AUTOLINE

AUTOLINE INDUSTRIES LTD.

Regd. Office: Survey Nos.313/314, Nanekarwadi, Chakan,
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Website: www.autolineind.com
CIN-L34300PN1996PLC104510

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ISO /TS 16949:2009
www.tuv.com ID 1101019068

Date: September 29, 2015

To,

The Bombay Stock Exchange Limited,
First Floor, New Trading Ring,
G Dalal Street, Rotunda Building,
Fort, Mumbai – 400 001
General Manager, Listing
Corporate Relations Department

The National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1,
Block, Bandra Kurla Complex, Bandra
(East) Mumbai - 400 051
Vice President, Listing
Corporate Relations Department

Dear Sir,

SUB: GIST OF PROCEEDING OF THE 19TH ANNUAL GENERAL MEETING

With reference to clause 31 (d) of Listing Agreement, we are submitting herewith gist of proceedings of 19th Annual General Meetings of the Company as under:

The 19thAnnual General Meeting of the Company (19th AGM) commenced at 2:30 p.m. at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Taluka Khed, Pune-410501.

Following Directors were present:
Mr. Prakash Nimbalkar, Chairman
Mr. Shivaji Akhade, Managing Director
Mr. Sudhir Mungase, Whole-time Director
Mr. Umesh Chavan, Executive Director & CEO
Dr. Jayshree Fadnavis, Independent Director

In Attendance:
Mr. Sidharth Wadhavkar (Representative from M/s A. R. Sulakhe & Co. Statutory Auditor of the Company)
Mr. Sunil Nanal (Representative of Kanj & Associates, Secretarial Auditor of the Company)
Mr. R.T. Goel, (Chief Financial Officer)
Mr. Ashish Gupta, Company Secretary

Mr. Prakash B. Nimbalkar occupied the Chair of the 19th AGM.

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Total 47 members were personally present and 5 proxies attended the meeting as per the record of attendance. As the requisite quorum was present, the chairman called the meeting to the order and commenced the proceedings of the 19th AGM.

Chairman informed about the absence of two directors in the 19th AGM. With the permission of members present at the meeting the Notice calling of 19th AGM and Independent Auditors' Report along with annexures were taken as read. Since the Independent Auditors' Report was contained qualification, on the request of Chairman, Mr. R.T. Goel, CFO read out the qualification and drew the attention of members present to the explanation given by the Board of Directors in their report.

With the permission of members present at the meeting, the Secretarial Auditors' Report was taken as read. On the request of Chairman, Mr. R.T. Goel, CFO read out the observations as contained in the Secretarial Auditors Report and drew the attention of member present to the explanation given by the Board of Directors in their report.

Members were informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder and Clause 35B of the Listing Agreement the Company has given opportunity to the shareholders to cast their votes through "remote e-voting" for ensuring their wider participation and voting on all the resolutions placed before them in the AGM. Remote e-voting is an electronic e-voting system for voting on resolutions from a place other than the venue of the Annual General Meeting.

Chairman further informed that in addition to providing remote e-voting facility the Company has made arrangement for voting at the Annual General Meeting through ballot paper for those shareholders who have not cast their vote by availing Remote E-voting facility."

Chairman further informed to the members that Mr. Sunil Nanal, Partner of KANJ and Associates, Practicing Company Secretaries and Mr. Suraj Agrawal, a Member of the Company, who had communicated his willingness to be appointed one of the scrutinizer, have been appointed as the Scrutinizers to ensure that the scrutiny of the votes cast on a poll is done in a fair and transparent manner.

The Chairman offered for a poll on all the 6 Items contained in the Notice as under:

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ORDINARY BUSINESS

ITEM NO 1:

To receive, consider and adopt:

(a) The audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and

(b) The audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

ITEM NO 2:

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

ITEM NO 3:

To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the resolution set out in the notice as an Ordinary Resolution.

SPECIAL BUSINESS

ITEM NO 4:

To appoint Dr. Jayashree Fadnavis (DIN: 01690087) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the resolution set out in the notice as an Ordinary Resolution.

ITEM NO 5:

To approve the remuneration of Mr. Sudhir Mungase (DIN:00006754), Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the resolution set out in the notice as a Special Resolution."

ITEM NO 6:

To approve the remuneration of Mr. Shivaji Akhade (DIN: 00006755), Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the resolution set out in the notice as a Special Resolution.

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Opportunities were also given to the Shareholders to express their views and ask their queries on the items as set out in the notice of this 19th AGM. Several questions were asked by the shareholders related with accounts and business of the Company which were addressed by Mr. Shivaji Akhade, Managing Director and Mr. Umesh Chavan, Executive Director & CEO of the Company.

After completion of voting through poll, Chairman announced that the results on 'remote e-voting' and 'poll process will be declared not later than 48 hours from the conclusion of the meeting and the results along with Scrutinizers report will be placed on the Company's website at www.autolineind.com and on the website of NSDL at www.nsdl.co.in and communicated to the Stock Exchanges immediately after declaration.

The 19th Annual General Meeting concluded with the vote of thanks proposed by Mr. Shashikant G Marathe, a shareholder of the Company.

For Autoline Industries Limited

Umesh Chavan
(Executive Director & CEO)
DIN: 06908966