear of victimization of any unethical behavior, suspected or actual fraud and violation of Code of conduct etc., which are detrimental to the organization's interest.

The Directors and Employees of the Company can directly approach to the Chairman of the Audit Committee to report about any grievances.

9) DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134(5) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i) that in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed and there is no material departure from the same;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the annual accounts for the year ended 31st March, 2020 on a 'going concern' basis.
- v) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) that Directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10) DIRECTORS:

a) Resignation of Non-Executive Independent Director:

During the year under review, Shri Ramnivas R. Saboo (DIN: 03294755), Independent Director of the Company, has resigned with effect from close of business hours on 30th May, 2019, due to his pre-occupations.

The Board has placed its sincere appreciation for the valuable services rendered and contribution made by him during his tenure.

b) Appointment of Additional Non-Executive Independent Director:

During the year under review, Shri Devesh Bhatt (DIN: 08225392) was appointed as an Independent Director w.e.f. 27th June, 2020 vide circular resolution dated 25th June, 2020 and his appointment was regularized at the 68th Annual General Meeting held on 20th September, 2019.

c) Declaration from Independent Directors:

Your Company has received statements of declaration of Independence from Shri Devesh Bhatt (DIN: 08225392) and Smt. Priti P. Kataria (DIN: 00088975), Independent Directors of the Company and these Directors have confirmed that they meet the criteria of independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) Retirement by Rotation:

Shri Siddharth Agarwal (DIN: 02055700), Director of the Company retires by rotation at the ensuing Annual General Meeting in accordance with the provisions of Section 152 of the Act, and being eligible, offers himself for re-appointment.

Based on the review and recommendation by the Nomination and Remuneration Committee, the Board recommends his re-appointment to the Members at their ensuing Annual General Meeting.

11) KEY MANAGERIAL PERSONNEL:

Your Company has following Key Managerial Personnel, pursuant to the provisions of Section 203 of the Act:

Sr. No.	Name of Key Managerial Personnel	Designation
1.	Shri Ajith Kathariya	Chief Executive Officer
2.	Shri Indra Jain	Chief Financial Officer
3.	Ms. Aakanksha Mittal	Company Secretary and Compliance Officer

12) FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION:

The Nomination and Remuneration Committee recommended and Board approved the policy for appointment and removal of Directors, Key Managerial Personnel ('KMP'), Senior Management Personnel and other employees and their remuneration is aimed at commitment of fostering a culture of high performance in line with its Vision, Mission and Values. The key principles governing this remuneration policy are as follows:

- i) Criteria of Appointment and Removal of Directors, KMPs and Senior Management:**
- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board.
 - In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independence of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
 - The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Act.
 - The Committee shall consider the following attributes/ criteria, whilst recommending to the Board the candidature for appointment as Director:

- i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
- e. In case of re-appointment of Non-Executive Director, the Board shall take into consideration the performance evaluation of the Director and his or her engagement level.

ii) Remuneration:

The Remuneration Policy (“the Policy”) is in line with aforesaid philosophy. The overall remuneration and practices are endeavored to be aligned and be consistent with the organization’s prevailing/ benchmark practices. The key factors governing formulation of the policy are in line with the provisions of Section 178(4) of the Act.

The Non-Executive Directors may be paid remuneration by way of sitting fees for participation in the Board/ Committee meetings based on the recommendation of Nomination and Remuneration Committee and approval of the Board. The Board, subject to the compliance of the Act, may also consider payment of commission from time to time.

With regards to remuneration to persons other than directors, the Company follows a holistic remuneration practice which are consistent with organization’s philosophy, vision and values and which supports to build capacity as well as capabilities of the manpower.

The copy of the aforesaid Policies will be available for inspection of members at the Registered office of the Company during working hours and on the website of the Company at <http://www.apimumbai.com/investor-relations/policies-and-codes.aspx>.

13) HOLDING COMPANY:

Kiyana Real Estate Private Limited is the holding company of the Company.

14) SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint venture, associate companies.

15) BUSINESS RESPONSIBILITY REPORT:

The Business Responsibility Reporting (BRR) as part of the Annual Report as required by Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to your Company for the financial year ended on 31st March, 2020.

16) SIGNIFICANT AND MATERIAL ORDER:

There was no order passed by any regulator or court or tribunal impacting the going concern status of the Company and Company’s Operations.

17) INTERNAL FINANCIAL CONTROLS:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of Company’s business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

18) AUDITORS**a) STATUTORY AUDITORS:**

M/s. S G C O & Co. LLP, Chartered Accountants, Mumbai, (ICAI Registration No. 112081W/W100184), the Statutory Auditors of the Company, were appointed as the Statutory Auditors of the Company for a term of four (4) consecutive years upto the conclusion of the Annual General Meeting of the Company to be held for the calendar year 2023.

The Company has not received any communication from the Statutory Auditors stating that they are disqualified to act as Statutory Auditors of the Company pursuant to sub-section (3) of Section 141 of the Companies Act, 2013.

b) SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Act and Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Shri Yogesh Singhvi, Practicing Company Secretary to carry out the secretarial audit of the Company for the financial year ended 31st March, 2020. The Secretarial Audit Report is annexed herewith as 'Annexure B'.

As regard to the observation of the Secretarial Auditor, your Company would like to state that the Company was in BIFR since 2000 and the trading in the securities were suspended since 2002. Further, the Company has received an Initial Public Notice dated 19th May, 2018 pursuant to Regulation 22 (3) of the Delisting of Equity Shares Regulations, 2009, from the recognized stock exchange for compulsory delisting of shares since the trading of the shares were suspended for more than six months.

The Company has approached the Bombay Stock Exchange (BSE) for updating the Company's Capital in their records, however, BSE has not been actively supporting the Company for updating the capital in spite of repeated submissions and BSE is requesting for the details that are multiple times submitted to them. In spite of all round efforts made by the Company with the BSE, BSE has not updated the first of the capital changes out of total three capital changes and therefore, the Company has informed the BSE that the Company will not be able to proceed further (including listing fees being not payable) until BSE clarifies its intent to update the capital in its record and issue capital confirmation letter to the Company.

The members may please note that upon the update of the capital in the records of BSE, the shares of the Company will be admitted for dematerialization with NSDL/CDSL. Thereafter, the Company will take necessary steps to comply with minimum public shareholding in terms of Clause 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other compliances relating thereto including the requirements/process stated in applicable SEBI circular.

c) INTERNAL AUDITORS:

M/s. C. R. Mohnot & Co., Chartered Accountants, Mumbai (Firm Registration No. 144750W) performed the duties of Internal Auditors of the Company to conduct internal audit of the function and activities of the Company for the F.Y. 2019-20.

19) EMPHASIS OF MATTER MADE BY AUDITORS IN AUDIT REPORT:

With regards to the Emphasis of matter made by the Auditors in their Audit Report about presentation of accounts on principles of going concern despite complete erosion of Net Worth of the Company during the year under review, your Directors would like to state that the Holding company of the Company has indicated its intention to extend the financial support to maintain the Company as a going concern.

The same is also disclosed in Note No. 32 to the financial statement annexed hereto.

Other than the aforesaid Emphasis of matter, there are no adverse remarks/ observations/ qualifications made by the Auditors in their report for the financial year 2019-20.

20) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Your Company has not given any Loan or any Guarantee or provided any security and has not made any investments in securities which are covered under the provisions of Section 186 of the Act.

21) RELATED PARTY TRANSACTIONS:

During the year under review, the Company has not entered into any related party transaction falling within preview of Section 188 of the Act.

However, the Company has made disclosures in relation to the transactions with the related parties pursuant to Indian Accounting Standards (IND AS – 24) which are provided in Note No. 26 forming part of the Financial Statement annexed hereto.

22) MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments occurred from the end of financial year of the Company ended on 31st March, 2020 till the date of this report that may affect the financial position of the Company.

23) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO

The operations of your Company are not energy-intensive. However, your Company would take steps from time to time wherever required/possible to conserve energy. Your Company would also take requisite actions in order to introduce technology for optimizing its operations.

During the year under review, the Company has not imported any technology for its operations. During the year under review, the Company has neither earned nor spent any foreign exchange.

24) RISK MANAGEMENT POLICY:

The Company has formulated and implemented a Risk Management Policy for review and identification of elements of risks. In the opinion of the Board, there are no risks which may threaten the existence of the Company except limited access to long term capital for its long term sustainability esp. in view of the remarks made by the Auditor as stated in para no. 18 above. Although challenging in current scenario with limited resources, the Company is taking steps to explore business opportunities which are less capital intensive.

25) PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposit within the meaning of Section 73 of the Act.

26) CORPORATE SOCIAL RESPONSIBILITY:

Since the Company does not meet the prescribed threshold limit, provisions of Section 135 of the Act are not applicable to the Company.

27) BOARD EVALUATION:

Pursuant to the provisions of Section 178, 134(3)(p) of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the Nomination and Remuneration Committee ('NRC') has carried out an annual performance evaluation of the Board, the Directors individually as well as that of Committees.

The evaluation has been carried out based on evaluation questionnaire set for the Board/ Committee and individual Directors. The NRC expressed its satisfaction of the annual evaluation.

28) PARTICULARS OF EMPLOYEES:

The particulars of Employees within the meaning of Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable as none of the Company's employees were in receipt of the remuneration of more than Rs. 1,02,00,000/- during the year ended 31st March, 2020 or more than Rs. 8,50,000/- per month during any part of the said year and therefore, the details to be reported pursuant to Rule 5(2)(iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is also not applicable.

Since none of the Directors have been paid any remuneration, the disclosure under Section 197 (12) read with applicable Rules under the Act is not applicable.

There were 4 permanent employees on the rolls of the Company as on 31st March, 2020 and 5 employees in the previous year. There were 5 employees whose salary increased by an average of 1.83% over previous year and the Company earned profit after tax of Rs. 1,096.55 Lakhs for the year. The remuneration paid to the employees are as per the remuneration policy of the Company.

29) CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the year under review, the Company has not changed its business.

30) CORPORATE GOVERNANCE:

Pursuant to Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions relating to the disclosure pertaining to Corporate Governance shall not apply to the listed Companies having Paid up Equity Share Capital not exceeding Rs. 10 Crore and Net Worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year. Since the Company falls under the above criteria, compliance with the disclosure requirements of the Corporate Governance are not applicable to the Company.

31) DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

The report on Disclosures with respect to Demat suspense account or unclaimed suspense account as stipulated under para F of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not required to be given, as the shares of the Company are at present in Physical form. Your Company is taking steps to establish the connectivity with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). However, the Capital Confirmation from Bombay Stock Exchange is awaited as per the details spelt out in para 18(b) herein above.

32) PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 [POSH Act] and applicable Rules made thereunder. However, pursuant to the provisions of Section 6 of POSH Act, the Company is not required to constitute an Internal Complaints Committee, since the Company had less than ten (10) workers or employees in the Company during the year. Accordingly, complaint in respect thereof if any, can be referred to 'Local Complaint Committee' constituted by district officer within the appropriate jurisdiction. Further, during the year under review there was no case reported under the said Policy to the Company.

33) ACKNOWLEDGEMENTS:

Your Directors take this opportunity to express their appreciation for the excellent assistance and co-operation received from all its stakeholders except BSE. The Board of Directors wishes to express its gratitude and record its sincere appreciation of the dedicated efforts by all employees. Your Directors are thankful to esteemed shareholders for their support and confidence reposed in the Company.

For and on behalf of the Board

Place: Mumbai
Date: 29th July, 2020

DEVESH BHATT
DIRECTOR
DIN: 08225392

PRITI KATARIA
DIRECTOR
DIN: 00088975

ANNEXURE 'A'

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2020

[Pursuant to section 92(3) of the *Companies Act, 2013* ('the Act') and
rule 12(1) of the *Companies (Management and Administration) Rules, 2014*]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L34103MH1949PLC326977
ii)	Registration Date:	12 th September, 1949
iii)	Name of the Company:	Automobile Products of India Limited
iv)	Category / Sub-Category of the Company:	Public Company/ Company Limited by Shares
v)	Address of the Registered office and contact details:	Unit No. F-1, 1st Floor, Shanti Nagar Co- operative Industrial Estate Limited, Vakola, Santacruz(East) Mumbai 400055 Tel No: 022-2665 4802 Email id: cs1@apimumbai.com
viii)	Whether listed company	Yes / No
ix)	Name, Address and Contact details of Registrar and Transfer Agent, if any?	Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (west), Mumbai-400083

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Consultancy Services	99839	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section of Companies Act, 2013
1.	Kiyana Real Estate Private Limited <u>Address:</u> Unit No. F-1, 1 st Floor, Shanti Nagar Co-operative Industrial Estate Limited, Vakola, Santacruz (East), Mumbai – 400055	U45200MH2008PTC182893	Holding company	84.71%	Section 2(46) of the Act

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF									
b) Central Govt.									
c) State Govt.(s)									
d) Bodies Corp	-	40,81,122	40,81,122	84.71%	-	40,81,122	40,81,122	84.71%	-
e) Banks/ FI									
f) Any Other									
Sub-Total (A)(1):	-	40,81,122	40,81,122	84.71%	-	40,81,122	40,81,122	84.71%	-
(2) Foreign									
a) NRIs-Individuals									
b) Other-Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other									
Sub-total (A)(2):	-	-	-	-	-	-	-	-	-
Total Promoter shareholding (A) [(A)(1)+(A)(2)]	-	40,81,122	40,81,122	84.71%	-	40,81,122	40,81,122	84.71%	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/ UTI									
b) Banks / FI	-	23,119	23,119	0.48%	-	23,119	23,119	0.48%	-
c) Central Govt.									
d) State Govt.(s)									
e) Venture Cap Funds									
f) Insurance Cos									
g) FIs									
h) FVC Funds									
i) Others (specify)									
Sub-total (B)(1):	-	23,119	23,119	0.48%	-	23,119	23,119	0.48%	-
(2) Non-Institutions									
a) <u>Bodies Corp.:</u>									
i) Indian	-	2,21,712	2,21,712	4.60%	-	2,21,712	2,21,712	4.60%	-
ii) Overseas									
b) <u>Individuals:</u>									
Individual shareholding up to Rs. 1 lakh	-	4,91,382	4,91,382	10.20%	-	4,91,382	4,91,382	10.20%	-
Individual shareholding more than Rs. 1 lakh									
c) Others (specify) NRI Repat)	-	321	321	0.01	-	321	321	0.01	-
Sub-total (B) (2):	-	7,13,415	7,13,415	14.81%	-	7,13,415	7,13,415	14.81%	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	-	7,36,534	7,36,534	15.29%	-	7,36,534	7,36,534	15.29%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	48,17,656	48,17,656	100%	-	48,17,656	48,17,656	100%	-

ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Kiyana Real Estate Private Limited	40,81,122	84.71	-	40,81,122	84.71	-	-
	Grand Total	40,81,122	84.71	-	40,81,122	84.71	-	-

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NO CHANGE			
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):				
	At the End of the year				

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	K C Holding Private Limited	53,200	1.1043	53,200	1.1043
2.	Everest Investments Limited	39,940	0.829	39,940	0.829
3.	M/S Innocenti S G	25,000	0.5189	25,000	0.5189
4.	Appropriate Developers Pvt. Ltd	11,158	0.2316	11,158	0.2316
5.	Sydenham Investments Pvt. Ltd.	6,270	0.1301	6,270	0.1301
6.	Everest Investments Limited	3,480	0.0722	3,480	0.0722
7.	Business Combine Ltd	2,757	0.0572	2,757	0.0572
8.	M/S Alfred Sell Autoteilefabrik	2,520	0.0523	2,520	0.0523
9.	Ghatge Patil Investments Pvt. Ltd	2,500	0.0519	2,500	0.0519
10.	Metazinc Private Limited	2,500	0.0519	2,500	0.0519

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.):				
	At the End of the year				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment:

Particulars	(Amount in Rs.)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	85,042,226	Nil	85,042,226
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ ii+ iii)	Nil	85,042,226	Nil	85,042,226
Change in Indebtedness during the financial year				
• Addition	Nil	35,569,534	Nil	35,569,534
• Reduction	Nil	28,200,000	Nil	28,200,000
Net Change	Nil		Nil	
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	92,411,760	Nil	92,411,760
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ ii+ iii)	Nil	92,411,760	Nil	92,411,760

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (Rs.)
		----	----	----	----	
1.	<u>Gross salary</u> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					NIL
2.	Stock Option					
3.	Sweat Equity					
4.	<u>Commission:</u> - as % of profit - others, specify...					
5.	Others, please specify					
	Total (A) Ceiling as per the Act					

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors	Total Amount (Rs.)
1.	<u>Independent Directors:</u> • Fee for attending board/committee meetings • Commission • Others, please specify		NIL
	Total (1)		
2.	<u>Other Non-Executive Directors</u> • Fee for attending board/committee meetings • Commission • Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration (A + B) Overall Ceiling as per the Act		

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel (Amt in Rs. Lakhs)			
		Shri Ajith Kathariya CEO	Ms. Aakanksha Mittal Company Secretary	Shri Indra Jain CFO	Total
1.	<u>Gross salary</u> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	10.61	4.53	13.20	28.34
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	<u>Commission:</u> - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	10.61	4.53	13.20	28.34

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT /COURT]	Appeal made, if any (give Details)
A. Company					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board

Place: Mumbai
Date: 29th July, 2020DEVESH BHATT
DIRECTOR
DIN: 08225392PRITI KATARIA
DIRECTOR
DIN: 00088975

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the
Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Automobile Products of India Limited
Unit No. F-1, 1st Floor,
Shanti Nagar Co-operative Industrial Estate Limited,
Vakola, Santacruz (East),
Mumbai – 400055

Company No. L34103MH1949PLC326977
Authorised Capital: Rs. 750 Lacs

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Automobile Products of India Limited (hereinafter called the “Company”). The Secretarial Audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- iii. Foreign Exchange Management Act, 1999 and the rules and the regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Not applicable as there was no reportable event during the financial year under review;

- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - (*Not applicable to the Company during the Audit Period*);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not applicable as the Company as there was no reportable event during the financial year under review;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – (*applicable to the extent of receipt of Initial Public Notice dated 19th May, 2018 pursuant to Regulation 22 (3) of the Delisting of Equity Shares Regulations, 2009, from the recognized stock exchange for compulsory delisting of shares to which the Company has submitted its reply.*);
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not applicable as there was no reportable event during the financial year under review; and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- v. There was no manufacturing activity undertaken by the Company during the year under review and as such, major Industrial and Labour Laws are not applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by the Institute of Company Secretaries of India.
- b. The Listing Agreement entered into by the Company with Bombay Stock Exchange and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, and Agreement etc. as mentioned above and observed that: (i) *the trading in the shares of the Company stays suspended from Bombay Stock Exchange during the year under review and the Company has received an Initial Public Notice dated 19th May, 2018 pursuant to Regulation 22 (3) of the Delisting of Equity Shares Regulations, 2009, from the recognized stock exchange for compulsory delisting of shares,* (ii) *the shares of the Company are not in Dematerialised form,* (iii) *the Company is yet to comply with minimum public shareholding requirement in terms of Clause 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015* (iv) *the quarterly submission of Shareholding pattern pursuant to Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30th September 2019 was delayed by 2 days,* (v) *the XBRL of Reconciliation of Share Capital Audit Report pursuant to Regulation 55A of SEBI (Depositories & Participants) Regulations, 1996 was not submitted to Stock Exchange for the quarter ended 30th June, 2019 and 30th September, 2019, and* (vi) *the Annual Listing Fees pursuant to Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year 2019-20 was not paid to the Bombay Stock Exchange.*

I further report that the Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors, Woman Director and Independent Directors. There was no change in the composition of the Board of Directors and Committee during the year under review.

Adequate Notice is given to all the Directors for Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For YOGESH SINGHVI
Practicing Company Secretary**

Place: Mumbai
Dated: 29th July, 2020
UDIN: **A016471B000520084**

**YOGESH SINGHVI
COMPANY SECRETARY
PROPRIETOR
C.P. NO. 8770
M.NO. ACS 16471**

This report is to be read with my letter of even date which is annexed and forms an integral part of this report.

ANNEXURE TO SECRETARIAL AUDIT REPORT

To
The Members,
Automobile Products of India Limited
Unit No. F-1, 1st Floor,
Shanti Nagar Co-operative Industrial Estate Limited,
Vakola, Santacruz (East),
Mumbai – 400055

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For YOGESH SINGHVI
Practicing Company Secretary

Place: Mumbai
Dated: 29th July, 2020
UDIN: **A016471B000520084**

YOGESH SINGHVI
COMPANY SECRETARY
PROPRIETOR
C.P. NO. 8770
M.NO. ACS 16471

INDEPENDENT AUDITOR'S REPORT

To the Members of Automobile Products of India Limited

Report on the Ind AS Financial Statements

Opinion

We have audited the Ind AS financial statements of **Automobile Products of India Limited** ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit, changes in equity and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

Attention is invited to Note No. 32 in the financial statements which indicate that the Company has incurred losses during the previous years, the Company has accumulated losses and its net worth has been fully eroded. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said note as the Holding Company has assured to arrange the required financial support. Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the financial statements

as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. During the course of our audit, we have determined that there are no key audit matters to communicate in our report except for the matter described in the *Material Uncertainty Related to Going Concern* section.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management discussion and analysis Board's Report, Report on Corporate governance and Business Responsibility report but does not included in the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

1. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
2. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
3. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
4. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
5. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure

about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We draw attention to Note No. 33 to the financial statements, which describes management's assessment of the impact of the COVID 19 pandemic on the operations and financial results of the Company.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in exercise of powers conferred by sub-section 11 of section 143 of the Act, we enclose in "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by sub-section 3 of Section 143 of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;
- e) The matter described under the Material Uncertainty Related to Going Concern paragraph above, in our opinion, may not have an adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the Directors as on 31st March 2020 and taken on record by the Board of Directors, none of the Directors are disqualified as on 31st March 2020, from being appointed as a Director, in terms of sub-section (2) of Section 164 of the Act;
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**";
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i. The Company has disclosed pending litigations which would impact its financial position- Refer Note 24 to the Ind AS financial statements
 - ii. The company did not have any long-term contracts including derivative contracts. Hence the question of any material foreseeable losses does not arise.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

3. In our opinion and according to the information and explanations given to us, the Company has not paid/provided for any managerial remuneration, accordingly the provisions of Section 197 read with Schedule V to the Act are not applicable to the Company.

For S G C O & Co. LLP
Chartered Accountants
Firm Reg. No 112081W / W100184

Place: Mumbai
Dated: 29th July, 2020
UDIN: 20044739AAAADZ5001

SURESH MURARKA
PARTNER
M. NO. 44739

ANNEXURE “A” TO INDEPENDENT AUDITOR’S REPORT

Annexure referred to in Paragraph 1 of “Report on Other Legal and Regulatory Requirements” of our Report of even date on the accounts of **Automobile Products of India Limited** for the year ended 31st March 2020.

As required by the Companies (Auditors Report) Order, 2016 and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate, we report that:

- (i) a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management at the year end, which in our opinion is reasonable, considering the size of the company and the nature of its assets. The frequency of verification is reasonable and no discrepancies have been noticed on such physical verification.
- c) According to the information & explanation given to us and on the basis of our examination of records of the company, the title deeds of immovable properties were held in the name of the company. The said immovable property has been sold during the year.
- (ii) Since the company does not have any inventory, paragraph 3(ii) of the said order is not applicable to the Company.
- (iii) a) During the year the Company has not granted any Loan, secured or unsecured, to any party covered in the registered maintained under section 189 of the Companies Act, 2013
- b) In view of our comments in para (iii) (a) above, clauses 3 (iii) (a), (b) and (c) of the said Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanation given to us, section 185 and section 186 of the Companies Act, 2013 is not applicable, since the Company has not granted any loan nor made any investments during the year.
- (v) Based on our scrutiny of the Company’s records and according to the information and explanation provided by the management, in our opinion, the Company has not accepted any loan or deposits which are “Deposits” within the meaning of rule 2 (b) of the Companies (Acceptance of the deposits) rules, 2014.
- (vi) As per explanation & information given to us, the Central Government has not prescribed for the maintenance of cost records as required under section 148 (1) of the Companies Act, 2013.
- (vii) a) According to the records of the Company, amount deducted/accrued in the books of accounts in respect of the undisputed statutory dues including Provident Fund, Employee’s State Insurance, Income tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other Statutory Dues to the extent applicable to the Company, have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31st March, 2020 for a period more than six months from the date they became payable.
- b) According to the information and explanations given to us, disputed dues of Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, and Value Added Tax which have not been deposited on account of disputes with the related authorities are as under.

Nature of Liability	Amount (Rs.)	Period to which matter pertains	Forum at which dispute is pending
Income Tax	9,94,122	A.Y. 2003-04	JCIT (Assessing Officer)
	12,14,46,007	A.Y. 2008-09	CIT (Appeals)
	2,65,398	A.Y. 2012-13	CIT (Appeals)

- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information & explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) Since the Company has not paid/provided for any managerial remuneration during the year, paragraph 3 (xi) of the Order is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) In our opinion and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For S G C O & Co. LLP
Chartered Accountants
Firm Reg. No 112081W / W100184

Place: Mumbai
Dated: 29th July, 2020
UDIN: 20044739AAAADZ5001

SURESH MURARKA
PARTNER
M. NO. 44739

Annexure “B” to the Independent Auditor’s Report of even date on the financial statements of Automobile Products of India Limited for the year ended 31st March 2020.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Automobile Products of India Limited (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S G C O & Co. LLP
Chartered Accountants
Firm Reg. No 112081W / W100184

Place: Mumbai
Dated: 29th July, 2020
UDIN: 20044739AAAADZ5001

SURESH MURARKA
PARTNER
M. NO. 44739

Automobile Products of India Limited
Balance Sheet as at 31st March 2020

(Rs. in Lakhs)

Particulars	Note No.	As at 31st March 2020	As at 31st March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	2.94	3.62
Financial assets			
Other Financial assets	4	787.86	2.52
Deferred tax assets (net)	5	0.32	67.97
Income tax assets (net)	6	731.71	737.09
Total Non-current assets		1,522.83	811.20
Current assets			
Financial Assets			
Trade receivables	7	-	1.72
Cash and cash equivalents	8	5.79	4.61
Other current assets	9	0.31	0.61
Total Current assets		6.10	6.94
Non current asset held for sale	10	-	9.84
Total Assets		1,528.93	827.98
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	11	48.18	48.18
Other Equity		(457.67)	(1,554.22)
Total Equity		(409.49)	(1,506.04)
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
Borrowings	12	924.12	850.42
Other Financial Liabilities	13	837.00	-
Provisions	14	1.04	0.88
Total Non-current liabilities		1,762.16	851.30
Current liabilities			
Financial Liabilities			
Trade Payables	15		
a) Total outstanding dues to micro enterprise and small enterprise		-	-
b) Total outstanding dues to creditors other than micro enterprise and small enterprise		4.55	4.27
Other current liabilities	16	20.15	1,478.42
Provisions	14	0.10	0.03
Income Tax Liabilities	17	151.46	-
Total Current liabilities		176.26	1,482.72
Total Equity and Liabilities		1,528.93	827.98

Notes 1 to 34 form an integral part of the financial statements

This is the Balance Sheet referred to in our audit report of even date

For S G C O & Co LLP

Chartered Accountants

Firm Reg. No. 112081W / W100184

Suresh Murarka

Partner

Mem. No. 44739**For and on behalf of the Board of****Automobile Products of India Limited**

CIN : L34103MH1949PLC326977

Priti Kataria

Director

DIN 00088975**Devesh Bhatt**

Director

DIN 08225392**Ajit Kathariya**

Chief Executive Officer

Indra Prasad Jain

Chief Financial Officer

Aakanksha Mittal

Company Secretary

Place : Mumbai

Date : 29th July, 2020

Place : Mumbai

Date : 29th July, 2020

Automobile Products of India Limited
Statement of Profit and Loss for the year ended 31st March 2020

(Rs. in Lakhs)

Particulars	Note No.	Year ended 31st March 2020	Year ended 31st March 2019
INCOME			
Revenue from operations	18	17.52	44.33
Other income	19	1,647.43	77.78
Total income		1,664.95	122.11
EXPENSES			
Employee benefits expense	20	36.73	39.80
Finance costs	21	89.66	90.77
Depreciation and amortisation expense	3	0.68	0.71
Other expenses	22	20.97	35.46
Total expenses		148.04	166.74
Profit / (Loss) before tax		1,516.91	(44.63)
Tax expense/ (credit)			
Current income tax		352.55	-
Tax adjustment for earlier years		0.24	(0.01)
Deferred income tax		67.63	(1.96)
		420.42	(1.97)
Profit/ (loss) for the year (A)		1,096.49	(42.66)
Other comprehensive income (OCI)			
Items not to be reclassified subsequently to profit or loss			
- Remeasurement of post employment benefit obligation		0.08	(0.36)
- Income tax effect on above		(0.02)	0.09
Items that will be reclassified subsequently to profit or loss			
		-	-
Other comprehensive income for the year, net of tax (B)		0.06	(0.27)
Total comprehensive income/ (loss) for the year, net of tax (A+B)		1,096.55	(42.93)
Earnings per share (EPS)			
(Earnings per equity share of nominal value Rs. 1 each)	23		
Basic and diluted (in Rs.)		22.76	(0.89)
Notes 1 to 34 form an integral part of the financial statements			
This is the statement of profit and loss referred to in our audit report of even date			
For S G C O & Co LLP Chartered Accountants Firm Reg. No. 112081W / W100184		For and on behalf of the Board of Automobile Products of India Limited CIN : L34103MH1949PLC326977	
Suresh Murarka Partner Mem. No. 44739	Priti Kataria Director DIN 00088975	Devesh Bhatt Director DIN 08225392	
	Ajit Kathariya Chief Executive Officer	Indra Prasad Jain Chief Financial Officer	
	Aakanksha Mittal Company Secretary		
Place : Mumbai Date : 29th July, 2020	Place : Mumbai Date : 29th July, 2020		

Automobile Products of India Limited
Cash Flow Statement for the year ended 31st March 2020

(Rs. in Lakhs)

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net (loss) / profit before tax	1,516.91	(44.63)
Adjustments for:		
Depreciation and amortisation expense	0.68	0.71
Interest Income	(31.36)	(4.35)
Profit on sale of non current asset held for sale	(1,616.07)	-
Interest Expense	89.66	90.77
Remeasurement of post employment benefit obligation	0.08	(0.36)
Operating profit before working capital changes	(40.10)	42.14
Adjustments for changes in working capital:		
Decrease/(increase) in Trade Receivables	1.72	35.17
Decrease/(increase) in Other Financial Assets	(785.34)	0.47
Decrease/(increase) in Other Current Assets	0.30	(0.24)
Decrease/(increase) in Provisions	0.23	0.53
Increase/ (decrease) in Trade and Other Payables	0.28	(64.75)
Increase/(Decrease) in Other Liabilities	(621.27)	592.59
Cash generated from operations	(1,444.18)	605.90
Direct taxes paid (net of refunds received)	(195.95)	(628.67)
Net Cash from Operating Activities (A)	(1,640.13)	(22.76)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from Sale of non current asset held for sale	1,625.91	-
Interest Income	31.36	4.35
	1,657.27	4.35
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Inter Corporate Deposits	73.70	105.86
Interest Paid	(89.66)	(90.77)
Net Cash from Financing Activities (C)	(15.96)	15.10
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	1.18	(3.32)
Add : Cash and cash equivalents at the beginning of the year	4.61	7.93
Cash and cash equivalents at the end of the year	5.79	4.61
Components of cash and cash equivalents considered only for the purpose of cash flow statement		
In bank current accounts in Indian rupees	5.64	4.59
Cash on hand	0.15	0.02
	5.79	4.61

Note :

The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard - 7 ('Ind AS 7') on Cash Flow Statement prescribed in Companies (Indian Accounting Standard) Rules, 2015, notified under section 133 of the Companies Act, 2013.

Reconciliation between the opening and closing balances in the balance sheet for liabilities and financial assets arising from financing activities

Particulars	31-Mar-19	Cash flows (interest accrued)	Non-cash changes		31-Mar-20
			Fair value changes	Current / Non - current classification	
Long-term borrowings	850.42	73.70	-	-	924.12
Total liabilities from financing activities	850.42	73.70	-	-	924.12

Notes 1 to 34 form an integral part of the financial statements

This is the Cash Flow Statement referred to in our audit report of even date

For S G C O & Co. LLP

Chartered Accountants

Firm Reg. No. 112081W / W100184

Suresh Murarka

Partner

Mem. No. 44739

For and on behalf of the Board of

Automobile Products of India Limited

CIN : L34103MH1949PLC326977

Priti Kataria

Director

DIN 00088975

Devesh Bhatt

Director

DIN 08225392

Ajit Kathariya

Chief Executive Officer

Indra Prasad Jain

Chief Financial Officer

Aakanksha Mittal

Company Secretary

Place : Mumbai

Date : 29th July, 2020

Place : Mumbai

Date : 29th July, 2020

Automobile Products of India Limited
Statement of Changes in Equity for the year ended 31st March 2020

a) Equity share capital

Particulars	Number	(Rs. in Lakhs)
Equity shares of Rs. 1 each issued, subscribed and paid		
As at 1 April 2018	4,817,656	48.18
Issue of equity shares	-	-
As at 31 March 2019	4,817,656	48.18
Issue of equity shares	-	-
As at 31 March 2020	4,817,656	48.18

b) Other equity

Particulars	Reserves and surplus			Other comprehensive income	Total equity attributable to equity holders
	Capital Reserve	Capital Redemption Reserve	Retained earnings	Remeasurement of Defined Benefit Plans	
Balance as at 1 April 2018	26.18	44.99	(1,582.41)	(0.05)	(1,511.29)
Total comprehensive income/(loss) for the year	-	-	(42.66)	(0.27)	(42.93)
Balance as at 31 March 2019	26.18	44.99	(1,625.07)	(0.32)	(1,554.22)
Total comprehensive income/(loss) for the year	-	-	1,096.49	0.06	1,096.55
Balance as at 31 March 2020	26.18	44.99	(528.58)	(0.26)	(457.67)

Notes 1 to 34 form an integral part of the financial statements

This is the Statement of Changes in Equity referred to in our audit report of even date

For S G C O & Co. LLP
Chartered Accountants
Firm Reg. No. 112081W / W100184

Suresh Murarka
Partner
Mem. No. 44739

For and on behalf of the Board of
Automobile Products of India Limited
CIN : L34103MH1949PLC326977

Priti Kataria
Director
DIN 00088975

Devesh Bhatt
Director
DIN 08225392

Ajit Kathariya
Chief Executive Officer

Indra Prasad Jain
Chief Financial Officer

Aakanksha Mittal
Company Secretary

Place : Mumbai
Date : 29th July, 2020

Place : Mumbai
Date : 29th July, 2020

Automobile Products of India Limited

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020

Note 1 Corporate Information

Automobile Products of India Limited ("the Company") is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company is principally engaged in the business of trading and consultancy. The registered office of the Company is located at Unit No.F-1, 1st Floor, Shanti Nagar Co-op Indl. Estate Ltd., Vakola, Santacruz (East), Mumbai - 400055. The equity of the Company is listed on the Bombay Stock Exchange.

The financial statement of the Company for the year ended 31st March 2020 was approved and authorised to issue by the Board of Directors at their meeting held on 29th July, 2020.

Note 2.1 Significant Accounting Policies

i Basis of Preparation

The financial statement of the Company has been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

The financial statement has been prepared under the historical cost convention with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

All the assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in as per the guidance set out in Schedule III to the Act. Based on nature of services, the Company ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency, and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

ii Accounting Estimates

The preparation of the financial statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

Estimates and assumptions

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the standalone financial statements. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below:

Deferred tax assets

In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Defined benefit plans

The cost and present value of the gratuity obligation and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

iii Property, Plant and Equipment**Recognition and Measurement**

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss. Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

Depreciation

Depreciation on Property, Plant and Equipment is provided on the straight-line method, computed on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions and deletions made during the year is provided on pro-rata basis from and upto the date of additions and deletions of the assets respectively.

iv Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a Financial Assets**Classification**

The Company classifies its financial assets either at Fair Value through Profit or Loss (FVTPL), Fair Value through Other Comprehensive Income (FVTOCI) or at amortised Cost, based on the Company's business model for managing the financial assets and their contractual cash flows.

Initial Recognition

In the case of financial assets, which are not recorded at fair value through profit or loss (FVTPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

Financial Assets Measured at Fair Value

Financial assets are measured at fair value through Other Comprehensive Income ("OCI") if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVTPL.

Impairment of Financial Assets

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortized cost; and
- financial assets measured at FVOCI- debt investments.

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Trade receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected, etc. and expectations about future cash flows.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet :

- Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.
- For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

De-recognition of Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

b Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

Financial Liabilities**Initial Recognition**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

c Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v Employee Benefits**a Defined Contribution Plan**

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

b Defined Benefit Plan

The Company also provides for gratuity which is a defined benefit plan, the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur. Re-measurement recognised in OCI are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

c Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the Statement of Profit and Loss in the period in which they occur.

d Short-term Benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

vi Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand, which are subject to an insignificant risk of changes in value.

vii Revenue Recognition

Revenue in respect of sale of goods is recognised when significant right and rewards are transferred to the customer. Revenue on account of consultancy income is recognised as per the terms of the respective service / transaction.

viii Income Tax

Income tax comprises of current and deferred income tax. Income tax is recognised as an expense or income in the Statement of Profit and Loss, except to the extent it relates to items directly recognised in equity or in OCI.

a Current Income Tax

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

b Deferred Income Tax

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent it is probable that the Company will pay normal income tax during the specified period.

ix Inventories

Inventories are valued at lower of cost or net realisable value.

x Impairment of Non-Financial Assets

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

xi Non-Current Asset held for Sale:

Non-current assets are classified as Non-Current asset held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of derecognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

xii Borrowing Costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Also, the EIR amortisation is included in finance costs.

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the Statement of Profit and Loss in the period in which they occur.

xiii Trade receivables

A receivable is classified as a 'trade receivable' if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the EIR method, less provision for impairment.

xiv Trade payables

A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

xv Earnings Per Share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

xvi Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

Contingent assets are neither recognised nor disclosed in the financial statements.

Automobile Products of India Limited

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020

Note 3 : Property, plant and equipment

(Rs. in Lakhs)

Particulars	Air conditioner	Computer	Furniture & Fixtures	Office Equipment	Total
Gross carrying value					
Balance as at 1 April 2018	3.41	0.11	2.22	0.08	5.82
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at 31 March 2019	3.41	0.11	2.22	0.08	5.82
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at 31 March 2020	3.41	0.11	2.22	0.08	5.82
Accumulated depreciation					
Balance as at 1 April 2018	0.86	0.08	0.50	0.05	1.49
Depreciation charge	0.43	-	0.25	0.03	0.71
Balance as at 31 March 2019	1.29	0.08	0.75	0.08	2.20
Depreciation charge	0.43	-	0.25	-	0.68
Balance as at 31 March 2020	1.72	0.08	1.00	0.08	2.88
Net carrying value					
Balance as at 1 April 2018	2.55	0.03	1.72	0.03	4.33
Balance as at 31 March 2019	2.12	0.03	1.47	-	3.62
Balance as at 31 March 2020	1.69	0.03	1.22	-	2.94

Automobile Products of India Limited

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020

Note 6 : Income tax assets (net)

(a) Amounts recognised in Statement of Profit and Loss

Particulars	(Rs. in Lakhs)	
	2019-20	2018-19
Current tax expense (A)		
Current year	352.55	-
Short/(Excess) provision of earlier years	0.24	(0.01)
Deferred tax expense (B)		
Origination and reversal of temporary differences	67.63	(1.96)
Tax expense recognised in the income statement (A+B)	420.42	(1.97)

(b) Amounts recognised in other comprehensive income

Particulars	2019-20			2018-19		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurement of post employment benefit obligation	0.08	(0.02)	0.06	(0.36)	0.09	(0.27)
	0.08	(0.02)	0.06	(0.36)	0.09	(0.27)

(c) Reconciliation of effective tax rate

Particulars	2019-20	2018-19
Profit before tax	1,516.91	(44.63)
Tax using the Company's domestic tax rate (Current year 23.30% and Previous Year 26%)	353.38	(11.60)
Tax effect of :		
Effect of expenses that is not deductible in determining taxable profits	(1.38)	(0.06)
Reversal of Deferred tax on indexation benefit of land	67.92	(2.01)
Effect of current year losses for which no deferred tax asset is recognised	-	11.70
Tax expense as per Statement of Profit & Loss	419.92	(1.97)
Effective tax rate	27.68%	4.42%

(d) Income tax assets (net)

Particulars	As at 31st March	As at 31st March
Tax Deducted at Source	1.14	6.52
Income Tax paid under protest [Refer note 24 (a)]	730.57	730.57
Net Income tax assets	731.71	737.09

Automobile Products of India Limited

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020

Note 11 : Equity Share Capital

(a) Authorised, Issued, Subscribed and Paid up Capital

Particulars	(Rs. in Lakhs)	
	As at 31st March 2020	As at 31st March 2019
Authorised		
7,00,00,000 Equity Shares of Rs. 1/- each	700.00	700.00
	700.00	700.00
Issued, Subscribed and Paid Up		
4,817,656 Equity Shares of Rs.1/- each fully paid up.	48.18	48.18
	48.18	48.18

(b) The details of shareholder holding more than 5% shares is set out below :

Name of Shareholder	As at 31st March 2020		As at 31st March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shareholders				
Kiyana Real Estate Private Limited	40.81	84.71%	40.81	84.71%

(c) The details of shares held by Holding Company:

Name of Shareholder	As at 31st March 2020		As at 31st March 2019	
	No. of Shares held	Amount	No. of Shares held	Amount
Kiyana Real Estate Private Limited	40.81	40.81	40.81	40.81

(d) Terms/ rights attached to Equity Shares

The Company has only one class of equity shares having a face value of Re. 1/- per share. Each holder of equity shares is entitled to one vote per share. Whenever the Company declares dividend, same will be paid in Indian rupees.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Automobile Products of India Limited

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020

Note 4 : Other Financial assets

(Unsecured, considered good, unless otherwise stated)

Particulars	(Rs. in Lakhs)	
	As at 31st March 2020	As at 31st March 2019
Deposits	0.25	2.52
Fixed Deposits with Bank kept in Escrow Account (Refer Note 25)	787.61	-
Total Other Financial Assets	787.86	2.52

Note 5 : Deferred tax assets (net)

Particulars	(Rs. in Lakhs)	
	As at 31st March 2020	As at 31st March 2019
Deferred tax assets(net)		
Difference between depreciation as per Companies Act & as per Income Tax Act	0.02	(0.05)
Indexation benefit on non current asset held for sale	-	67.92
Expenses allowed on payment basis	0.30	0.10
Total Deferred Tax Assets (net)	0.32	67.97

Note 7 : Trade receivables

(Unsecured)

Particulars	(Rs. in Lakhs)	
	As at 31st March 2020	As at 31st March 2019
- Considered doubtful	8.73	8.73
Less: Provision for Bad & Doubtful Debts	(8.73)	(8.73)
	-	-
- Considered good	-	1.72
Total Trade receivables	-	1.72

Note 8 : Cash and cash equivalents

Particulars	(Rs. in Lakhs)	
	As at 31st March 2020	As at 31st March 2019
Balances with banks		
- Current accounts in Indian rupees	5.64	4.59
Cash on hand	0.15	0.02
Total cash and cash equivalents	5.79	4.61

Note 9 : Other current assets

(Unsecured, considered good, unless otherwise stated)

Particulars	(Rs. in Lakhs)	
	As at 31st March 2020	As at 31st March 2019
Input GST Credit	-	0.16
Prepaid Expenses	0.29	0.45
Advances recoverable in cash or in kind or for value to be received	0.02	-
Total Other Current Assets	0.31	0.61

Note 10 : Non current asset held for sale

Particulars	(Rs. in Lakhs)	
	As at 31st March 2020	As at 31st March 2019
Land (Refer Note 25)	-	9.84
Non current asset held for sale	-	9.84

Note 12 : Borrowings

Particulars	As at 31st March 2020	As at 31st March 2019
Intercompany Deposits (from related party) (Refer note below)	924.12	850.42
Total Borrowings	924.12	850.42

Note :- Unsecured Intercompany Deposits amounting to Rs. 924.12 lakhs (31.03.2019 : Rs. 850.42/-) carries interest rate of 12% p.a. repayable after 31st March, 2021.

Note 13 : Other Financial Liabilities

Particulars	As at 31st March 2020	As at 31st March 2019
Other Payable (Refer Note 25)	837.00	
Total Other Financial Liabilities	837.00	-

Note 14 : Provisions

Particulars	As at 31st March 2020	As at 31st March 2019
Non- current		
Provision for gratuity	1.04	0.88
Total non- current provision	1.04	0.88
Current		
Provision for gratuity	0.10	0.03
Total current provision	0.10	0.03
Total provisions	1.14	0.91

Note 15 : Trade Payables

Particulars	As at 31st March 2020	As at 31st March 2019
- Total outstanding dues of Micro Enterprises and Small Enterprises (Refer note below)	-	-
- Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	4.55	4.27
Total Trade payables	4.55	4.27

Note : The information regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Company

Disclosures required under Sec 22 of MSMED Act, 2006:

Particulars	As at 31st March 2020	As at 31st March 2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year;	-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

Note 16 : Other current liabilities

Particulars	As at	As at
	31st March 2020	31st March 2019
Advance against sale of land	-	630.00
Other Advances (Refer Note 25)	-	837.00
Statutory Dues Payable	10.25	3.90
Expenses Payable	9.90	7.52
Total Other current liabilities	20.15	1,478.42

Note 17 : Income Tax Liabilities

Particulars	As at	As at
	31st March 2020	31st March 2019
Provision for tax (Net of Advance Tax and TDS)	151.46	-
	151.46	-

Note 18 : Revenue from operations

Particulars	Year ended	Year ended
	31st March 2020	31st March 2019
Sale of Services		
Consultancy Services	17.52	44.33
Total Revenue from operations	17.52	44.33

Note 19 : Other income

Particulars	Year ended	Year ended
	31st March 2020	31st March 2019
Interest Received	31.36	4.35
Profit on sale of non current asset held for sale	1,616.07	-
Sundry balances written back	-	73.43
Total Other income	1,647.43	77.78

Note 20 : Employee benefits expense

Particulars	Year ended	Year ended
	31st March 2020	31st March 2019
Salaries, Bonus and Gratuity Expense	36.50	39.50
Staff Welfare Expenses	0.23	0.30
Total Employee benefits expense	36.73	39.80

Note 21 : Finance costs

Particulars	Year ended	Year ended
	31st March 2020	31st March 2019
Interest on Inter Corporate Deposits	89.66	90.77
Total Finance costs	89.66	90.77

Note 22 : Other expenses

Particulars	Year ended	Year ended
	31st March 2020	31st March 2019
Rent	0.34	0.34
Rates & taxes [Refer note 24(b)]	7.04	8.82
Communication Expenses	0.47	0.50
Electricity charges	0.40	1.32
Legal & Professional Fees	3.43	10.82
Repairs & Maintenance - Building	1.12	3.40
Security Charges	3.90	3.83
Travelling & Conveyance	0.28	0.59
Auditors' Remuneration	1.25	1.35
Water Charges	0.27	0.57
Printing, Publishing and Courier Expenses	2.13	3.04
Sundry Expenses	0.34	0.88
Total other expenses	20.97	35.46

Auditors' Remuneration :

- Audit fees	1.25	1.35
	1.25	1.35

Note 23 : Earnings per share (EPS)

Particulars	Year ended	Year ended
	31st March 2020	31st March 2019
Basic and diluted EPS		
Profit computation for basic earnings per share of Rs. 1 each	1,096.49	(42.66)
Net profit/ (loss) as per the Statement of Profit and Loss available for equity shareholders (in Rs.)	1,096.49	(42.66)
Weighted average number of equity shares for EPS computation (Nos.)	48.18	48.18
EPS - Basic and Diluted EPS	22.76	(0.89)

Note 24 : Contingent liabilities disclosures as required under Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets" are given below:

a) Claims against the Company under the Income Tax Act, Appeals are pending before CIT (A) / Assessing Officer Rs. Rs.1227.06 lakhs (as at 31 March 2019 Rs. 1227.06 lakhs). The Company has paid Rs. 730.57 lakhs (as at 31 March 2019 Rs. 730.57 lakhs) under protest.

b) Currently, the Trading of the equity shares of the Company is suspended on the Bombay Stock Exchange (BSE). The cost/charge(s), if any, associated with revocation of suspension of trading in equity shares of the Company, will be provided as and when the liability is established / finalised with BSE.

Note 25 : Other Payables amounting to Rs. 837 lakhs were secured against charge on the land of the Company pursuant to an Arbitration Award dated 3rd December, 2010. During the year, this charge has been released and the said land has been sold as per the Arbitration Award and sale consideration has been kept in an escrow account. This amount will now be payable as per the terms of Escrow Agreement. Accordingly, the said payables have been disclosed as other non-current financial liability in note 13.

Note 26 : Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosures" are given below:

A) Names of related parties and nature of relationship (to the extent of transactions entered into during the year except for control relationships where all parties are disclosed)

Nature of relationship	Nature of the party
Kiyana Real Estate Private Limited	Holding Company
Shyam Agarwal	Director
Siddharth Agarwal	Director
Ajit Kathariya	Chief Executive Officer
Indra Prasad Jain	Chief Financial Officer
Aakanksha Mittal	Company Secretary
Appropriate Real Estate Private Limited	Entity in which Director is Member

B) Transactions carried out with related parties referred to above, in ordinary course of business and balances outstanding:

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Remuneration :		
Ajit Kathariya	10.61	10.61
Indra Prasad Jain	13.20	13.20
Aakanksha Mittal	4.53	0.88
Palak Viraj Mehta	-	3.14
Intercorporate deposits transactions :		
Appropriate Real Estate Private Limited		
Intercorporate Deposits taken	275.00	48.00
Intercorporate Deposits repaid	282.00	30.00
Interest expenses	89.66	90.77

Balances at the year end

Particulars	Year ended 31st March 2020	Year ended 31st March 2019
Remuneration :		
Ajit Kathariya	0.86	0.85
Indra Prasad Jain	0.98	0.90
Aakanksha Mittal	0.44	0.36
Intercorporate deposits taken :		
Appropriate Real Estate Private Limited	924.12	850.42

Automobile Products of India Limited

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Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020

Note 27 : Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'

A Defined benefit plan

The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	(Rs. in Lakhs)	
	Funded Plan	
	Year ended 31st March 2020	Year ended 31st March 2019
a) Changes in defined benefit obligations		
Present value of obligation as at the beginning of the year	0.90	0.37
Interest cost	0.07	0.03
Current service cost	0.25	0.13
Benefit Directly paid by the Employer	-	(0.11)
Actuarial (gains)/ losses - Due to Change in Financial Assumptions	0.10	0.18
Actuarial (gains)/ losses - Due to Experience	(0.18)	0.18
Actuarial (gains)/ losses - Due to Change in Demographic Assumptions	-	0.12
Present value of obligation as at the end of the year	1.14	0.90
b) Expenses recognised in the statement of profit and loss		
Interest cost	0.07	0.03
Current service cost	0.25	0.13
Components of defined benefit costs recognized in profit or loss	0.32	0.16
c) Included in other comprehensive income		
Actuarial changes arising from changes in financial assumptions	0.10	0.18
Experience adjustments	(0.18)	0.18
Actuarial (gains)/ losses - Due to Change in Demographic Assumptions	-	0.12
Actuarial (gain) / loss recognized in OCI	(0.08)	0.47
d) Recognised in balance sheet		
Present value of obligation as at the end of the year	1.14	0.90
Fair value of plan assets as at the end of the year	-	-
Net Liability	1.14	0.90
e) Reconciliation of net defined benefit liability		
Net opening provision in books of accounts	0.90	0.37
Expenses recognised in the statement of profit and loss	0.32	0.16
Expenses recognised in Other Comprehensive Income	(0.08)	0.47
Benefits paid directly by employer	-	(0.11)
Closing provision in books of accounts	1.14	0.90
f) Actuarial assumptions		
	31 March 2020	31 March 2019
Discount rate	6.84%	7.69%
Salary escalation rate - over a long-term	5.00%	5.00%
Employee Turnover	5.00%	2.00%
Mortality rate	Indian Assured Lives Mortality (2006-08) ultimate	Indian Assured Lives Mortality (2006-08) ultimate

g) Quantities sensitivity analysis for significant assumption is as below:

Projected benefit obligation on current assumptions	1.14	0.90
	1% increase	
i. Discount rate	(0.11)	(0.09)
ii. Salary escalation rate - over a long-term	0.14	0.11
iii. Employee Turnover	0.01	0.01
	1% decrease	
i. Discount rate	0.14	0.11
ii. Salary escalation rate - over a long-term	(0.12)	(0.09)
iii. Employee Turnover	(0.02)	(0.02)

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation, keeping all other actuarial assumptions constant.

h) Maturity analysis of defined benefit obligation

1st Following Year	0.04	0.04 #
2nd Following Year	0.08	0.04
3 rd Following Year	0.08	0.06
4th Following Year	0.07	0.07
5th Following Year	0.07	0.07
Sum of Year 6 to 10 Year	0.37	0.33
Sum of Year 11 and above	2.17	1.98
Total expected payments	2.88	2.59

B Current/ non-current classification

	31 March 2020	31 March 2019
Gratuity		
Current	0.10	0.03
Non-current	1.04	0.88
	1.14	0.91

Automobile Products of India Limited

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020

Note 28 : Segment reporting as required under Indian Accounting Standard 108, "Operating Segments"

Operating Segments

- (a) Trading Activity
(b) Consultancy Services

Identification of Segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment has been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

Segment revenue and results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure (net of allocable income).

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of inventory. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

(a) Summary of segment Information as at and for the year ended 31st March 2020 and 31st March 2019 is as follows:

Particulars	(Rs. in Lakhs)					
	Trading Activity		Consultancy Services		Total	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
A. Segment Revenue						
External Revenue	-	-	17.52	44.33	17.52	44.33
Total Revenue	-	-	17.52	44.33	17.52	44.33
B. Segment Results	-	-	17.52	44.33	17.52	44.33
Add / (Less) :						
Unallocable Expenses					(148.04)	(166.73)
Other Income					1,647.43	77.78
Profit/(Loss) Before Tax					1,516.91	(44.62)
Less : Tax expense					420.42	(1.97)
Profit/(Loss) After Tax					1,096.49	(42.66)
C. Segment Assets						
Segment Assets	-	-	-	1.72	-	1.72
Add: Unallocated	-	-	-	-	1,528.93	826.26
	-	-	-	1.72	1,528.93	827.98
D. Segment Liabilities						
Segment Liabilities	-	-	-	-	-	-
Add: Unallocated	-	-	-	-	1,938.42	2,334.02
	-	-	-	-	1,938.42	2,334.02
E. Capital Employed						
Capital Employed	-	-	-	1.72	-	1.72
Add: Unallocated	-	-	-	-	(409.49)	(1,507.76)
	-	-	-	-	(409.49)	(1,506.04)

Automobile Products of India Limited

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020

Note 29 : Fair Value Measurement

A) Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

(Rs. in Lakhs)

31st March 2020	Note	Carrying amount			Fair value			Total
		FVTPL	FVTOCI	Amortised Cost	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
Financial assets								
Trade receivables	7	-	-	-	-	-	-	-
Cash and cash equivalents	8	-	-	5.79	-	-	-	-
Bank Balances other than Cash and Cash Equivalents	13	-	-	837.00	-	-	-	-
Other financial assets	4	-	-	787.86	-	-	-	-
		-	-	1,630.65	-	-	-	-
Financial liabilities								
Borrowings	12	-	-	924.12	-	-	-	-
Other Financial Liabilities	13	-	-	837.00	-	-	-	-
Trade payables	15	-	-	4.55	-	-	-	-
		-	-	1,765.67	-	-	-	-
31st March 2019								
Financial assets								
Trade receivables	7	-	-	1.72	-	-	-	-
Cash and cash equivalents	8	-	-	4.61	-	-	-	-
Other financial assets	4	-	-	2.52	-	-	-	-
		-	-	8.85	-	-	-	-
Financial liabilities								
Borrowings	12	-	-	850.42	-	-	-	-
Other Financial Liabilities	13	-	-	-	-	-	-	-
Trade payables	15	-	-	4.27	-	-	-	-
		-	-	854.69	-	-	-	-

Automobile Products of India Limited**Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020****Note 30 : Financial risk management objectives and policies**

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

i. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Major financial instruments affected by market risk includes loans and borrowings.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to the risk of changes in market interest rates as it relates primarily to the Company's total debt obligations with fixed interest rates.

Fair value sensitivity analysis for fixed-rate instruments :

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flow will fluctuate because of a change in market interest rates.

b) Foreign currency risk

The Company is exposed to insignificant foreign exchange risk as at the respective reporting dates.

c) Commodity and other price risk

The Company is not exposed to the commodity and other price risk.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. The carrying amounts of financial assets represent the maximum credit exposure.

Trade receivables

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. To manage credit risk, the Company periodically assesses the financial reliability of the customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivables. Outstanding customer receivables are regularly monitored to make an assessment of recoverability. Receivables are provided as doubtful / written off, when there is no reasonable expectation of recovery. Where receivables have been provided / written off, the Company continues regular follow up, engage with the customers, legal options / any other remedies available with the objective of recovering these outstandings. The Company is not exposed to concentration of credit risk to any one single customer since services are provided to vast spectrum.

Cash and cash equivalents

The Company held cash and cash equivalents with credit worthy banks of Rs. 5.79 lakhs and Rs 4.61 lakhs as at 31 March 2020 and 31 March 2019 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to liquidity risk

The table below summarises the maturity profile of the Company's financial liabilities at the balance sheet date based on contractual undiscounted repayment obligations.

Particulars	Note No.	Contractual cash flows			Total
		Less than 1 year	1 - 5 years	More than 5 years	
(Rs. in Lakhs)					
As at 31st March 2020					
Non - derivative financial liabilities					
Borrowings	12	-	924.12	-	924.12
Other Financial Liabilities	13	-	837.00	-	837.00
Trade payables	15	4.55	-	-	4.55
		4.55	1,761.12	-	1,765.67
As at 31st March 2019					
Non - derivative financial liabilities					
Borrowings	12	-	850.42	-	850.42
Other Financial Liabilities	13	-	-	-	-
Trade payables	15	4.27	-	-	4.27
		4.27	850.42	-	854.69

Automobile Products of India Limited**Summary of significant accounting policies and other explanatory information for the year ended 31st March 2020****Note 31 Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The aim is to maintain an optimal capital structure and minimise cost of capital.

Particulars	As at 31st March 2019	As at 31st March 2018
Total debts	924.12	850.42
Total equity	(409.49)	(1,506.04)
Gearing ratio	1.80	(1.30)

Note 32 : In view of complete erosion of net worth of the Company, the Holding Company has assured to arrange the required financial support to maintain the Company as a going concern.

Note 33 : Ongoing Covid-19 pandemic and resultant lockdown and quarantine measures have impacted economic activities in most of the countries, including India. In preparation of these financial statements, the Company has taken into account internal and external sources of information to assess possible impacts of the pandemic, including but not limited to assessment of liquidity and going concern. Based on current indicators of future economic conditions, the Company has sufficient liquidity and does not foresee any adverse impact on realizing the carrying amount of its assets and meeting its liabilities as and when they fall due. Considering the evolving nature of the pandemic, its actual impact in future could be different from that estimated as at the date of approval of these financial statements. The Company will continue to monitor any material changes to future economic conditions.

Note 34 : Prior year comparatives

Previous year's figures have been regrouped or reclassified, to conform to the current year's presentation wherever considered necessary.

For S G C O & Co LLP
Chartered Accountants
Firm Reg. No. 112081W / W100184

**For and on behalf of the Board of
Automobile Products of India Limited**
CIN : L34103MH1949PLC326977

Suresh Murarka
Partner
Mem. No. 44739

Priti Kataria
Director
DIN 00088975

Devesh Bhatt
Director
DIN 08225392

Ajit Kathariya
Chief Executive Officer

Indra Prasad Jain
Chief Financial Officer

Aakanksha Mittal
Company Secretary

Place : Mumbai
Date : 29th July, 2020

Place : Mumbai
Date : 29th July, 2020

AUTOMOBILE PRODUCTS OF INDIA LIMITED
(CIN: L34103MH1949PLC326977)
Unit No. F-1, 1st Floor, Shanti Nagar Co-operative
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