Notice

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of Autoline Industries Limited will be held on **Saturday, September 27, 2025 at 03:00 P.M** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Sudhir Mungase (DIN: 00006754), who retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

3. **To appoint Secretarial Auditors of the Company to hold office for a period of 5 years from the conclusion of Twenty Ninth Annual General Meeting until the conclusion of the Thirty Fourth Annual General Meeting of the Company and to fix their remuneration and in this regard to consider 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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended, and based on the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for appointment of M/s. Kanj LLP, Company Secretaries (LLPIN - AAM-2628) (Firm Unique Code: P2000MH005900), as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years to conduct the Secretarial Audit of the Company from the financial year 2025-26 till financial year 2029-30 and to furnish the Secretarial Audit Report thereon.

   RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws.

   RESOLVED FURTHER THAT the Audit Committee/ Board be and is hereby authorized to fix the annual fees/ remuneration plus applicable taxes and out-of pocket expenses payable to the Secretarial Auditors of the Company for the Secretarial Audit and for such other services or certificates, reports, or opinions which are obtained from/issued by the Secretarial Auditors, from time to time, as determined in consultation with the said Secretarial Auditors.

   RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorized to take all actions and do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and take all such steps as may be necessary to give effect to this Resolution."

4. **Approval for payment of commission to the Non-Executive Directors of the Company for the financial year 2024-2025 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Rules made thereunder and Regulation 17(6) and all other applicable provisions, if any, of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and

the Articles of Association of the Company, and on the recommendation of Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for the payment of remuneration by way of Commission to the Non-Executive Directors of the Company for the financial year 2024-2025, in case of inadequate profits based on the Schedule V, to the following Non-Executive Directors of the Company as follows:

Sr. No	Name of Director	Commission for FY 2024-2025
1	Mr. Prakash Nimbalkar, Past Independent Director	211751
2	Mr. Vijay Thanawala, Past Independent Director	211751
3	Mr. Kishor Kharat, Chairman and Independent Director	406784
4	Mr. Vinayak Jadhav, Independent Director	306481
5	Mrs. Rajashri Sai, Independent Director	462508
6	Mr. Siddarth Razdan, Non- Executive (Nominee) Director	406784

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable/paid to the Non-Executive Directors including independent directors for attending the meetings of the Board of Directors and any Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other committee meetings.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to this resolution including delegation of all or any of powers to any Sub-Committee/ Director(s) / Officer(s) of the Company and settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board of Directors of
Autoline Industries Limited

SD/-
Pranvesh Tripathi
Company Secretary & Compliance Officer
Membership No. : A16724
Registered Office: Survey No. 313, 314, 320 to 323
Nanekarwadi, Chakan, Taluka- Khed, District- Pune 410501
CIN: L34300PN1996PLC104510
E-mail: secretarial@autolineind.com

Date: August 13, 2025
Place: Pune

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular bearing reference nos. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020 and various subsequent Circulars latest being bearing reference no. 09/2024 dated September 19, 2024 and such other related Circulars issued from time to time (collectively referred to as "MCA Circulars"), and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 permitted the holding of the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred to as "Shareholders") at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA and SEBI Circulars (as amended from time to time), the AGM of the Company is being held through VC/OAVM, and the Members can attend and participate in the ensuing AGM through VC/OAVM.

2. The Explanatory Statement as required under Section 102 of the Act relating to the Special Businesses to be transacted at the AGM, is annexed hereto.

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of Remote e-Voting (e-Voting from a place other than venue of the Meeting) and e-Voting during the AGM, to its Members in respect of the businesses to be transacted at the AGM.

   For this purpose, necessary arrangements have been made by the Company with NSDL to facilitate Remote e-Voting and e-Voting during the AGM. The instructions for the process to be followed for Remote e-Voting and e-Voting during the AGM is forming part of the Notice.

4. Generally, Pursuant to the provisions of Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a Member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself, and the proxy need not be a Member of the Company. However, pursuant to the MCA and SEBI Circulars, since the AGM will be held through VC/OAVM, the physical attendance of the Members in any case 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 is not annexed to the Notice.

5. Pursuant to the provisions of Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-Voting or for participation and e-Voting during the AGM to be conducted through VC/OAVM. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/JPG format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/Authorisation shall be sent to theCompany by e-mail through its registered e-mail address at investorservices@autolineind.com

6. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year ("FY") 2024-25 is being sent through electronic mode to those Members whose name appear in the Register of Members/Beneficial Owners maintained by the Company/Depositories as on BENPOS date i.e. **Friday, August 29, 2025** and whose e-mail addresses are registered with the Company/Depositories for communication purpose, unless any Member has requested for a physical copy of the same. A letter providing the web-link for accessing the Annual Report including the exact path, will be sent to those Members who have not registered their e-mail address with the Company /Depository Participants. Further, the Members may note that the Notice and Annual Report for the FY 2024-25 will be available on website of the Company i.e. www.autolineind.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com , respectively and on the website of NSDL at www.evoting.nsdl.com.

7. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 29th AGM through VC/ OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail sujit.manazhy@kanjcs.com with a copy marked to evoting@nsdl.co.in.

8. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent ("RTA") i.e. MUFG Intime India Private Limited (formerly Link Intime India Private Limited) or their Depository Participants, in respect of Shares held in physical/electronic mode, respectively.

9. Process for registration of e-mail id for obtaining Annual Report in electronic mode and User ID/ password for e-Voting is annexed to the Notice.

10. The relevant documents referred to in the accompanying Notice and Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. The Members can inspect the same up to the date of the AGM, by sending an e-mail to the Company at investorservices@autolineind.com

11. The Company has appointed Mr. Sujit Manazhy, Practicing Company Secretary, as the Scrutinizer for scrutinizing the Remote e-Voting and e-Voting during the AGM, to ensure that the e-Voting process is carried out in a fair and transparent manner.

12. The Member whose name appears on the Register of Members/Beneficial Owners maintained by the Company/Depositories as on **cut-off date i.e. Saturday, September 20, 2025** will only be considered for the purpose of e-Voting. The register of Members and Share Transfer books shall remain closed from Sunday, September 21, 2025 to Saturday, September 27, 2025 (inclusive of both days) for the purpose of AGM.

13. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical Shares and avail various benefits of dematerialisation, the Members are advised to dematerialise the Shares held by them in physical form. The Members can contact the Company or RTA, for assistance in this regard.

14. The Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, SEBI vide its Circular dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, the Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be.

15. Additional information of the Directors seeking re-appointment as per item no. 2 at the ensuing AGM, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (as amended from time to time), is annexed to the Notice.

16. Since, the AGM will be held through VC/OAVM, the Route Map of the Venue and Attendance Slip are not annexed to the Notice.

17. 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. Members, who would like to ask questions during the AGM with regard to the Financial Statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address secretarial@autolineind.com at least 7 days in advance before the start of AGM, i.e. by **Friday, September 19, 2025 by 05:30 P.M** Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

18. **Voting through electronic means:**

    Members may exercise their right either by (a) remote e-voting prior to the AGM as explained herein below or (b) e-voting during the AGM as explained below:

    The instructions for Members voting electronically and joining Annual General Meeting are as under:

    The remote e-voting period begins on **Wednesday, September 24, 2025 at 09:00 a.m.** and ends on **Friday, September 26, 2025 at 05:00 p.m.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off Date on Saturday, September 20, 2025** may cast their vote electronically. A person who is not a

Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The procedure to login and access remote e-voting as devised by depositories/depository participants is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on Company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-**Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget

User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual Meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12********** then your user ID is 12**********.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for Shareholders other than Individual Shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1.	After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status
2.	Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting'.
3.	Now you are ready for e-Voting as the Voting page opens.
4.	Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5.	Upon confirmation, the message "Vote cast successfully" will be displayed.
6.	You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7.	Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1.	Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sujit.manazhy@kanjcs.com with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2.	It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3.	In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to pallavid@nsdl.co.in at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the Resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@autolineind.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@autolineind.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**

3. Alternatively Shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. 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 in the AGM.

3. 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.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against Comp any name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@autolineind.com. The same will be replied by the company suitably.

Voting Results

1) The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-Voting and e-Voting during the AGM) of the total votes cast in favour or against the Resolution and invalid votes, to the Chairman of the AGM or to any other Directors of the Company, authorised by the Board.

2) Based on the Scrutinizer's Report, the Company will submit within 2 (Two) working days of the conclusion of the AGM, to the Stock Exchanges, details of the Voting Results as required under Regulation 44(3) of the Listing Regulations.

3) The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.autolineind.com and on the website of NSDL at www.evoting.nsdl.com.

1. The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business of the notice is annexed hereto and Details of Directors retiring by rotation/ seeking appointment/ re-appointment at this meeting are provided in the Annexure -1 to this Notice.

2. Dispatch of Annual Report through Electronic Mode:

   In compliance of the General Circular No. 10/2022 dated December 28, 2022 read together with General Circular General Circular No. 20/2020, dated May 5, 2020 and No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") circulars, the notice of this AGM along with the 29th Annual Report is being sent only by electronic mode to all the Members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a physical copy of the same. Members may also note that the Notice of the 29th Annual General Meeting along with 29th Annual Report will also be available on the Company's website- www.autolineind.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited. The Electronic copies of all the documents referred in the Notice shall be made available for inspection.

3. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities

market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Link Intime/ Company.

As per the provisions of Section 72 of the Act and SEBI Circular Members holding shares in physical form are mandated to make nomination in respect of their shareholding in the Company by submitting Form No. SH. 13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms are available and can be downloaded from the Company's website- www.autolineind.com under the section 'Investor Relations'. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company in case the shares are held in physical form. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MUFG Intime (formerly known as Link Intime) in case the shares are held in physical form.

4. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company, for consolidation in to a single folio. Request for consolidation shall be processed in Dematerialized format.

5. Non-Resident Indian Members are requested to inform MUFG Intime (erstwhile known as Link Intime) immediately of:

   a) Change in their residential status on return to India for permanent settlement.

   b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC code and address of the bank with pin code number, if not furnished earlier.

6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, Telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:

   a) For shares held in electronic form: to their Depository Participants (DPs)

   b) For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The said forms are available and can be downloaded from the Company's website- www.autolineind.com under the section 'Investor Relations' and also available with RTAs.

8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website- www.autolineind.com under the section 'Investor Relations' and is also available on the website of the MUFG Intime (Formerly known as Link Intime) at https://web.linkintime.co.in/client-downloads.html. It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or MUFG Intime (Formerly known as Link Intime), for assistance in this regard.

10. **SEBI has mandated submission of PAN by every participant in the Securities Market. Members holding shares in Electronic form are, therefore, requested to submit their PAN details to their Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.**

11. **Norms for furnishing of PAN, KYC, Bank details and Nomination:**

    Pursuant to SEBI Circular no. SEBI/HO/MIRSD/ MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all Listed Companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities.

    The folios wherein any one of the cited documents/ details is not available on or after October 1, 2023, shall be frozen by the RTA.

    The securities in the frozen folios shall be eligible:

    - To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;

    - To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

    The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website www.autolineind.com. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, after December 31, 2025.

12. Members desiring any information with regard to Accounts/ Annual Reports are requested to write to the Company Secretary at least 10 days before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Electronic copies of the relevant documents referred to in the AGM Notice and Explanatory Statement shall be made available for inspection by Members, if so desired. Electronic copies of necessary statutory registers and auditors report/certificates will be available for inspection by the members at the time of AGM. Members who wish to inspect the relevant documents referred above and in the Notice can send an email to: secretarial@autolineind.com up to date of this AGM.

13. **Members who have not registered their e-mail addresses so far, are requested to register/update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

14. Mr. Sujit Manazhy (FCS No. 7140), Partner M/s. KANJ & Co. LLP, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

15. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a Director authorized by Board in writing who shall countersign the same. The Chairman or a Director authorized by Board shall declare the result of the voting forthwith but not later than 48 hours of conclusion of the Meeting.

16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.autolineind.com and on the website of NSDL www.evoting.nsdl.com and communicated to the Stock Exchanges immediately after declaration. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

17. Members are requested to send all their documents and communications pertaining to shares to MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Share Transfer Agent of the Company (MUFG Intime) at its address at Block 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune- 411 001 (Maharashtra), India; Telephone No. (020)-26161629, 26160084; Fax No. (020)-26163503 for both physical and demat segment of Equity Shares. Please quote "Unit-Autoline Industries Limited" on all such correspondences. E-mail address of Link MUFG Intime is pune@linkintime.co.in.

EXPLANATORY STATEMENT

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

Item No. 3

M/s. Kanj & Co. LLP., a firm of practicing Company Secretaries (hereinafter referred to as KANJ) with vast experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. KANJ were appointed as secretarial auditors of the Company for conducting secretarial audit for the financial year 2022-23, 2023-24 and 2024-25 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"). In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. KANJ is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its Meeting held on May 24, 2025, approved the appointment of KANJ as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the Shareholders of the Company. KANJ has given their consent to act as secretarial auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, KANJ has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The proposed remuneration to be paid to KANJ for secretarial audit services for the financial year 2025-26 and 2026-27 is ₹ 2,75,000 plus applicable taxes. Besides the secretarial audit services, the Company may also obtain certifications from KANJ under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of KANJ for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with KANJ. The Board of Directors have approved and recommended the aforesaid proposal for approval of Members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the Resolution set forth in item no. 3 for the approval of Members.

Item No 4

The role and responsibilities of the Board, particularly Independent Directors, have grown more demanding as a result of the increased Corporate Governance obligations under the Act and the SEBI Listing Regulations, necessitating larger time commitments, attention, and a higher level of monitoring. Further Independent Directors of the Company devote their significant time to the organisation and have the knowledge to offer critical advice to the Company as and when required. Further, the Company after incurring losses in previous many years, have turned around and is earning profits in previous couple of years. The Companies Act, 2013 has been amended and now the Company whose profit is inadequate can also pay remuneration to the Non-Executive Directors as per the limit prescribed in Schedule-V based on the Effective Capital.

In view of the above, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 24, 2025 recommended and approved payment of commission to each Non-executive Director of the Company for Financial Year 2023-34 as follows:

Sr. No	Name of Director	Commission for FY 2024-2025
1	Mr. Prakash Nimbalkar, Past Independent Director	211751
2	Mr. Vijay Thanawala, Past Independent Director	211751
3	Mr. Kishor Kharat, Chairman and Independent Director	406784
4	Mr. Vinayak Jadhav, Independent Director	306481
5	Mrs. Rajashri Sai, Independent Director	462508
6	Mr. Siddarth Razdan, Non-Executive (Nominee) Director	406784

The said commission is in accordance with the provisions as prescribed in Schedule V of the Act for the payment of remuneration, in case of inadequate profits or no profits, by way of commission to the Non-Executive Directors including Independent Directors of the Company. Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in General Meeting. The commission will be distributed amongst all the Independent Directors, taking into consideration parameters such as attendance at Board and Committee Meetings, contribution at or other than at Meetings, etc. in accordance with the directions given by the Board of Directors of the Company.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board/ Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other Meetings.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Accordingly, Members' approval is sought by way of a Special Resolution for payment of commission to the Independent Directors as set out in the said resolution. Information as required under Schedule V Part II Section II (B) (iv) of the Companies Act, 2013 and other details are given below at Item no. 4.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice, except the Independent Directors, to the extent of the commission that may be received by them & their shareholding which is disclosed elsewhere in this annual report for Financial Year 2024-25.

By Order of the Board of Directors of
Autoline Industries Limited

SD/-
Pranvesh Tripathi
Company Secretary & Compliance Officer
Membership No. : A47945
Date: August 13, 2025
Place: Pune
Registered Office: Survey No. 313, 314, 320 to 323 Nanekarwadi, Chakan, Taluka- Khed, District- Pune 410501
CIN: L34300PN1996PLC104510
E-mail: secretarial@autolineind.com

Information as required under Schedule V Part II Section ii (B) (iv) for item nos. 4, are as under:

Sr. No.	Particulars	Information					
I.	General Information	Automobile Industry (Auto ancillary)					
1	Nature of Industry	Immediately after the incorporation as Private Limited Company on December 16, 1996.					
2	Date of commencement of commercial production	Not Applicable					
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	As per the audited annual accounts as on March 31, 2025: (Standalone) **Particulars** — **Amount ₹ (in Lakhs)** Revenue from Operations — 65,692.71 PAT — 1,904.48					
4	Financial performance based on given indicators	Foreign Investments in the Company as on March 31, 2025 are as under: 1. Foreign Nationals – holding 10,763 equity shares – 0.0276 % of the total paid up capital of the Company. 2. NRIs - holding 17,38,691 equity shares – 4.46 % of the total paid up capital of the Company.					
5	Foreign investments or collaborations, if any.						
II.	Information about the Directors:	Mr. Kishor Kharat	Mr. Vinayak Jadhav	Mr. Prakash Nimbalkar	Mr. Siddarth Razdan	Mr. Vijay Thanawala	Ms. Rajashri Sai
1	Background details	Mr. Kishor Kharat is a highly regarded management professional and banker with 46 years of extensive experience in the Banking and Finance/Corporate sector. His impressive career includes 7 years of international assignments and 41 years in banking, during which he has served on the Board of Directors for 17 organizations (including his current roles in 3 companies and previous positions in 14 others).	Mr. Vinayak Jadhav aged 65 years, holds an M.COM, AICWA, ACS, and a financial management degree from JBIMS, Mumbai, along with certifications as a Corporate Director (IOD) and Professional Coach (CTT). With 40 years of experience in finance, he has expertise in fundraising, SME/ MSME growth, stressed asset management, investor relations, and corporate mentoring. His industry exposure spans infrastructure, manufacturing, engineering, electronics, FMCG, and exports.	Mr. Prakash Nimbalkar aged 82 years has vast experience and possess following as the qualification: He is a Commerce graduate (B.Com), holds a law degree (LLB) and is Certificated Associate of Indian Institute of Bankers (CAIIB). Mr. Prakash Nimbalkar has over 35 years of experience in banking sectors with Reserve Bank of India (RBI), Industrial Development Bank of India (IDBI) and Small Industries Development Bank of India (SIDBI). He is ExChairman & Managing Director of SIDBI. As Chairman of SIDBI Venture Capital Limited, Mr. Nimbalkar was looking after the policy formulation, sanctions and monitoring of venture capital projects.	Mr. Razdan is a qualified Chartered Accountant with a robust career spanning diverse financial, investment banking, and corporate advisory roles. Beginning his career with the prominent Big 4 firms and SKP in India, he gained extensive experience in corporate tax advisory, serving prestigious multinational clients such as Citibank and ADCB. In 2002, Mr. Razdan assumed the role of CFO at Euro RSCG, a Fortune 500 Company and the 5th largest advertising and public relations group globally.	Mr. Vijay Thanawala aged 78 years is qualified as Commerce graduate (B.Com) and is a fellow member of the Institute of Chartered Accountants of India (FCA). Mr. Vijay Thanawala is a commerce graduate and a fellow member of the Institute of Chartered Accountants of India (FCA).	Ms. Rajashri Sai aged 36 years have following qualifications Executive Post Graduate Programme – IIM – Kozhikode (2018-2020)

1		He has also held the role of MD & CEO at 3 commercial banks for more than 6 years. Notably, as the MD & CEO of Indian Bank, he transformed the institution from dormancy to being recognized as India's Best Bank (ET 2017-18) within just 16 months. He has also served as the MD & CEO of IDBI Bank.	He has served as an Independent Director on the Board of a Fintech Company (2019-20), a member of the Industry Committee at Indian Merchants Chambers (2020-22), and as a financial advisor to MSMEs. He currently serves as a member of the Expert Committee in Navi Mumbai for the Indian Merchants Chambers (2023-24) and is a faculty member at top-ranking business schools such as JBIMS, B.K. Birla Business School, and DY Patil Management School. He is also a seasoned professional coach and mentor.	At RBI his responsibilities involved surveillance of commercial banks, branches of foreign banks and central / state cooperative banks engaged in agricultural finance. He participated in Annual Meetings of the Board of Governors of the World Bank Group, International Monetary Fund, Asian Development Bank and ADFIAP representing SIDBI. He possesses enough experience in finance sector and good governance system and always keen and committed to adopt and implement good corporate governance practices in the Company	His tenure in the Middle East continued as Head for GCC at Karvy, a leading financial services group, where he served until mid-2010. Post-Karvy, he has been actively engaged in fundraising and advisory assignments across the UK, USA, India, and the Middle East. His career is characterized by his deep expertise in corporate finance, capital markets, and strategic advisory, making him a respected figure in the global financial community.	He is senior partner of M/s Tandon & Thanawala, Chartered Accountants. He also has his own proprietary concern in the name and style of M/s. Thanawala & Company. He has been a practicing Chartered Accountant for the past 45 years and has vast and varied experience in the field of Audit, Taxation and Management Consultancy. His areas of practice include corporate and personal taxation, appellate work, statutory audit, management and internal audits.	•Member of Institute of Company Secretaries of India • Bachelors in Law – Mumbai University • Bachelors in Economics (Gold Medalist) – Madras University.
2	Past remuneration	Only sitting fees and Commissions	Only sitting fees and Commissions	Only sitting fees and Commissions	Only sitting fees and Commissions	Only sitting fees and Commissions	Only sitting fees and Commissions
3	Recognition or awards	NA	NA	NA	NA	NA	NA
4	Job profile and his/ her suitability	Mr. Kishor Kharat is Non-Executive - Independent Director and chairman of the Board. He is the chairperson of the stakeholder relationship committee.	Mr. Vinayak Jadhav is No-Executive Independent Director and chairperson of the Audit Committee of the Company. He provides valuable advise to the Company.	The tenure of Mr. Prakash Nimbalkar as the chairman and Non-Executive and Independent Director of the Company was completed on September 28, 2024. In the past he has been associated with the projects undertaken by him along with RBI World Bank Group, International Monetary Fund, Asian Development Bank and ADFIAP representing SIDBI.	Mr. Siddarth Razdan Was appointed as nominee director w.e.f. May 25, 2024 representing the equity investor i.e. India Nivesh First Bridge Fund Managers Private Limited.	The tenure of Mr. Vijay Thanawala as Independent director of the Company was completed on September 28, 2024. He has been a practicing Chartered Accountant for the past 45 years and has vast and varied experience in the field of Audit, Taxation and Management Consultancy. His areas of practice include corporate and personal taxation, appellate work, statutory audit, management and internal audits.	Professional experience as a Lawyer and member of the Institute of Company Secretary of India,• Experience of overseeing partnership, investor relations, finance and legal and strategy• Unique experience in the development sector of both the profit and not profit organizations and successfully scale programmes in rural India across sectors such as entrepreneurship, skills development and capacity building of youth, clean energy and education

5	Remuneration proposed	Remuneration by way of commission of ₹ 4,06,784 along with sitting fees.	Remuneration by way of commission of ₹ 3,06,481 along with sitting fees.	Remuneration by way of commission of ₹ 2,11,751/-.	Remuneration by way of commission of ₹ 4,06,784 along with sitting fees.	Remuneration by way of commission of ₹ 2,11,751/-.	Remuneration by way of commission of ₹ 4,62,508 along with sitting fees.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Only sitting fees and remuneration by way of commission.	Only sitting fees and remuneration by way of commission.	Only sitting fees and remuneration by way of commission.	Only sitting fees and remuneration by way of commission.	Only sitting fees and remuneration by way of commission.	Only sitting fees and remuneration by way of commission.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No shareholding and No relationship with any other director, manager or KMP.	No shareholding and No relationship with any other director, manager or KMP.	Shareholder and Holding 6700 equity shares of the Company as on March 31, 2025. No relationship with any other director, manager or KMP	No shareholding and No relationship with any other director, manager or KMP	Shareholder and Holding 2500 equity shares of the Company as on March 31, 2025. No relationship with any other director, manager or KMP	No shareholding and No relationship with any other director, manager or KMP
III.	Other information:						
1	Reasons of loss or inadequate profits	The Company has inadequate profits during FY 2024-25. The Company is predominantly in Automotive Sector and the products which are being produced by the Company are exclusively for industrial use and as such there is no independent consumer market of its final products. It completely depends on the performance of its vendor i.e. Original Equipment Manufacturers (OEMs)					
2	Steps taken or proposed to be taken for improvement	In order to improve profitability on sustainable basis, the Company is taking/considering following major steps: a) Cost saving and improving substantial operational efficiency by consolidating existing manufacturing facilities. b) Improving financial positions of the Company through debt reduction and other corporate actions. c) Diversifying the customer base. d) Business arrangement or re-organization such as diversification from Automotive to Non-Automotive sectors, set up of joint venture, takeover, merger etc. e) Disposal of investment and surplus assets generated as a result of consolidation of plants. Focus on international market through greater geographical penetration, as overall margins in exports are better than domestic market.					
3	Expected increase in productivity and profits in measurable terms	Considering the steps taken by the company which resulted in turnaround the Company in previous couple of years and the steps proposed to be taken and looking at the growing markets and attractive investment sector, growth in other manufacturing & service sectors, the Company is hopeful to earn the adequate profits in the years to come. Further, it has been expected that the Company will have the estimated increment of 10 -15 % in their Annual Turnover in the upcoming Financial Year.					

ANNEXURE -1 for Item No 2 of Ordinary Business: Additional information on Directors recommended for appointment/ reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Brief Profile of Director who are proposed to be reappointed

Name of Director & DIN	Mr. Sudhir Mungase, 00006754
Date of Birth & Age	April 1, 1975
Qualification	Graduate
Expertise in specific functional Areas & Experience	Mr. Mungase is the Co-founder, Promoter, and Whole-time Director of the Company. He has been associated with the manufacturing, operations and maintenance activities of the Company for the past 25 years and has acquired experience in Sheet Metal Press Operations. He takes care of the production and maintenance under the direct supervision and guidance of the Managing Director.
Terms and conditions of appointment or re-appointment	Same as per previous appointment
Last drawn the remuneration	30,00,000 /- Per Annum
Details of remuneration sought to be paid	30,00,000 /- Per Annum
Appointment on the Board	December 16, 1996
Relationship with other Directors, Manager or KMP	Mr. Sudhir Mungase (DIN: 00006754),Whole-time Director of the Company is a brother-in- law of Mr. Shivaji Akhade (DIN: 00006755), Managing Director of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years*	He is a Promoter and co- founder of the Company, holding 4323431 equity shares– 11.09% of total paid up capital of the Company as on March 31, 2025.
In case of Independent Director the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA

*The number of Meetings of the Board attended during the year are given in the Corporate Governance Report which forms part of this Annual Report.