AUTOLINE INDUSTRIES LIMITED

CIN-L34300PN1996PLC104510

Registered Office: Survey Nos. 313, 314, 320 to 323 Nanekarwadi, Chakan, Tal: Khed, District Pune-410501
Tel: +91 2135 664865/6; Fax: +91 2135 664864; **Website:** www.autolineind.com; **Email:** investorservices@autolineind.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to sub-section (1) of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of Companies (Management and Administration) Rules, 2014 (the "Rules"), Clause 16 of Secretarial Standards on General Meeting issued by the Council of the Institute of Company Secretaries of India ('Secretarial Standard – 2) and other applicable provisions of any rules, regulations, guidelines, etc. (including any statutory modifications, amendments, or reenactments thereto), for transacting the businesses as given below by way of Postal Ballot (which includes voting by electronic means). The Explanatory Statement pertaining to the Resolutions proposed in this notice setting out all material facts and reasons to understand the meaning, scope and implication thereof along with Postal Ballot Form is annexed herewith.

The Board of Directors has appointed Mr. Sunil Nanal, Designated Partner, KANJ & Co. LLP, Pune as Scrutinizer for conducting the Postal Ballot process including e-voting process in a fair and transparent manner.

You are requested to pursue the proposed Resolutions along with their Explanatory Statement and to carefully read the instructions printed overleaf of the Postal Ballot Form ("the Form") and thereafter send your assent (for) or dissent (against) by filling-up the necessary details and putting your signature at the marked place in the Postal Ballot Form and returning the Form in original duly completed, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours (5:00 p.m.) on November 16, 2018. Please note that your assent/dissent received after November 16, 2018 would be strictly treated as if reply from you has not been received.

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, Section 110 of the Companies Act, 2013 read with applicable Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote, the details whereof are specified under instructions in Note No. 9 (B) of this notice. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide e-voting facilities to the Members.

The e-voting facility will be available at the link https://www.evotingindia.com/ starting from 9:00 a.m. on October 18, 2018 until 5:00 p.m. on November 16, 2018.

The Scrutinizer will submit his report to the Chairman or in his absence, to any other person authorized by him after completion of the scrutiny of physical Postal Ballot Forms and e-voting and the result of the same will be announced on or before 5:00 p.m. on November 17, 2018 (Saturday), at the Registered Office of the Company at Survey Nos. 313, 314, 320 to 323, Nanekarwadi, Chakan, Tal; Khed, Dist. Pune- 410501. The result of the Postal Ballot shall also be displayed on the Notice Board at the Registered Office of the Company and also hosted on the Company's website: www.autolineind.com as well as on the website of CDSL i.e., www.cdslindia.com besides being communicated to the Stock Exchanges. The Resolution, if approved, will be taken as effectively passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e., November 16, 2018 and shall be deemed to have been duly passed at a general meeting convened in that behalf.

SPECIAL BUSINESS:

ITEM No. 1:

To increase the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company

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 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 29,50,00,000/- (Rupees Twenty Nine Crores and Fifty Lakhs Only) consisting of 2,95,00,000 (Two Crores Ninety Five Lakhs) Equity Shares of ₹10/- (Rupees Ten only) each to ₹ 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs only) Equity Shares of ₹10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorised Share Capital of the Company is ₹ 35,00,00,000 (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each with the power to increase, reduce, divide, sub divide into various classes of shares and attach thereto to such preferential rights, privileges, conditions, restrictions as may be determined by the

company in accordance with its Articles of Association and to vary, modify or abrogate any such rights, privileges, conditions, restrictions in such manner as may for the time being be permitted by the Articles of Associations of the Company or the legislative provisions for the time being in force in that behalf. "

RESOLVED FURTHER THAT Mr. Shivaji Akhade, Managing Director, (DIN :00006755), Mr. Umesh Chavan, Executive Director & CEO, (DIN:06908966) of the Company and Mr. Ashish Gupta, Company Secretary of the Company be and are hereby severally authorised to do all such act(s), deed(s) and thing(s) including filing of all forms, documents with Registrar of Companies as may be necessary and incidental to give effect to this Resolution."

ITEM No. 2

To amend Articles of Association to enable to issue stock options and/or share warrants

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 (including statutory modification or re-enactment thereof for the time being in force), and other provisions of applicable law, the Articles of Association of the Company be and is hereby amended by insertion of the following clause as Clause 4(A) immediately after the existing clause 4:

"4(A): Subject to the provisions of the Applicable Law, Regulations and/or Guidelines issued by SEBI and/or other regulatory agencies as may be applicable from time to time and subject to applicable statutory approvals, the Company may issue and allot, by way of Preferential issue and/or Right issue and/or any other mode as may consider fit, share warrants/options convertible into equity shares on such rate, terms and conditions to the existing shareholders, promoters, directors and employees of the Company, general public, bodies corporate, banks, financial institutions, OCBs, NRIs or such other persons (whether or not the share/security holders of the Company) which may entitle the holders thereof to subscribe to equity shares or such other securities with or without consideration, and with or without refundable/ forfeitable deposit, for such exercise period and on such terms and conditions as the Board (or any Committee duly authorised by the Board) may deem fit.**"**

RESOLVED FURTHER THAT Mr. Shivaji Akhade, Managing Director, (DIN: 00006755), Mr. Umesh Chavan, Executive Director & CEO, (DIN: 06908966) of the Company and Mr. Ashish Gupta, Company Secretary of the Company be and are hereby severally authorised to do all such act(s), deed(s) and thing(s) including filing of all forms, documents with Registrar of Companies as may be necessary and incidental to give effect to this Resolution."

ITEM No. 3

To Offer, Issue and Allot Equity Shares on Preferential Basis

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications thereto or reenactment thereof for the time being in force) and subject to the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modifications thereto or reenactment thereof for the time being in force) ("SEBI ICDR Regulations") and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modifications thereto or reenactment thereof for the time being in force) ("SEBI LODR Regulations"), the provisions of the Foreign Exchange Management Act, 1999 as amended, and other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI Regulations") including Listing Agreement entered into by the Company with the Stock Exchanges and enabling provisions of the Articles of Association of the Company and pursuant to the provisions of any Act/Rules/Regulations/ guidelines issued/framed by the Central Government, Reserve Bank of India or any other statutory authority and subject to the approval, consent, permission and/ or sanction, as may be required from the Central Government, Reserve Bank of India, Stock Exchanges and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to offer, issue and allot up to 39,72,603 (Thirty Nine Lakhs Seventy Two Thousand Six Hundred and Three) Equity Shares having face value of ₹ 10/- (Rupees Ten only) each for cash, fully paid-up, in one or more tranches, on a preferential basis, at a price of ₹ 73/- (Rupees Seventy Three only) each (including premium of ₹ 63/- each at present) or at such price as may be arrived at in accordance with the Chapter VII of SEBI ICDR Regulations, whichever is higher, on such terms and conditions, including payment of full consideration before or at the time of allotment of above shares and in such manner as may be approved or finalized by the Board to the following proposed allottees:

Name of the proposed allottees	No. of Shares to be allotted	Category
Mr. Shivaji Akhade	410959	Promoter and Director
Mr. Sudhir Mungase	410959	Promoter and Director
Mr. Vilas Lande	410959	Promoter
Sharjah Cement and Industrial Development Co.	2054795	Foreign Corporate Body (Non-promoter)
Mr. Pravinchandra Batavia	684931	Non-Resident Indian (Non-promoter)
Total	**3972603**	

RESOLVED FURTHER THAT the "Relevant Date" for the preferential issue, as per SEBI ICDR Regulations, for the determination of price for the issue of the above mentioned shares, shall be October 17, 2018 being the date 30 days prior to the last date specified by the Company for receipt of duly completed Postal Ballot Forms and E-voting.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted on preferential basis shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and shall be subject to the lock-in requirement as per SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, Companies Act, 2013 and other applicable laws, the Board be and is hereby authorised to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the proposed investors, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, including without limitation, issuing clarifications on the offer, making any application etc. to the concerned regulatory authorities for issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements etc. (including for appointment of agencies, intermediaries) and if required, to make an offer to the concerned proposed allottees through private placement offer letter in the form of PAS-4 and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any Director(s) or any Officer(s) of the Company and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment, listing of the said equity shares and also to seek the listing of said equity shares from the stock exchanges where the existing equity shares of the Company are listed."

ITEM No. 4:

To Offer, Issue and Allot Convertible Share Warrants on Preferential Basis to the Person other than Promoters

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications thereto or reenactment thereof for the time being in force) and subject to the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modifications thereto or reenactment thereof for the time being in force) ("SEBI ICDR Regulations") and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("SEBI Takeover Regulations") (including any statutory modifications thereto or reenactment thereof for the time being in force) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI Regulations") including Listing Agreement entered into by the Company with the Stock Exchanges and enabling provisions of the Articles of Association of the Company and pursuant to the provisions of any Act/Rules/Regulations/ guidelines issued/framed by the Central Government, Reserve Bank of India or any other statutory authority and subject to the approval, consent, permission and/ or sanction, as may be required from the Central Government, Reserve Bank of India, Stock Exchanges and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to offer, issue and allot on preferential basis not more than 47,94,520 (Forty Seven Lakhs Ninety Four Thousand Five Hundred Twenty) numbers of Convertible Share Warrants (hereinafter referred to as the "Warrants") to **India Nivesh Renaissance Fund** ("Warrant Holder") carrying an option / entitlement to subscribe to 47,94,520 (Forty Seven Lakhs Ninety Four Thousands Five Hundreds Twenty Only) equity shares of the face value of ₹ 10/- (Rupees Ten only) each for cash at a price of ₹ 73/- (Rupees Seventy Three only) per warrant or at such price as on the Relevant Date as may be arrived at in accordance with the Chapter VII of SEBI ICDR Regulations, whichever is higher, and on such other terms and conditions and in such manner as may be approved or finalized by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. An amount equivalent to 50% of the Issue Price of Warrants shall be payable on or before the date of allotment of each warrant and the balance 50% of the Issue Price of Warrants shall be payable by the warrant holder on or before the exercise of the entitlement attached to Warrants to subscribe for Equity Share(s) provided that the same should be exercised by the Warrant Holder on or before March 31, 2019 or within 3 months from the date of allotment of Warrants, whichever is later. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

b. The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches on or before March 31, 2019 or within 3 months from the date of allotment of Warrants, whichever is later, by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised

and by paying the balance 50% of the issue price of Warrants. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of ₹10/- each to the Warrant holders.

c. In the event, the Warrant holder does not exercise the Warrants on or before March 31, 2019, or within 3 months from the date of allotment of Warrants, whichever is later, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.

d. The Equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner as aforesaid shall be in dematerialized form.

e. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

RESOLVED FURTHER THAT the "Relevant Date" for the preferential issue, as per SEBI ICDR Regulations, for the determination of price for the issue of the above mentioned Warrants, shall be October 17, 2018 being the date 30 days prior to the last date specified by the Company for receipt of duly completed Postal Ballot Forms and E-voting.

RESOLVED FURTHER THAT the Equity Shares to be allotted on exercise of the Warrants shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and shall be subject to the lock-in requirement as per SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, Companies Act, 2013 and other applicable laws, the Board be and is hereby authorised to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue of Share warrants to the proposed investors, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, including without limitation, issuing clarifications on the offer, making any application etc. to the concerned regulatory authorities for issue and allotment of Warrants resultant to equity shares, to execute necessary documents and enter into contracts, arrangements etc., (including for appointment of agencies, intermediaries) and if required, to make an offer to the concerned proposed allottee through private placement offer letter in the form of PAS- 4 and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any Director(s) or any Officer(s) of the Company and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment, listing of the Warrants and /or resultant Equity Shares and also to seek the listing of said equity shares from the stock exchanges where the existing equity shares of the Company are listed."

ITEM No. 5

To Offer, Issue and Allot Convertible Share Warrants on Preferential Basis to the Promoters

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications thereto or reenactment thereof for the time being in force) and subject to the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modifications thereto or reenactment thereof for the time being in force) ("SEBI ICDR Regulations") and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modifications thereto or reenactment thereof for the time being in force) ("SEBI LODR Regulations"), SEBI (Substantial Acquisition of Shares and Takeover), Regulations, 2011 ("SEBI Takeover Regulations") and other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI Regulations") including Listing Agreement entered into by the Company with the Stock Exchanges and enabling provisions of the Articles of Association of the Company and pursuant to the provisions of any Act/Rules/Regulations/ guidelines issued/framed by the Central Government, Reserve Bank of India or any other statutory authority and subject to the approval, consent, permission and/ or sanction, as may be required from the Central Government, Reserve Bank of India, Stock Exchanges and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to offer, issue and allot on preferential basis not more than 12,32,877 (Twelve Lakhs Thirty Two Thousand Eight Hundred Seventy Seven) numbers of Convertible Share Warrants (hereinafter referred to as the "Warrants") to the below mentioned promoters ("Warrant Holders") carrying an option / entitlement to subscribe to 12,32,877 (Twelve Lakhs Thirty Two Thousand Eight Hundred Seventy Seven) equity shares of the face value of ₹ 10/- (Rupees Ten only) each for cash at a price of ₹ 73/- (Rupees Seventy Three only) per warrant or at such price as on the Relevant Date as may be arrived at in accordance with the Chapter VII of SEBI ICDR Regulations, whichever is higher, and on such other terms and conditions and in such manner as may be approved or finalized by the Board to the Promoters ("Warrant Holders") as detailed below:

Name of the proposed allottees	No. of Warrants to be allotted	Category
Mr. Shivaji Akhade	410959	Promoter and Director
Mr. Sudhir Mungase	410959	Promoter and Director
Mr. Vilas Lande	410959	Promoter
Total	**1232877**	

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. An amount equivalent to 25% of the Issue Price of Warrants shall be payable on or before the date of allotment of each warrant and the balance 75% of the Issue Price of Warrant shall be payable by the warrant holders on or before the exercise of the entitlement attached to Warrants to subscribe for Equity Share(s) and the same should be exercised by the Warrant Holders within 18 months from the date of allotment of warrants. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

b. The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised and making the payment of balance 75% of the issue price of Warrants. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of ₹10/- each to the Warrant holders.

c. The Equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner as aforesaid shall be in dematerialized form.

d. In the event, the Warrant holders do not exercise the Warrants within a period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.

e. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

RESOLVED FURTHER THAT the "Relevant Date" for the preferential issue, as per SEBI ICDR Regulations, for the determination of price for the issue of the above mentioned Warrants, shall be October 17, 2018 being the date 30 days prior to the last date specified by the Company for receipt of duly completed Postal Ballot Forms and E-voting.

RESOLVED FURTHER THAT the Equity Shares to be allotted on exercise of the Warrants shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and shall be subject to the lock-in requirement as per SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, Companies Act, 2013 and other applicable laws, the Board be and is hereby authorised to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue of Share warrants to the proposed investors, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, including without limitation, issuing clarifications on the offer, making any application etc. to the concerned regulatory authorities for issue and allotment of Warrants resultant into equity shares, to execute necessary documents and enter into contracts, arrangements etc., (including for appointment of agencies, intermediaries) if required, to make an offer to the concerned proposed allottees through private placement offer letter in the form of PAS-4 and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any Director(s) or any Officer(s) of the Company and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment, listing of the said warrants and /or resultant equity shares and also to seek the listing of said equity shares from the stock exchanges where the existing equity shares of the Company are listed."

By Order of the Board of Directors of
Autoline Industries Limited

Ashish Gupta
Company Secretary & Compliance officer
Membership No. : A16368

Pune, October 5, 2018
Registered Office: Survey No. 313, 314, 320 to 323,
Nanekarwadi, Chakan, Taluka- Khed, District- Pune 410501
CIN: L34300PN1996PLC104510
E-mail: investorservices@autolineind.com

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as **ANNEXURE - 1**.
2. This Postal Ballot Notice is being sent to all the Shareholders, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on the cut-off date fixed for dispatching the Notice i.e. October 12, 2018. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity shares capital of the Company as on October 12, 2018 ("the Cut off date"). A person who is not a Member as on the cut off date should treat this Notice for information purposes only.
3. This Postal Ballot Notice along with Form is being sent by e-mail to those Members who have registered their e-mail address with the Company/share transfer agent of the Company (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by the DPs. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with Form through courier / registered post.
4. In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 including rules made thereunder, if any, the Company is pleased to offer the option of e-voting to all the Members of the Company. For this purpose, the Company has availed the said facility from CDSL for facilitating e-voting, to enable the Members to cast their votes electronically instead of physical mode.
5. Please note that e-voting is optional. Kindly note that the Members can opt for only one mode of voting i.e., either by physical form or e-voting. If the Members opt for e-voting, then they should not vote through physical form and vice versa. However, in case Members cast their vote through physical form as well as e-voting, then voting done through e-voting shall be considered and voting done through physical form will be ignored by the scrutinizer.
6. The Postal Ballot Notice along with Postal Ballot Form shall be uploaded on the Company's website viz., www.autolineind.com and on the website of CDSL viz., www.cdslindia.com.
7. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during 10:00 a.m. to 1:00 p.m. on all working days up to November 16, 2018 i.e the last day of receipt of postal ballot form and e-voting.
8. Members who have not received the postal ballot form or who have misplaced the postal ballot form may request for duplicate Postal ballot form or for any queries/grievances connected with voting through postal ballot may write to the Company Secretary at the Registered office address of the Company or send an e-mail at investorservices@autolineind.com or contact on phone No.: 02135-664857.
9. **Instructions for Voting:**

   A. Voting through Physical Postal Ballot Form

   A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) by placing the tick mark (√) at the appropriate box and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer on or before 5:00 p.m. on November 16, 2018. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense to the Scrutinizer, such Postal Ballot(s) will also be accepted. Voting through Postal Ballot Form provided by the Company will be considered valid, no other form will be permitted/ accepted.

   B. E-voting Facility:

   i. The voting period begins on Thursday, October 18, 2018 (09:00 a.m.) and ends on Friday, November 16, 2018 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of October 12, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   ii. The shareholders should log on to the e-voting website www.evotingindia.com

   iii. Click on Shareholders/Members.

   iv. Now Enter your User ID

      a. For CDSL: 16 digits beneficiary ID,

      b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

      c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   v. Next enter the Image Verification as displayed and Click on Login.

   vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal ballot Form in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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 in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN of Autoline Industries Limited.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Members and Custodians

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or contact CDSL at email: helpdesk.evoting@ cdslindia.com or contact on 1800225533.

Annexure I

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

ITEM NO. 1

Pursuant to provisions of Section 60(1) of the Companies Act, 2013 the details of capital structure is as under:

- Authorised share capital of the Company is ₹ 29,50,00,000 (Twenty Nine Crores Fifty Lakhs only) divided into 2,95,00,000 (Two Crores Ninety Five Lakhs) Equity shares of ₹ 10/- each.

- Issued, subscribed and paid-up capital of the Company is ₹ 21,00,01,880 (Twenty One Crore One Thousand Eight Hundred and Eighty only) divided into 2,10,00,188 (Two Crores Ten Lakhs One Hundred Eighty Eight) Equity shares of ₹ 10/- each.

In order to meet the business objectives and raising further equity funds, it is proposed to increase the Authorised Share Capital of the Company from ₹ 29,50,00,000/- (Rupees Twenty Nine Crores Fifty Lakhs only) divided into 2,95,00,000 (Two Crores Ninety Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of ₹10 (Rupees Ten only) each by creation of additional 55,00,000 (Fifty Five Lakhs) Equity Shares of ₹ 10/- (Rupees ten only) each. Hence the Resolution to increase the Authorised Share Capital and amendment of Clause V of the Memorandum of Association of the Company is proposed.

Your Directors recommend the passing of the Resolution, as Ordinary Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in the Notice. The draft of the proposed amended Memorandum of Association of the Company is open for inspection of the members at the Registered Office of the Company during the 10.00 a.m. to 1.00 p.m. on all working days up to the last date of voting i.e. November 16, 2018 and would also be available on the website of the Company at www.autolineind.com.

ITEM NO. 2

New Clause 4(A) is proposed to be inserted after the existing Clause No. 4 in the Articles of Association of the Company to incorporate the provisions relating to the issuance of Stock Options and /or Share Warrants convertible into Equity Shares of the Company.

Your Directors recommend the passing of the Resolution as Special Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in the Notice except to the extent that they might be the applicant of Stock Options and/or Share warrants as and when the same are issued by the Company to them and relevant disclosure will be given at that time. The draft of the proposed amended Articles of Association of the Company is open for inspection of the members at the Registered Office of the Company during the 10.00 a.m. to 1.00 p.m. on all working days up to the last date of voting i.e. November 16, 2018 and would also be available on the website of the Company at www.autolineind.com.

ITEM NO. 3

The Special Resolution as mentioned under item no. 3 proposes to authorize the Board of Directors to issue and allot up to 39,72,603 Equity Shares to the Promoters and other Investors in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Disclosures/Information as required under Regulation 73 of the SEBI ICDR Regulations and the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 for Preferential Issue are as under:

1) **Particulars of the offer including date of passing of Board Resolution:** The Board at its meeting held on October 5, 2018, subject to necessary approval(s), has approved the proposal for raising funds by way of issue of 39,72,603 (Thirty Nine Lakhs Seventy Two Thousand Six Hundred and Three) equity shares on preferential basis to the promoters and the persons other than promoters as mentioned in the Special Resolution under Item no. 3.

2) **The Objects of the preferential issue:** To mobilize funds for working capital requirements, repayment of loans as identified or may be identified by the Board of the Company, increasing its stake in subsidiary company i.e. Autoline Industrial Parks Ltd. and general corporate purposes.

3) **The kind of securities and maximum number of shares to be issued and amount to be raised:** The Board intends to offer, issue and allot up to 39,72,603 (Thirty Nine Lakhs Seventy Two Thousand Six Hundred and Three) equity shares of the Company, having face value of ₹ 10/- (Rupees Ten only) each at a price as mentioned below. The Company intends to raise an amount approximately of ₹ 29,00,00,000 (Rupees Twenty Nine Crores only) by offering the above mentioned securities.

4) **The price or price band at/within which the allotment is proposed:** The issue price is ₹ 73/- (Rupees Seventy Three only) per equity share (including premium of ₹ 63/- per share at present) or such price as may be determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI ICDR Regulations, whichever is higher.

   Since the Company is listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), the trading price of securities of the Company on both the stock exchanges is taken into consideration for determining the pricing of securities to be allotted on preferential basis. The issue price of ₹73/- (Rupees Seventy Three only) per share, is higher than the price estimated by the management of the Company as per the relevant price on the BSE and NSE. The final price shall be determined on the Relevant Date (i.e. October 17, 2018) which in any case would not be less than ₹ 73/- per equity share (including premium of ₹ 63/- per share)

by taking into consideration the prices quoted on BSE and NSE (any of the Stock Exchange in which the highest trading volume in the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date) being higher of following (in terms of Regulation 76(1) of the SEBI ICDR Regulations):

(a) The average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or

(b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

5) Basis on which the price has been arrived at along with report of the registered valuer: The issue price is/will be arrived at in accordance with Regulation 76 (1) of the SEBI ICDR Regulations. Hence, the report of the registered valuer to arrive at the issue price is not applicable.

6) Relevant date with reference to which the price has been arrived at: The Relevant Date in terms of Regulation 71 of the SEBI ICDR Regulations for determination of price is October 17, 2018, being a date which is 30 days prior to the last date specified by the Company for receipt of duly completed Postal Ballot Forms and E-voting.

7) Class or classes of persons to whom the allotment is proposed to be made: The allotment is proposed to be made to the Promoter(s) of the Company and Other Investor(s), their holding and other details are mentioned at disclosure no. 10 below.

8) The intent/Proposal of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer: Mr. Shivaji Akhade, Managing Director, Mr. Sudhir Mungase, Whole-time Director and Mr. Vilas Lande, Promoter belonging to the promoter group will be subscribing to 410959 equity shares each on preferential basis. Except for these proposed allottees none of other Promoters, Directors or Key Management Personnel of the Company intend to subscribe to any equity shares pursuant to this preferential issue.

9) The time within which the preferential issue shall be completed: The Company will issue and allot equity shares to Proposed Allottees within a period of 15 (fifteen) days from the date of passing of special resolution, provided that where permission by any regulatory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of approval or permission, as the case may be.

10) The identity of the Proposed Allottees, the percentage of post issue capital that may be held by the Proposed Allottees:

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and other details are as under:

Sr. No	Identity of Proposed Allottees	Ultimate Beneficial Owner#	Category	Pre-issue		Proposed Allotment	Post Issue*		
				No. of Shares	%	No. of Shares	No. of Shares	% Before conversion of warrants	% After conversion of warrants
1	Mr. Shivaji Akhade PAN: AARPA2434P	Mr. Shivaji Akhade	Promoter and Director	2653063	12.63	410959	3064022	12.27	11.21
2	Mr. Sudhir Mungase PAN: AAVPM0793K	Mr. Sudhir Mungase	Promoter and Director	2126513	10.13	410959	2537472	10.16	9.51
3	Mr. Vilas Lande PAN: ABLTL7834P	Mr. Vilas Lande	Promoter	597258	2.84	410959	1008217	4.04	4.58
4	Sharjah Cement& Industrial Development Co. PAN: AAKCS2624P	Sharjah Cement & Industrial Development Co., Sharjah UAE, is Listed on Abu Dhabi Securities Exchange #	Foreign Corporate Body (Non- Promoter)	2265432	10.79	2054794	4320226	17.30	13.94
5	Mr. Pravinchandra Batavia PAN: ANAPB0197J	Mr. Pravinchandra Batavia	Non- Resident Indian (Non- Promoter)	318500	1.52	684931	1003431	4.02	3.24

 # Pursuant to Regulation 73 (1)(e) of SEBI ICDR Regulations if proposed allottee is any listed company, mutual fund, bank or insurance company in the chain of ownership, no further disclosure will be necessary.

** Post Issue details for no. of shares is given considering full allotment of equity shares and % after conversion of warrants is given considering conversion of all warrants issued pursuant to the present preferential offer.*

11) Terms of Issue of Equity Shares: The Equity Shares to be allotted in terms of the Resolution under Item No. 3 shall rank *pari-passu* with existing Equity shares of the Company in all respects.

12) The change in control, if any, in the Company that would occur consequent to the preferential offer: There will be no change in control consequent to this preferential offer.

13) **Number of persons to whom allotment on preferential basis has been made during the year, in terms of number of securities as well as price:** Nil.

14) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable as allotment is not proposed to be made for consideration other than cash.

15) **The Shareholding Pattern of the Company pre and post preferential issue:** Pre Issue details as on September 30, 2018 being the latest practicable date prior to the approval of Board of the Company and issuance of notice to the shareholders.

Sr. No	Category	Pre issue		Post Issue			
		No. of shares held	% of holding	Before Conversion of Warrants		After Conversion of Warrants	
				No. of shares held	% of holding	No. of shares held	% of holding
(A)	**Promoter's holding**						
1	**Indian**						
a	Individuals	5795504	27.60	7028381	28.14	8261258	26.65
b	Bodies Corporate	1000000	4.76	1000000	4.00	1000000	3.23
2	**Foreign Promoters**	0	0.00	0	0.00	0	0.00
	Sub-Total (A)	**6795504**	**32.36**	**8028381**	**32.15**	**9261258**	**29.87**
(B)	**Non-Promoter's holding:**						
1	**Institutional Investors**	1000	0.00	1000	0.00	4795520	15.47
2	Non Institution:						
	Private Corporate Bodies	2055541	9.79	2055542	8.23	2055542	6.63
	Directors and Relatives	9575	0.05	9575	0.04	9575	0.03
	Indian Public	7894109	37.59	7894109	31.61	7894109	25.46
	Others (Including NRIs)	4244459	20.21	6984184	27.97	6984184	22.53
	Sub-Total (B)	**14204684**	**67.64**	**16944410**	**67.85**	**21738930**	**70.13**
	GRAND TOTAL	**21000188**	**100.00**	**24972791**	**100.00**	**31000188**	**100.00**

**Assuming full allotment of all Equity Shares and conversion of all Warrants issued pursuant to the present preferential offer i.e. 39,72,603 Equity Shares and 60,27,397 Warrants.*

16) **Lock in Requirements:** The securities allotted to Proposed Allottees pursuant to this preferential offer shall be locked in for such period as may be specified under Regulation 78 of the SEBI ICDR Regulations and/or any other applicable provisions for the time being in force. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, shall be under locked-in from the relevant date up to a period of six months from the date of trading approval as per Regulations 78 (6) of the SEBI LODR Regulations.

17) **Auditors' Certificat**e: A certificate of the Statutory Auditors of the Company i.e., M/s. A. R. Sulakhe & Co., Pune, as required under Regulation 73 (2) of the SEBI ICDR Regulations will be made available for inspection at the registered office of the Company on all working days between 10:00 a.m. to 1:00 p.m. from relevant date till November 16, 2018 i.e. last date of receipt of postal ballot form and e-voting.

18) **Undertaking to re-compute the price:** The Company undertakes that if the price determined under the SEBI ICDR Regulations on the Relevant Date is more than ₹ 73/- per share, it will re-compute the price of the equity share to be allotted and the proposed allottees would be required to pay for the differential amount, if any, before the equity shares are allotted to them.

19) **Undertaking to put under lock-in till the re-computed price is paid:** The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in the SEBI ICDR Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

20) **Disclosure under Regulation 73(1) (h) of SEBI ICDR Regulations:** Not applicable, as none from the issuer, its promoter or directors are wilful defaulters.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the persons who at the date of the offer are holders of equity shares of the Company, in the manner laid down in the Section unless the members decide otherwise by passing a Special Resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in terms of the provisions of the SEBI ICDR Regulations and other applicable provisions and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The Board of the Company believes that the proposed preferential issue is in the best interest of the Company. The members are therefore, requested to accord their approval to the Special Resolution authorizing the Board to execute the proposed preferential issue as set out in this notice.

Mr. Shivaji Akhade, Managing Director and Mr. Sudhir Mungase, Whole-time Director of the Company being proposed allottees as mentioned in disclosure no. 10 above are interested in this resolution to the extent of their shareholding rights and directorship, none of other Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

ITEM No. 4

The Special Resolution as mentioned under item no. 4 proposes to authorize the Board of Directors to issue and allot up to 47,94,520 Convertible Warrants to the Investor other than Promoters in such manner and on such terms and conditions as prescribed under SEBI ICDR Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Disclosures/Information as required under Regulation 73 of the SEBI ICDR Regulations and The Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 for Preferential Issue are as under:

1. **Particulars of the offer including date of passing of Board Resolution:** The Board at its meeting held on October 5, 2018, subject to necessary approval(s), has approved the proposal for raising funds by way of issue of 47,94,520 (Forty Seven Lakhs Ninety Four Thousand Five Hundred Twenty) Convertible Warrants ("Warrants") on preferential basis to the person other than promoters as mentioned in the Special Resolution under Item no. 4.
2. **The Objects of the preferential issue:** To mobilize funds for working capital requirements, repayment of loans as identified or may be identified by the Board of the Company, increasing its stake in subsidiary company i.e. Autoline Industrial Parks Ltd. and general corporate purposes.
3. **The kind of securities and maximum number of shares to be issued and amount to be raised:** The Board intends to offer, issue and allot up to 47,94,520 (Forty Seven Lakhs Ninety Four Thousands Five Hundreds Twenty) Warrants of the Company, having face value of ₹ 10/- (Rupees Ten only) each at a price as mentioned below and carrying an option/entitlement to subscribe equal number of equity shares of the Company. The Company intends to raise an amount of approximately ₹ 35,00,00,000 (Rupees Thirty Five Crores only) by offering the above mentioned securities.
4. **The price or price band at/within which the allotment is proposed:** The issue price is ₹ 73/- (Rupees Seventy Three only) per warrant (including premium of ₹ 63/- per share at present) or such price as may be determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI ICDR Regulations, whichever is higher.

   Since the Company is listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), the trading price of securities of the Company on both the stock exchanges is taken into consideration for determining the pricing of securities to be allotted on preferential basis. The issue price of ₹ 73/- (Rupees Seventy Three only) per share, is higher than the price estimated by the management of the Company as per the relevant price on the BSE and NSE. The final price shall be determined on the Relevant Date (i.e. October 17, 2018) which in any case would not be less than ₹ 73/- per equity share (including premium of ₹ 63/- per share) by taking into consideration the prices quoted on BSE and NSE (any of the Stock Exchange in which the highest trading volume in the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date) being higher of followings (in terms of Regulation 76(1) of the SEBI ICDR Regulations):

   a. The average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or

   b. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.
5. **Basis on which the price has been arrived at along with report of the registered valuer:** The issue price is/will be arrived at in accordance with Regulation 76 (1) of the SEBI ICDR Regulations. Hence, the report of the registered valuer to arrive at the issue price is not applicable.
6. **Relevant date with reference to which the price has been arrived at:** The Relevant Date in terms of Regulation 71 of the SEBI ICDR Regulations for determination of price is October 17, 2018, being a date which is 30 days prior to the date on which the meeting of shareholders be held to consider the proposed preferential issue.
7. **Class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the Investors other than promoters of the Company, their holding details are mentioned at disclosure no. 10 below.
8. **The intent/Proposal of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:** None of promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to any warrants pursuant to the resolution as mentioned in Item no. 4 to this postal ballot notice.
9. **The time within which the preferential issue shall be completed:** The Company will issue and allot warrants to Proposed Allottees within a period of 15 (fifteen) days from the date of passing of special resolution, provided that where permission by any regulatory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of approval or permission, as the case may be.

10. The identity of the Proposed Allottee, the percentage of post issue capital that may be held by the Proposed Allottee:

Identity of the natural persons who are the ultimate beneficial owners of the Warrants and resultant Shares proposed to be allotted and/ or who ultimately control the proposed allottees and other details are as under:

S. No	Identity of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-issue		Proposed Allotment	Post Issue*	
				No. of Shares	%	No. of Shares	No. of Shares	%
1	IndiaNivesh Renaissance Fund ("INRF") PAN: AABTI4721P	INRF is a scheme under IndiaNivesh Renaissance Trust ("Trust" under the provisions of Indian Trust Act), an Alternative Investment Fund registered with SEBI as category-II AIF (Registration No. IN/AIF2/17-18/0874). There is no natural persons who are the ultimate beneficial owners who holds more than 15% beneficial interest in the Proposed Allottee. Settler Mr. G. K. Agarwal appointed Amicorp Trustees (India) Pvt. Ltd. to act as Trustee of the trust. IndiaNivesh First Bridge Fund Managers Pvt Ltd. is appointed and acting as the "Fund Manager" of Proposed Allottee and exercise the control. 51% stake of Fund Manager is owned by First Bridge Fincap Services LLP (Beneficial owner/contributor is Mr. Krishan Kant Rathi with contribution of 99.999% and Mr. Paritosh Kakkad with 0.001% contribution in LLP) and 49% stake of Fund Manager is owned by IndiaNivesh Capital Ltd. which is a Listed Company (IndiaNivesh Ltd. a listed company, holds 50.99% stake of IndiaNivesh Capital Ltd.) #	Alternative Investment Fund-II (non-Promoter)	Nil	--	4794520	4794520	15.47

 # Pursuant to Regulation 73 (1)(e) of SEBI ICDR Regulations if proposed allottee is any listed company, mutual fund, bank or insurance company in the chain of ownership, no further disclosure will be necessary.

** Post Issue details is given assuming full allotment of equity shares and conversion of all warrants issued pursuant to the present preferential offer. (i.e. 39,72,603 Equity Shares and 6,02,397 Warrants)*

11. Material terms of Issue of the convertible warrants:

i. An amount equivalent to 50% of the Issue Price of Warrants shall be payable on or before the date of allotment of each warrant and the balance 50% of the Issue Price of Warrants shall be payable by the warrant holder on or before the exercise of the entitlement attached to Warrants to subscribe for Equity Share(s) provided that the same should be exercised by the Warrant Holder on or before March 31, 2019 or within 3 months from the date of allotment of Warrants, whichever is later. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

ii. The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches on or before March 31, 2019 or within 3 months from the date of allotment of Warrants, whichever is later, by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised and by paying the balance 50% of the issue price of Warrants. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of ₹10/- each to the Warrant holders.

iii. In the event, the Warrant holder does not exercise the Warrants on or before March 31, 2019, or within 3 months from the date of allotment of Warrants, whichever is later, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.

iv. The Equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner as aforesaid shall be in dematerialized form.

v. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

vi. The equity shares issued pursuant to an exercise of the convertible warrants will be subject to the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including with respect to dividend, with the then fully paid-up equity shares of the Company.

12. **The change in control, if any, in the Company that would occur consequent to the preferential offer:** There will be no change in control consequent to this preferential offer.

13. **Number of persons to whom allotment on preferential basis has been made during the year, in terms of number of securities as well as price:** Nil.

14. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable as allotment is not proposed to be made for consideration other than cash.

15. **The Shareholding Pattern of the Company pre and post preferential issue:** Pre Issue details as on September 30, 2018 being the latest practicable date prior to the approval of Board of the Company and issuance of notice to the shareholders.

Sr. No	Category	Pre issue		Post Issue			
		No. of shares held	% of holding	Before Conversion of Warrants		After Conversion of Warrants	
				No. of shares held	% of holding	No. of shares held	% of holding
(A)	**Promoter's holding**						
1	**Indian**						
a	Individuals	5795504	27.60	7028381	28.14	8261258	26.65
b	Bodies Corporate	1000000	4.76	1000000	4.00	1000000	3.23
2	**Foreign Promoters**	0	0.00	0	0.00	0	0.00
	Sub-Total (A)	**6795504**	**32.36**	**8028381**	**32.15**	**9261258**	**29.87**
(B)	**Non-Promoter's holding:**						
1	**Institutional Investors**	1000	0.00	1000	0.00	4795520	15.47
2	Non Institution:						
	Private Corporate Bodies	2055541	9.79	2055542	8.23	2055542	6.63
	Directors and Relatives	9575	0.05	9575	0.04	9575	0.03
	Indian Public	7894109	37.59	7894109	31.61	7894109	25.46
	Others (Including NRIs)	4244459	20.21	6984184	27.97	6984184	22.53
	Sub-Total (B)	**14204684**	**67.64**	**16944410**	**67.85**	**21738930**	**70.13**
	GRAND TOTAL	**21000188**	**100.00**	**24972791**	**100.00**	**31000188**	**100.00**

Assuming full allotment of all Equity Shares and conversion of all Warrants issued pursuant to this preferential offer i.e. 39,72,603 Equity Shares and 60,27,397 Warrants.

16. **Lock in Requirements:** The securities to be allotted to Proposed Allottee pursuant to exercise of options against each warrants, shall be locked in for such period as may be specified under Regulation 78 of the SEBI ICDR Regulations and/or any other applicable provisions for the time being in force. The entire pre-preferential allotment shareholding of the proposed allottee, if any, shall be under locked-in from the relevant date up to a period of six months from the date of trading approval as per Regulations 78 (6) of the SEBI LODR Regulations.

17. **Auditors' Certificate:** A certificate of the Statutory Auditors of the Company i.e., M/s. A. R. Sulakhe & Co., Pune, as required under Regulation 73 (2) of the SEBI ICDR Regulations will be made available for inspection at the registered office of the Company on all working days between 10:00 a.m. to 1:00 p.m. from relevant date till November 16, 2018 i.e. last date of receipt of postal ballot form and e-voting.

18. **Undertaking to re-compute the price:** The Company undertakes that if the price determined under the SEBI ICDR Regulations on the Relevant Date is more than ₹ 73/- per share, it will re-compute the price of the Warrants to be allotted and the proposed allottees would be required to pay for the differential amount, if any, before the Warrants are allotted to them.

19. **Undertaking to put under lock-in till the re-computed price is paid:** The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in the SEBI ICDR Regulations, the specified warrants shall continue to be locked-in till the time such amount is paid by the allottee(s).

20. **Disclosure under Regulation 73(1) (h) of SEBI ICDR Regulations:** Not applicable, as none from the issuer, its promoter or directors are wilful defaulters.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the persons who at the date of the offer are holders of equity shares of the Company, in the manner laid down in the Section unless the members decide otherwise by passing a Special Resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in terms of the provisions of the SEBI ICDR Regulations and other applicable provisions and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The Board of the Company believes that the proposed preferential issue is in the best interest of the Company. The members are therefore, requested to accord their approval to the Special Resolution authorizing the Board to execute the proposed preferential issue as set out in this notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

Item No. 5

The Special Resolution as mentioned under item no. 5 proposes to authorize the Board of Directors to issue and allot up to 12,32,877 Convertible Warrants to the Promoters in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Disclosures/Information as required under Regulation 73 of the SEBI ICDR Regulations and The Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 for Preferential Issue are as under:

1) **Particulars of the offer including date of passing of Board Resolution:** The Board at its meeting held on October 5, 2018, subject to necessary approval(s), has approved the proposal for raising funds by way of issue of 12,32,877 (Twelve Lakhs Thirty Two Thousand Eight Hundred Seventy Seven) Convertible Warrants ("Warrants") on preferential basis to the proposed allottees as mentioned in the Special Resolution under Item no. 5.

2) **The Objects of the preferential issue:** To mobilize funds for working capital requirements, repayment of loans as identified or may be identified by the Board of the Company, increasing stake in Subsidiary Company i.e. Autoline Industrial Parks Limited and general corporate purposes.

3) **The kind of securities and maximum number of shares to be issued and amount to be raised:** The Board intends to offer, issue and allot up to 12,32,877 (Twelve Lakhs Thirty Two Thousand Eight Hundred Seventy Seven) Warrants of the Company, having face value of ₹ 10/- (Rupees Ten only) each at a price as mentioned below and carrying an option/entitlement to subscribe equal number of equity shares of the Company. The Company intends to raise an amount of ₹ 9,00,00,000 (Rupees Nine Crores only) by offering the above mentioned securities.

4) **The price or price band at/within which the allotment is proposed:** The issue price is ₹ 73/- (Rupees Seventy Three only) per warrant (including premium of ₹ 63/- per share at present) or such price as may be determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI ICDR Regulations, whichever is higher.

   Since the Company is listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), the trading price of securities of the Company on both the stock exchanges is taken into consideration for determining the pricing of securities to be allotted on preferential basis. The issue price of ₹ 73 /- (Rupees Seventy Three only) per share, is higher than the price estimated by the management of the Company as per the relevant price on the BSE and NSE. The final price shall be determined on the Relevant Date (i.e. October 17, 2018) which in any case would not be less than ₹ 73/- per equity share (including premium of ₹ 63/- per share) by taking into consideration the prices quoted on BSE and NSE (any of the Stock Exchange in which the highest trading volume in the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date) being higher of followings (in terms of Regulation 76(1) of the SEBI ICDR Regulations):

   a. The average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or

   b. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

5) **Basis on which the price has been arrived at along with report of the registered valuer:** The issue price is/will be arrived at in accordance with Regulation 76 (1) of the SEBI ICDR Regulations. Hence, the report of the registered valuer to arrive at the issue price is not applicable.

6) **Relevant date with reference to which the price has been arrived at:** The Relevant Date in terms of Regulation 71 of the SEBI ICDR Regulations for determination of price is October 17, 2018, being a date which is 30 days prior to the date on which the meeting of shareholders be held to consider the proposed preferential issue.

7) **Class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the Promoters of the Company, their holding details are mentioned at disclosure no. 10 below.

8) **The intent/Proposal of the Promoters, directors or key management personnel to subscribe to the offer:** Mr. Shivaji Akhade, Managing Director, Mr. Sudhir Mungase, Whole-time Director and Mr. Vilas Lande, Promoter of Company belonging to the promoter group will be subscribing to 410959 Warrants each on preferential basis. Except for these proposed allottees none of other promoters, directors or key management personnel of the Company intend to subscribe to Warrants pursuant to this preferential issue.

9) **The time within which the preferential issue shall be completed:** The Company will issue and allot Warrants to Proposed Allottees within a period of 15 (fifteen) days from the date of passing of special resolution, provided that where permission by any regulatory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of approval or permission, as the case may be.

10) The identity of the Proposed Allottees, the percentage of post issue capital that may be held by the Proposed Allottees:

Identity of the natural persons who are the ultimate beneficial owners of the warrants and resultant shares proposed to be allotted / issued and/ or who ultimately control the proposed allottees and other details are as under:

Sr. No	Identity of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-issue		Proposed Allotment	Post Issue	
				No. of Shares	%	No. of Warrants	No. of Shares	%
1	Mr. Shivaji Akhade	Mr. Shivaji Akhade	Promoter and Director	3269502	13.09	410959	3474981	11.21
2	Mr. Sudhir Mungase	Mr. Sudhir Mungase	Promoter and Director	2742952	10.98	410959	2948431	9.51
3	Mr. Vilas Lande	Mr. Vilas Lande	Promoter	1008217	4.04	410959	1419176	4.58

** Pre-issue details include allotment of fresh shares as per Item no. 3 and Post Issue details are given assuming conversion of all warrants issued pursuant to the present preferential offer.*

11) The change in control, if any, in the Company that would occur consequent to the preferential offer: There will be no change in control consequent to this preferential offer.

12) Number of persons to whom allotment on preferential basis has been made during the year, in terms of number of securities as well as price: Nil.

13) Material terms of Issue of the convertible warrants: Continuously from last 3 years the promoters are infusing funds to support the need of funds of the Company and following the future fund requirements of the Company along with the availability of funds to the promoters, it is proposed to issue the convertible warrants to the promoters on payment of 25% of the issue price of warrants and remaining payment i.e. 75% of issue price within 18 months from the date of allotment of warrants.

i. An amount equivalent to 25% of the Issue Price of Warrants shall be payable on or before the date of allotment of each warrant and the balance 75% of the Issue Price of Warrants shall be payable by the warrant holders on or before the exercise of the entitlement attached to Warrants to subscribe for Equity Share(s) and the same should be exercised by the Warrant Holders within 18 months from the date of allotment of warrants. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

ii. The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised and making the payment of balance 75% of the issue price of Warrants. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of ₹10/- each to the Warrant holders.

iii. The Equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner as aforesaid shall be in dematerialized form.

iv. In the event, the Warrant holders do not exercise the Warrants within a period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant holder(s) on such Warrants shall stand forfeited by the Company.

v. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

vi. The equity shares issued pursuant to an exercise of the convertible warrants will be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including with respect to dividend, with the then fully paid-up equity shares of the Company.

14) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable as allotment is not proposed to be made for consideration other than cash.

15) The Shareholding Pattern of the Company pre and post preferential issue: Pre Issue details as on September 30, 2018 being the latest practicable date prior to the approval of Board of the Company and issuance of notice to the shareholders.

Sr. No	Category	Pre issue		Post Issue			
		No. of shares held	% of holding	Before Conversion of Warrants		After Conversion of Warrants	
				No. of shares held	% of holding	No. of shares held	% of holding
(A)	**Promoter's holding**						
1	**Indian**						
a	Individuals	5795504	27.60	7028381	28.14	8261258	26.65
b	Bodies Corporate	1000000	4.76	1000000	4.00	1000000	3.23
2	**Foreign Promoters**	0	0.00	0	0.00	0	0.00
	Sub-Total (A)	**6795504**	**32.36**	**8028381**	**32.15**	**9261258**	**29.87**

Sr. No	Category	Pre issue		Post Issue			
		No. of shares held	% of holding	Before Conversion of Warrants		After Conversion of Warrants	
				No. of shares held	% of holding	No. of shares held	% of holding
(B)	**Non-Promoter's holding:**						
1	**Institutional Investors**	1000	0.00	1000	0.00	4795520	15.47
2	Non Institution:						
	Private Corporate Bodies	2055541	9.79	2055542	8.23	2055542	6.63
	Directors and Relatives	9575	0.05	9575	0.04	9575	0.03
	Indian Public	7894109	37.59	7894109	31.61	7894109	25.46
	Others (Including NRIs)	4244459	20.21	6984184	27.97	6984184	22.53
	Sub-Total (B)	**14204684**	**67.64**	**16944410**	**67.85**	**21738930**	**70.13**
	GRAND TOTAL	**21000188**	**100.00**	**24972791**	**100.00**	**31000188**	**100.00**

**Assuming full allotment of all Equity Shares and conversion of all Warrants issued pursuant to the present preferential offer i.e. 39,72,603 Equity Shares and 60,27,397 Warrants.*

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17) **Auditors' Certificate:** A certificate of the Statutory Auditors of the Company i.e., M/s. A. R. Sulakhe & Co., Pune, as required under Regulation 73 (2) of the SEBI ICDR Regulations will be made available for inspection at the registered office of the Company on all working days between 10:00 a.m. to 1:00 p.m. from relevant date till November 16, 2018.

18) **Undertaking to re-compute the price:** The Company undertakes that if the price determined under the SEBI ICDR Regulations on the Relevant Date is more than ₹ 73/- per share, it will re-compute the price of the Share warrant to be allotted and the proposed allottees would be required to pay for the differential amount, if any, before the Share Warrants are allotted to them.

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The Board of the Company believes that the proposed preferential issue is in the best interest of the Company. The members are therefore, requested to accord their approval to the Special Resolution authorizing the Board to execute the proposed preferential issue as set out in this notice.

Mr. Shivaji Akhade, Managing Director and Mr. Sudhir Mungase, Whole-time Director of the Company being proposed allottees as mentioned in disclosure no. 9 above are interested in this resolution to the extent of their shareholding rights and directorship, none of other Directors and Key Managerial Personnel of the Company and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

By Order of the Board of Directors of
Autoline Industries Limited

Ashish Gupta
Company Secretary & Compliance officer
Membership No. : A16368

Pune, October 5, 2018
Registered Office: Survey No. 313, 314, 320 to 323,
Nanekarwadi, Chakan, Taluka- Khed, District- Pune 410501
CIN: L34300PN1996PLC104510
E-mail: investorservices@autolineind.com

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