AUTOLINE INDUSTRIES LIMITED
AUTOLINE S. No. 313, 314, 320 to 323, Nanekarwadi, Chakan, Taluka-Khed, District Pune 410501, Tel. 02135-664865/6
CIN: L34300PN1996PLC104510; Email: investorservices@autolineind.com; Website: www.autolineind.com

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of Autoline Industries Limited will be held on Saturday, September 28, 2019 at 2:30 p.m. at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Taluka Khed, District - Pune - 410501, 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, 2019, the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Umesh Chavan (DIN: 06908966), who retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for reappointment.

3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the twenty sixth Annual General Meeting 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 139, 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment (s)thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee of the Company, A.R. Sulakhe & Co. Chartered Accountants (Registration No.110540W), be and are hereby re-appointed as the Auditors of the Company, for a second term of 3 (three) consecutive years to hold office from the conclusion of this Annual General Meeting to the conclusion of the Twenty Sixth Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the Auditors."

SPECIAL BUSINESS

4. **To re-appoint Mr. Prakash B. Nimbalkar (DIN: 00109947) as an Independent Director and in this regard 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 Section 149, 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) ("Listing Regulation") Mr. Prakash B. Nimbalkar (DIN: 00109947), who was appointed as an Independent Director and who held the office of the Independent Director up to the conclusion of this Annual General Meeting and who has attained the age of 75 years and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed him as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years effective from September 29, 2019 to September 28, 2024."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be deem fit or required and to delegate all or any of its powers herein conferred to any committee of Board or Director(s) /Key managerial personnel to give effect to this resolution."

5. **To re-appoint Mr. Vijay K. Thanawala (DIN: 00001974) as an Independent Director and in this regard 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 Section 149, 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or reenactment (s) thereof, for the time being in force) ("Listing Regulation") Mr. Vijay K. Thanawala (DIN: 00001974) , who was appointed as an Independent Director and who held the office of the Independent Director up to the conclusion of this Annual General Meeting and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years effective from September 29, 2019 to September 28, 2024 and to continue to hold office of Independent Director till the date of appointment i.e. September 28, 2024 notwithstanding that he attains the age of 75 years during the tenure of appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be deem fit or required and to delegate all or any of its powers herein conferred to any committee of Board or Director(s) /Key managerial personnel to give effect to this resolution."

6. **To re-appoint Mr. Umesh N. Chavan (DIN: 06908966) as an Executive Director & CEO and in this regard 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 Section 152, 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule V of the Act and subject to and in accordance with the other approvals and consents as may be required, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Umesh N. Chavan (DIN: 06908966), as an Executive Director & CEO of the Company, for a period of 5 (five) years with effect from June 25, 2019, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Statement annexed to this Notice convening Annual General Meeting with the authority to Board of Directors (which includes Nomination & Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Umesh N Chavan (DIN: 06908966), subject to the applicable provisions and/or approvals, if any.

RESOLVED FURTHER THAT as per the proviso to Section II (A) of Part II of Schedule V, the limits specified in Section II (A) of Part II of Schedule V of the Act, be exceeded and the Remuneration as set out in the Statement annexed to this Notice be approved for the period of 3 (three) years effective from June 25, 2019 and in case the Company incurs a loss or its profits are inadequate,the said remuneration be paid till the time it is within the limit specified in the proviso of Section II of Part II of Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT wherein any financial year, during the currency of his appointment,if the Company has adequate profits, the Board of Directors of the Company, be and is hereby authorized to increase his remuneration over and above the remuneration as set out in the Statement annexed to this Notice but within the overall entitlements of 10% of net profits by way of salary, perquisites, commission and any other allowances to Mr. Umesh N Chavan,Executive Director & CEO subject to the provisions of Section 197 of the Act, and other applicable provisions/approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be deem fit or required and to delegate all or any of its powers herein conferred to any committee of Board or Director(s) /Key managerial personnel to give effect to this resolution."

7. **To approve the remuneration of Mr. Shivaji T. 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 following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) read with Schedule V of the Act and subject to and in accordance with such other necessary approvals, permissions and consents, as may be required, the consent of the Members be and is hereby accorded for payment of below mentioned remuneration to Mr. Shivaji T Akhade (DIN:00006755), Managing Director for the period starting from October 1, 2019 to September 30, 2021 within the limits specified in Section 197 of the Act, read with Schedule V to the Act, or any statutory modification(s) or re-enactment thereof.

1. Salary : ₹. 60,00,000/- per annum
2. Perquisites, allowances and other benefits:
   a) Mediclaim policy: For self and dependents as per the policy of the Company.
   b) Personal accident insurance: As per the policy of the Company.
   c) Directors & Officers Liability Insurance - As per the policy of the Company.
   d) Insurance - Overseas travelling insurance- As per the policy of the Company.
   e) Company car and telephone: Use of the Company's car, chauffeur and telephone as per the policy of the Company.
   f) Leave travel concession/ allowance: For self and family as per the policy of the Company or as decided by the Board of Directors from time to time.
   g) Earned / privilege leave: As per the policy of the Company.
   h) Company's contribution to Provident Fund and superannuation fund: As per the policy of the Company.
   i) Gratuity : As per the policy of the Company.

RESOLVED FURTHER THAT as per the proviso to Section II (A) of Part II of Schedule V, the limits specified in Section II (A) of Part II of Schedule V of the Act be exceeded and in case the Company incurs a loss or its profits are inadequate, the remuneration as set out above be paid till the time it is within the limit specified in the proviso of Section II of Part II of Schedule V of the Act or such other limits as may be prescribed from time to time as minimum remuneration.

RESOLVED FURTHER THAT wherein in any financial year, during the currency of his appointment, if the Company has adequate profits, the Board of Directors of the Company,be and is hereby authorized to increase his remuneration over and above the above mentioned remuneration but within the overall entitlements of 10% of net profits by way of salary, perquisites, commission and any other allowances to Mr. Shivaji T Akhade (DIN:00006755), Managing Director subject to the provisions of Section 197 of the Act and other applicable provisions/approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be deem fit or required and to delegate all or any of its powers herein conferred to any committee of Board or Director(s) / Key managerial personnel to give effect to this resolution."

8. To approve the remuneration of Mr. Sudhir V. 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 following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and subject to and in accordance with such other necessary approvals, permissions and consents, as may be required, the consent of the Members be and is hereby accorded for payment of below mentioned remuneration to Mr.Sudhir V Mungase (DIN:00006754), Whole-time Director for the period starting from October 1, 2019 to September 30, 2021 within the limits specified in Section 197 of the Act, read with Schedule V to the Act, or any statutory modification(s) or re-enactment thereof.

1. Salary : ₹ 24,00,000/- per annum
2. Perquisites, allowances and other benefits:
   a) Mediclaim policy: For self and dependents as per the policy of the Company.
   b) Personal accident insurance: As per the policy of the Company.
   c) Directors & Officers Liability Insurance - As per the policy of the Company.
   d) Insurance - Overseas travelling insurance- As per the policy of the Company.
   e) Company car and telephone: Use of the Company's car, chauffeur and telephone as per the policy of the Company.
   f) Leave travel concession/ allowance: For self and family as per the policy of the Company or as decided by the Board of Directors from time to time.
   g) Earned / privilege leave: As per the policy of the Company.
   h) Company's contribution to Provident Fund and superannuation fund: As per the policy of the Company.
   i) Gratuity : As per the policy of the Company.

RESOLVED FURTHER THAT as per the proviso to Section II (A) of Part II of Schedule V,the limits specified in Section II (A) of Part II of Schedule V of the Act be exceeded and in case the Company incurs a loss or its profits are inadequate, the remuneration as set out above be paid till the time it is within the limit specified in the proviso of Section II of Part II of Schedule V of the Act or such other limits as may be prescribed from time to time as minimum remuneration.

RESOLVED FURTHER THAT wherein in any financial year, during the currency of his appointment, if the Company has adequate profits, the Board of Directors of the Company,be and is hereby authorized to increase his remuneration over and above the above mentioned remuneration but within the overall entitlements of 10% of net profits by way of salary, perquisites, commission and any other allowances to Mr. Sudhir V Mungase (DIN:00006754), Whole-time Director subject to the provisions of Section 197 of the Act and other applicable provisions/approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be deem fit or required and to delegate all or any of its powers herein conferred to any committee of Board or Director(s) / Key managerial personnel to give effect to this resolution."

9. **To confirm the appointment of Mr. Krishan Kant Rathi (DIN: 00040094) as a Nominee Director in the Company and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** the appointment of Mr. Krishan Kant Rathi (DIN: 00040094), being the representative of IndiaNivesh Renaissance Fund, as a Nominee Director in the Company with effect from April 12, 2019 pursuant to the provisions of Article 90 and other enabling provisions of the Articles of Association of the Company and in accordance with the provisions of Section 161(3) and other applicable sections of the Companies Act, 2013 and vide Board resolution dated April 12, 2019 is hereby acknowledged and confirmed."

10. **To alter the Articles of Association of the Company as per the provisions of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution. "

11. **To approve the waiver of recovery of emuneration paid to Mr. Umesh N. Chavan,Executive Director & CEO (DIN: 06908966) for the period June 25, 2014 to June 24,2017 and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197(10), (17) and 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in pursuance of the Special Resolution no. 7 passed by the Members at the 18th Annual General Meeting of the Company held on July 31, 2014, the approval of the Members be and is hereby accorded to waive the recovery of the remuneration paid within the limit prescribed in Schedule V of the Companies Act, 2013 to Mr. Umesh N. Chavan, Executive Director & CEO (DIN: 06908966) for the period from June 25, 2014 to June 24, 2017 in view of the abatement of the application of the Company filed with the Central Government for the approval of payment of remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard."

12. **To approve granting of Loans, providing any Security, giving any Guarantees in connection with any loans raised, by Autoline Industrial Parks Limited (AIPL), Subsdiary of Autoline Industries Limited (AIL) and in this regard to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 ('the Act') and any other applicable provisions of the Act and Rules made there under read with the Companies (Amendment) Act, 2017 (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and the relevant clause of the Articles of Associations of the Company and subject to the provisions of other applicable laws and such approvals, consents, sanctions and permissions, as may be necessary, and in line with the approval already accorded by the shareholders of the Company under Section 186 of the Act vide resolution no. 5 of the Notice of 22nd Annual General Meeting dated May 30, 2018, 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 include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to advance any loan including any loan represented by book debt to Autoline Industrial Parks Ltd. give any guarantee or provide any security in connection with any loans /debentures / bonds etc. raised by Autoline Industrial Parks Limited upto an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and to delegate all or any ofits powers herein conferred to any committee of Board or Director(s) / Key managerial personnel to give effect to this resolution''.

By Order of the Board of Directors of
Autoline Industries Limited

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

Pune, August 14, 2019
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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING/AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

A proxy form for the AGM is enclosed. Proxies are requested to bring their identity document to prove identity at the time of attending the Meeting.

2. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Members/proxies/authorised representative are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Brief profile and other details of Director(s) proposed to be re-appointed as stipulated under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulation) and Secretarial Standards on General Meetings (SS-2) are given at **Annexure - 1** to this Notice.

6. Relevant documents referred to in this Notice and necessary Registers are open for inspection by the members at the Registered Office of the Company during 10:00 a.m. to 1:00 p.m. on all working days, up to the date of the Meeting.

7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent of the Company.

8. Annual Report 2018-19 is being sent 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 hard copy of the same. Physical copy of the Annual Report 2018-19 is being sent by the permitted mode to the members who have not registered their email addresses.

9. The Notice of the 23rd Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hardcopy of the same. For members, who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

10. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website- www.autolineind.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: pune@linkintime.co.in or investorservices@autolineind.com.

11. Members are requested to send all their documents and communications pertaining to shares to Link Intime India Pvt. Ltd., Share Transfer Agent of the Company (Link 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 Intime is pune@linkintime.co.in.

12. 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.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website- www.autolineind.com under the section 'Investor Relations'.

14. 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.

15. Non-Resident Indian Members are requested to inform 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.

16. **Transfer to Investor Education and Protection Fund (the IEPF) :**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends as and when declared up to the financial year 2010-11 on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 28, 2018 (date of last Annual General Meeting) on the website of the Company (www.autolineind.com) and also on the website of the Ministry of Corporate Affairs.The details of dividend paid by the Company and their respective due dates of the proposed transfer to IEPF of the Central Government, if they remained un-cashed, are as under:

Date of declaration of dividend	Date of dividend warrant	Dividend for the year	Dividend per share (₹)	Due date of the proposed transfer to the IEPF
27.09.2012	08.10.2012	2011-12	4.00	02.11.2019
26.09.2013	30.09.2013	2012-13	1.00	01.11.2020

It may please be noted that no claim will lie against the Company from a member once the transfer is made to the credit of IEPF of the Central Government, under the provisions of Section 124 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014.In view of above, the Members are advised to send the un-cashed dividend warrants pertaining to the aforestated years to Link Intime/ the Registered Office of the Company for revalidation and en-cash them before the due date for transfer to IEPF of the Central Government.

17. 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.

18. The voting for the agenda item shall be done either by casting of votes by using Remote e-voting (evoting) that is an electronic voting system from a place other than the venue of the Meeting and or by Poll/Ballot process at the meeting for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

19. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again in the meeting.

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

21. **Voting through electronic means:**

The Companies Act, 2013 has prescribed the provisions of voting through electronic means. In Compliance with provisions of Section 108 of the Companies Act, 2013 and rules thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation,2015, the Company is pleased to provide Members, facility of electronic voting system to exercise their right to vote on business to be transacted at the 23rd Annual General Meeting of the Company by electronic means through Central Depository Services (India) Limited (CDSL).

The instructions for members voting electronically are as under:

I. The voting period begins on Wednesday, September 25, 2019 (09:00 a.m.) and ends on Friday, September 27, 2019 (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 Saturday, September 21, 2019 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.

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 theCompany.

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 on resolutions of any other company on which they are eligible to vote, provided that company opts for evoting 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 for 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 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 ww.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

22. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. September 21, 2019. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.

23. Any person, who acquires equity shares of the Company and becomes member of the Company after dispatch of the notice/annual report and holding shares as of the cut-off date i.e. Saturday, September 21, 2019, may follow the instructions for e-voting mentioned above. In case such Member has not updated his or her PAN with the Company or the Depository Participant, may obtain the sequence number by sending a request at pune@linkintime.co.in .

24. Dematerialise the Shares held in Physical mode:
SEBI vide its notification dated 8th June 2018 as amended on 30th November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form requesting them to demat their physical holdings.We urge the members holding shares in physical form to opt for dematerialization. Members may please note that the trading of the Company's shares on BSE Limited and The National Stock Exchange of India Limited, is in compulsory demat mode.

25. Shares transferred to IEPF: Under section 124(6) of the Companies Act, 2013, as amended, there has been a further provision that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company, within a period of thirty days of such shares becoming due to be transferred to Investor Education and Protection Fund (IEPF). Accordingly, in due compliance of the provisions of rule 6(3) of Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company sent individual letters to such shareholders, in respect of whom dividend for a consecutive period of seven years had remained unpaid. Further, public notice was released in newspapers on December 13, 2018.In view of the same, during the year under review, the Company transferred 4748 equity shares of the face value of Rs 10 each in respect of 75 shareholders to the Demat Account of the IEPF Authority held with CDSL and filed necessary e-form IEPF-4 with MCA on June 3, 2019. Details of such shareholders, whose shares are transferred to IEPF and their unpaid dividends for the subsequent years are available to the concerned shareholders on the website of the Company at www.autolineind.com. As provided under these Rules, the shareholders would be allowed to claim such unpaid dividends and the shares transferred to the Fund by following the required procedure. Shareholders are requested to get in touch with the compliance officer for further details on the subject.

26. Proposed transfer of shares to IEPF:

Pursuant to section 124(6) of the Companies Act, 2013 and the IEPF Rules, 2016 (as amended) stipulates that shares on which dividend has not been paid or claimed for Seven consecutive years or more, then such shares are to be transferred to the IEPF which is constituted by the Government of India as per Section 125 of the Companies Act, 2013. Details of such shareholders, whose shares are liable to be transferred in FY 2019-20 to IEPF and their unpaid dividends for the subsequent years are available on the website of the Company at www.autolineind.com We request all those shareholders who have not encashed the dividend warrants for last seven consecutive years commencing from 2011-12 to claim the unclaimed dividend on the equity shares before November 2, 2019. Failing which the said shares will be transferred to IEPF. After the shares have been transferred to IEPF, the concerned shareholder/s can claim the shares from IEPF Authorities by filing e-Form No. IEPF 5 as prescribed under the rules.

27. Mr. Sunil G. Nanal (FCS No. 5977), 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.

28. 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 favour 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.

29. 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 CDSL www.cdslindia.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.

EXPLANATORY STATEMENT

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

ITEM NO. 3

The members are informed that A.R. Sulakhe & Co, Chartered Accountants, (Firm Registration No. 110540W) were appointed as the Statutory Auditors of the Company by the members vide their Ordinary Resolution passed in the 18th Annual General Meeting of the Company to hold the office from 18th AGM to the conclusion of 23rd AGM. The Audit Committee in its Meeting held on May 29, 2019 has recommended the Board for re-appointment of A.R.Sulakhe & Co, Chartered Accountants for a further period of 3 years commencing from the conclusion of this, i.e. 23rd Annual General Meeting till the conclusion of 26th Annual General Meeting. The Board of Directors at their meeting held on May 30, 2019 have considered the matter and approved the reappointment subject to the approval of the members in the general meeting.In Accordance with Regulation 36 (5) (a) and (b) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, details of the disclosures required for Statutory Auditor proposed to be appointed/reappointed are as under:

a) Proposed fees – Rs. 30,00,000 (Rupees Thirty Lakhs only) per annum plus reimbursement of expenses incurred on actual basis. The power may be granted to the Board to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration during the proposed tenure of three years, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

b) Terms of Re-appointment: Re-appointment as the Statutory Auditors of the Company for 3 consecutive years, i.e. from the conclusion of 23rd AGM to the conclusion of 26th AGM.

c) Basis of recommendation for appointment including the details in relation to and credentials: The Board of Directors, after considering the recommendation of Audit Committee, at its meeting held on May 30, 2019 have approved the re-appointment of the Statutory Auditors, after considering their following credentials:

(1) A.R. Sulakhe & Co, Chartered Accountants, Pune (Firm Registration No. 110540W) is a firm engaged in providing Audit & Assurance, Tax, Regulatory and Advisory services to various sectors for 37 years and thereby are rich in experience and expertise in the field of the above stated. CA Anand Sulakhe established the firm and has imbibed the firm with strong professional ethics and principles through the years. The firm also has been successfully peer reviewed twice in 2009 and 2014.Also, the Firm has ISO 9001 Certification since 2009.

(2) Further, during their tenure as Statutory Auditors of the Company, A.R. Sulakhe have provided excellent services in Financial Reporting, IND-AS, Audit & assurance and have provided solutions to the management to overcome the problems in the arenas of Financial, IND-AS and Tax Planning.

(3) As per the requirement of the Act, A.R. Sulakhe & Co, Chartered Accountants have confirmed that the appointment if made would be within the limits specified under Section 141(3) (g) of the Act and it is not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139 and 141 of the Act and the applicable Rules.

The Board of Directors are of the view that reappointment of A.R. Sulakhe & Co., Chartered Accountants as the Statutory Auditors for a further period of three consecutive years, i.e till the conclusion of 26th Annual General Meeting of the Company would be beneficial for the Company and its stakeholders.

None of the Directors, Key Managerial Personnel of the company or their relatives is in any way financially or otherwise, concerned or interested in the resolution .

The Bord commends the Resolution set out at Item No. 3 of the notice for approval by the members.

ITEM NO. 4

Mr. Prakash Nimbalkar (DIN: 00109947) was appointed as an Independent Director on the Board of the Company for a period of five years in the 18th Annual General Meeting of the Company in accordance with the applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. He holds the office of Independent Director and Chairman of the Company.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Further, The Listing Regulation requires appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution and justification thereof should be indicated in the explanatory statement annexed to the notice for such appointment. Mr. Prakash Nimbalkar, who is a non-executive director of the Company, has attained the age of 76 years and therefore it is necessary to approve his re-appointment by way of passing a Special Resolution as set out at Item no. 4 of the this Notice.

The Nomination and Remuneration Committee of the Board of Directors in its meeting dated May 25, 2019, on the basis of the report of performance evaluation of Independent Directors and satisfying with the aptness of Mr. Prakash Nimbalkar as a candidature for the position, has recommended reappointment of Mr. Prakash Nimbalkar (DIN: 00109947) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

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 Ex-Chairman & 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. At RBI his responsibilities involved surveillance of commercial banks, branches of foreign banks and central /state co-operative 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. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Prakash Nimbalkar (DIN: 00109947) would be of immense benefit to the Company and it is desirable to continue him as an Independent Director. The aforesaid distinctions justify his candidature for the position of Independent Director and accordingly, it is proposed to re-appoint Mr. Prakash Nimbalkar (DIN: 00109947) as an Independent Director and Chairman of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Prakash Nimbalkar (DIN: 00109947) is not disqualified from being reappointed as Director in terms of Section 164 of the Act and have given his consent to act as a Director. The Company has received notices in writing from him under Section 160 of the Act proposing him candidature for the office of Independent Director of the Company. The Company has also received declaration from Mr. Prakash Nimbalkar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Prakash Nimbalkar fulfils the conditions for reappointment as Independent Director as specified in the Act and the Listing Regulation. Mr. Prakash Nimbalkar is independent of the management.

Details of proposed Independent Director are provided in the "Annexure-1" to the Notice pursuant to the provisions of (i) Listing Regulation and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of appointment of Mr. Prakash Nimbalkar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Prakash Nimbalkar is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company or their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution. The Board commends theSpecial Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5

Mr. Vijay Thanawala (DIN: 00001974) was appointed as an Independent Director on the Board of the Company for a period of five years in the 18th Annual General Meeting of the Company in accordance with the applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. He was appointed for five years up to the conclusion of twenty third Annual General Meeting of the Company in the calendar year 2019 ('first term' in line with the explanation to Sections 149(10) and 149(11) of the Act). He holds the office of Independent Director and Chairman of the Audit Committee of the Company.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Further, the Listing Regulations requires appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution and justification thereof should be indicated in the explanatory statement annexed to the notice for such appointment. Mr. Vijay Thanawala, who is a non-executive director of the Company, has attained the age of 72 years. Considering that during the course of term of reappointment of Mr. Vijay Thanawala, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on attaining the age of 75 years on the Board of Directors of the Company by way of a special resolution as set out at Item no. 5 of this Notice.

The Nomination and Remuneration Committee of the Board of Directors in its meeting dated May 25, 2019, on the basis of the report of performance evaluation of Independent Directors and satisfying with the aptness of Mr. Vijay Thanawala as a candidature for the position, has recommended reappointment of Mr. Vijay Thanawala (DIN: 00001974) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Vijay Thanawala is a commerce graduate and a fellow member of the Institute of Chartered Accountants of India (FCA). 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.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Vijay Thanawala (DIN: 00001974) would be beneficial to the Company and it is desirable to continue him as an Independent Director. The aforesaid characteristic warrant his candidature for the position of Independent Director and accordingly, it is proposed to reappoint Mr. Vijay Thanawala (DIN: 00001974) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company even he attains the age of 75 years during the terms of his appointment.

Mr. Vijay Thanawala (DIN: 00001974) is not disqualified from being reappointed as Director in terms of Section 164 of the Act and have given his consent to act as a Director. The Company has received notices in writing from him under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company. The Company has also received declaration from Mr. Vijay Thanawala that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulation. In the opinion of the Board, Mr. Vijay Thanawala fulfils the conditions for reappointment as Independent Director as specified in the Act and the Listing Regulation. Mr. Vijay Thanawala is independent of the management.

Details of proposed Independent Director are provided in the "Annexure-1" to the Notice pursuant to the provisions of (i) Listing Regulation and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. Vijay Thanawala setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Vijay Thanawala is interested in the resolutions set out at Item No. 5 of the Notice with regard to his re-appointment.

None of the Directors, Key Managerial Personnel of the Company or their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6:

The members at the 18th Annual General Meeting (AGM) held on July 31, 2014 approved the appointment of Mr. Umesh N. Chavan as Executive Director & Chief Executive Officer of the Company for the Five years beginning June 25, 2014 and ending on June 24, 2019.

Mr. Umesh Chavan is having 25 years of experience & year on year success record in spearheading global sourcing, supply chain and business development functions in Automobile & Engineering during his venture with other organizations. He has worked in senior positions at Tata Motors Limited, Kirloskar Oil Engines Limited and Cummins India limited, Pune. Post his appointment in the Company, he has contributed significantly to the overall development of the Company's Supplier management and Business development areas and successfully completed various projects and transactions which were very crucial for the growth of the Company and its subsidiaries.

On the recommendation of the Nomination and Remuneration Committee ("the Committee") and subject to the approval of the members, the Board at its meeting held on May 30, 2019 reappointed Mr. Umesh Chavan as Executive Director and CEO for the period of Five years starting from June 25, 2019 to June 24, 2024 and payment of remuneration for the period of three years effective from June 25, 2019 to June 24, 2022. While deciding the remuneration the Committee considered financial position of the Company, trend in the industry, Mr. Umesh Chavan's qualification, past experience, contribution in the Company, the nomination and remuneration policy of the Company and recommended the Board to pay the remuneration of Rs. 500000/- (Rs. Five Lakh only) per month plus other allowances and perquisites as given below to Mr. Umesh Chavan.

i) **Tenure of Agreement:**

(a) Period of appointment: Five years beginning June 25, 2019 and ending on June 24,2024.
(b) Period for which remuneration is being decided – Three years beginning June 25, 2019 and ending on June 24, 2022.

ii) **Nature of duties**:

a) Mr. Umesh Chavan shall, subject to the supervision and control of the Board, be entrusted with substantial powers for day to day management of the Company and represent the Company before the government offices, various stakeholders and outside parties and he shall also perform such duties as, from time to time, be entrusted to him;
b) He shall also look after the business and other activities of Subsidiary companies of the Company in consultation with the Managing Director/Whole-time Director and instruction/advise of the Board of those companies;
c) Other terms and conditions as given in the appointment letter

iii) **Remuneration**

Within the limits specified in Section 197 of the Companies Act, 2013 (the Act) read with Schedule V of the Act or any statutory modification(s) or reenactments thereof;
1. Salary and Bonus: ₹ 60 lakhs per annum

2. Performance / Variable payout: Payable at such intervals, as may be decided by the Board of Directors.

a) 1% of net profit on new business developed (net sales excluding any taxes, levies and duties) every twelve months from the date of joining. For the purpose this clause, new business developed every twelve months shall mean business received for the new finished products or received from new customers every twelve months as compared to the previous twelve months on standalone basis.

b) 10% on cost reduction achieved in material and Direct manufacturing costs every financial year as compared to previous financial years– as may be decided by the Board of Directors on standalone basis.

3. Perquisites and allowances:
a) Mediclaim policy: For self and dependents as per the rules of the Company.
b) Personal accident insurance : As per the rules of the Company.
c) Directors & Officers Liability Insurance - As per the rules of the Company.
d) Insurance - Overseas Travelling insurance- As per the rules of the Company.
e) Leave travel concession/ allowance: For self and family as decided by the Board of Directors from time to time.
f) Company car and telephone: Use of the Company's car, chauffeur and telephone as per the rules of the Company.

4. Other benefits:
a) Earned / privilege leave: As per the rules of the Company.
b) Company's contribution to Provident Fund and superannuation fund: As per the rules of the Company.
c) Gratuity: As per the rules of the Company.
d) Encashment of leave: As per the rules of the Company.

Minimum Remuneration:

Notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2019, during the tenure of Mr. Umesh Chavan (DIN: 06908966) as Executive Director & CEO of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Umesh Chavan (DIN: 06908966) the above remuneration by way of salary, bonus and other allowances till the time it is within the limit as specified in the proviso of section II of Part II of Schedule V of the Act or such other limits as may be prescribed from time to time as minimum remuneration.

iv) The terms and conditions of appointment with Mr. Umesh Chavan also include clauses pertaining to adherence with the Company's Code of Conduct, including no conflict of interest with the Company maintenance of confidentiality and Prohibition of Insider Trading in the securities of the Company.

v) The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit and remuneration may be revised by the Board, after recommendation by Nomination and Remuneration Committee, within the maximum amount payable to Mr. Umesh Chavan, in accordance with the provisions of the Act or any amendments made hereafter in this regard and subject to such approvals as may be required.

vi) No sitting fees shall be paid to the Executive Director for attending the meetings of the Board of Directors or its Committees.

Termination:

The appointment may be terminated subject to the compliance with the provisions of the Act by either party by giving six months' notice in writing of such termination.
Pursuant to the provisions of Section 197 and Schedule V of the Act (as amended), where the company has defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting.

Accordingly, the Company has applied for the approval from secured creditors whose repayment has been defaulted for payment of the proposed remuneration for three years with effect from June 25, 2019 and ending on June 24, 2022 to Mr. Umesh Chavan, Executive Director & CEO of the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

The Company has received necessary declaration from Mr. Umesh Chavan under the Act.Details of proposed Director are provided in the "Annexure-1" to the Notice pursuant to the provisions of (i) Listing Regulation and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Information as required under Schedule V Part II (B) (iv) of the Act is given under Item no. 8. The Board considers that it would be in the interest of the Company to reappoint Mr. Umesh Chavan as Executive Director & CEO of the Company for five years and commends passing the resolution as set out at Item no. 6 as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested the resolution as set out at item no. 6.

ITEM NO.7

The Members of the Company at their Twentieth AGM held on September 24, 2016 had approved the appointment of Mr. Shivaji Akhade as Managing Director of the Company for five years effective from October 1, 2016.

The Company was not regular in repayment of its debts or interest in the preceding financial year of the appointment of Mr. Shivaji Akhade as Managing Director due to difficult financial conditions and therefore the requirements as mentioned in Section II of Part II of Schedule V read with section 197 of the Act could not be met and therefore the Company approved his remuneration as given in the resolution at Item No. 7 for three years starting from October 1, 2016 to September 30, 2019.

Pursuant to the provisions of Section 197 read with Schedule V of the Act (as amended), where the Company has defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting for payment of remuneration to managerial personnel.

Accordingly, the Company has applied for the approval from secured creditors whose repayment has been defaulted for payment of the remuneration for remainder period of two years with effect from October 1, 2019 till September 30, 2021 to Mr. Shivaji Akhade, Managing Director of the Company.

Mr. Shivaji Akhade has been in office as a Director since inception of the Company. During his tenure, the Company has made considerable progress in all the spheres and acquired reputation in the Industry. He has contributed immensely in the growth of the Company. Keeping in view that Mr. Shivaji Akhade has rich and varied experience in the industry and has been involved in the operations of the Company since inception it would be in the interest of the Company to approve his remuneration as proposed in the resolution.

The Nomination and Remuneration Committee ("the Committee"), at its meeting held on May 25, 2019 has recommended to the Board to make the payment of remuneration from October 1, 2019 to September 2021 with the approval of secured creditor(s) and the Board of the Company has approved the same in their meeting held on May 30, 2019. This explanatory statement ay also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Information as required under Schedule V Part II Section II (B) (iv) of the Act and other details are given below at Item no. 8. The Board commends passing the said resolution as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives except Mr. Shivaji Akhade, Managing Director and Mr. Sudhir Mungase, Whole-time Director are interested or concerned, financially or otherwise in the Resolution set out at item no. 7.

ITEM NO. 8

The Members of the Company at their Twentieth AGM held on September 24, 2016 had approved the appointment of Mr. Sudhir Mungase as Whole-time Director of the Company for five years effective from October 1, 2016. The Company was not regular in repayment of its debts or interest in the preceding financial year of the appointment of Mr. Sudhir Mungase as Whole-time Director due to difficult financial conditions and therefore the requirements as mentioned in Section II of Part II of Schedule V read with section 197 of the Act could not be met and therefore the Company approved his remuneration as given in the resolution item no. 8. for a period of three years starting from October 1, 2016 to September 30, 2019.

Pursuant to the provisions of Section 197 read with Schedule V of the Act (as amended),where the Company has defaulted in payment of dues to any bank or public financialinstitution or non-convertible debenture holders or any other secured creditor, the priorapproval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by thecompany before obtaining the approval in the general meeting for payment of remuneration to managerial personnel.

Accordingly, the Company has applied for approval from secured creditors whose repayment has been defaulted for payment of the remuneration for remainder period of two years with effect from October 1, 2019 till September 30, 2021 to Mr. Sudhir Mungase, Whole-time Director of the Company.

Mr. Sudhir Mungase has been in office as a Director since inception of the Company. During his tenure, the Company has made considerable progress in all the spheres and acquired reputation in the business. Keeping in view that Mr. Sudhir Mungase has rich and varied experience in the industry and has been involved in the operations of the Company since inception, it would be in the interest of the Company to approve his remuneration as proposed in the resolution.

The Nomination and Remuneration Committee ("the Committee"), at its meeting held on May 25, 2019 has recommended to the Board to make the payment of remuneration from October 1, 2019 to September 2021 with the approval of secured creditor(s) and the Board of the Company has approved the same in their meeting held on May 30, 2019. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Information as required under Schedule V Part II Section II(B) (iv) of the Act and other details are given below hereunder.The Board commends passing the said resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Shivaji Akhade and Mr. Sudhir Mungase are interested or concerned, financially or otherwise in the Resolution set out at item no.8.

Information as required under Schedule V Part II (B) (iv) of the Act are as under:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th colspan="3">Information</th></tr>
<tr><td>I.</td><td>General Information</td><td></td><td></td><td></td></tr>
<tr><td>1</td><td>Nature of Industry</td><td colspan="3">Automobile Industry (Auto ancillary)</td></tr>
<tr><td>2</td><td>Date of commencement of commercial production</td><td colspan="3">Immediately after the incorporation as Private Limited Company on 16/12/1996.</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="3">Not Applicable</td></tr>
<tr><td>4</td><td>Financial performance based on given indicators</td><td colspan="3">As per the audited annual accounts as on March 31, 2019: (Standalone)
<table><tr><th>Particulars</th><th>Amount (in ₹ Lakhs)</th></tr><tr><td>Revenue from Operations</td><td>45209.49</td></tr><tr><td>PAT</td><td>(402.51)</td></tr></table></td></tr>
<tr><td>5</td><td>Foreign investments or collaborations, if any.</td><td colspan="3">Foreign Investments in the Company as on March 31, 2019 are as under:
1. Foreign Nationals holding 10763 equity shares – 0.04% of the total paid up capital of the Company.
2. NRIs - holding 1826331 equity shares – 6.76% of the total paid up capital of the Company.</td></tr>
<tr><td></td><td></td><td></td><td></td><td></td></tr>
</table>

II.	Information about the appointee:	Mr. Umesh Chavan	Mr. Shivaji Akhade	Mr. Sudhir Mungase
1	Background details	Mr. Umesh Chavan, aged 46 years is having 25 years of in-depth experience & year on year success in spearheading global sourcing, supply chain and business development Functions in automobile & Engineering Industry. He is a Certified Purchase Manager with excellent business acumen and sound commercial knowledge & expertise in establishing green field projects from scratch. He was appointed as an Executive Director & CEO w.e.f. June 25, 2014. By Qualification, He is BE (Mechanical Engineering), MBA (Materials and Logistic Management) and Executive MBA from IIM- Ahmedabad.	Mr. Shivaji Akhade, aged 53 years, is a commerce graduate having 27 years long and varied experience in trading as well as manufacturing. He is Co-founder and one of the Promoters and Managing Director of the Company since inception. He was appointed first time on December 16, 1996 in the company and re-appointed as Managing Director w.e.f. October 1, 2016.	Mr. Sudhir Mungase aged 44 years having 22 years of experience, is Co- founder and one of the Promoters and Whole-time Director of the Company since inception. He was appointed first time on December 16, 1996 in the company and re-appointed as Whole-Time Director w.e.f. October 1, 2016.
2	Past remuneration	₹ 5,00,000/- per month	₹ 5,00,000 per month	₹ 2,00,000 per month
3	Recognition or awards	Certified Six Sigma Belt. Won Chairman's Award in 2007 & 2012 for delivering superior results in Cummins. Won performance excellence Award for year 2003-04 and 2002-03. Identified as Potential Fast Trackers across the Kirloskar Group of Companies.	'Pimpri Chinchwad Puraskar' from Foundation.	-
4	Job profile and his suitability	Mr. Umesh Chavan was appointed as an Executive Director & CEO of the Company at the 18th AGM. Post his appointment, he has contributed significantly to the	Mr. Shivaji Akhade has been providing the vision and the direction to the Company since its inception. Mr. Shivaji Akhade is fully conversant with the technicalities of the	Mr. Sudhir Mungase is the Whole-time Director, associated with manufacturing and maintenance

				other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He has no pecuniary relationship with the company	He is a Promoter and co- founder of the Company and holding 3064022 equity shares– 11.34% of total paid up capital of the Company as on March 31, 2019. Relationship with Managerial personnel - Mr. Shivaji Akhade is brother-in- law of Mr. Sudhir Mungase. The Company has entered into transactions with some parties in the ordinary course of business and on an arm's length basis with whom Mr. Shivaji Akhade is interested, the details of RPTs are given in the note to the Accounts.	He is a Promoter and co- founder of the Company and holding 2537472 equity shares – 9.39% of total paid up capital of the Company as on March 31, 2019. Relationship with Managerial personnel- Mr. Sudhir Mungase is brother-in-law of Mr. Shivaji Akhade. The Company has entered into transactions with some parties in the ordinary course of business and on an arm's length basis with whom Mr. Shivaji Akhade is interested, the details of RPTs are given in the note to the Accounts.
III.	Other information:			
1	Reasons of loss or inadequate profits	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. Thus the company's performance is wholly depends on the performance of automobile industries to whom the company supplies. The main reasons behind the loss are the moderate growth of automobile industry and underutilization of installed capacity and infrastructure of the Company.		
2	Steps taken or proposed to be taken for improvement	In order to improve profitability on sustainable basis, the following major steps are/being taken: a) Induced substantial equity funds in the Company to support the operation activities and reduce the loans b) Monetizing surplus assets c) Cost saving and improving substantial operational efficiency by consolidating existing manufacturing facilities. d) Improving financial positions of the company through demanding committed orders from customers and tapping new customers and products.		
3	Expected increase in productivity and profits in measurable terms	Considering the steps taken by the company and proposed to be taken and expected recovery in growth in automobile sector, growth in other manufacturing & service sectors, the Company is hopeful to overcome the losses and turnaround to its earlier days. The Company is projecting 20% rise in the turnover for 2019-20 and consequent increase in profitability.		

ITEM NO. 9

The Company had entered into an Investment Agreement with IndiaNivesh Renaissance Fund ("Investor") on December 29, 2018 and by virtue of said agreement the Investor has invested ₹ 35 Crores in equity capital of the Company and acquired 16.97% shares (post conversion of outstanding share warrants) in the Company.

The Board of the Company in its meeting held on April 12, 2019 has appointed Mr. Krishan Kant Rathi a Non-executive, Nominee Director representing the Investor on the Board of theCompany not liable to retire by rotation. The said agreement contains a provision to confirm the appointment of Nominee Director in the general meeting of the Company.

The matter is being placed for taking the appointment of Mr. Krishan Kant Rathi as Nominee Director on record by the members of the Company.

The details with reference to the proposed confirmation of the appointment of Mr. Krishan Kant Rathi, (DIN: 00040094) as a Nominee Director representing India Nivesh Renaissance Fund are as under:

Mr. Krishan Kant Rathi aged 57 years is a Chartered Accountant and a Company Secretary by qualification. He is Managing Director of India Nivesh Fund Managers Pvt Ltd. Earlier he has worked as CEO of Future Venture India Ltd. He has over 30 years' experience of Corporate Finance, M&A, Investing and Operating businesses. He serves as an Independent Director on the board of various listed/ unlisted companies such as Future Consumer Ltd., Future Generali (Life & Non-Life), AU Small Finance Bank Ltd, Aavas Housing Finance Ltd. etc.

Mr. Krishan kant Rathi does not have any relationship with any other Director, Manager or KMP nor has shareholding in the Company. The names of the listed entities in which Mr. Krishankant Rathi holds a Directorships are as under :-

	Directorships held in Listed Entities	Membership of Audit Committee / Stakeholders Relationship Committee	Chairmanship of Audit Committee / Stakeholders Relationship Committee
Number of Companies	3	5	1
Names of Companies	1. AU Small Finance Bank Limited (*(Formerly AU Financiers (India) Limited)* –Audit Committee) 2. Aavas FinanciersLimited (Formerly AU Housing Finance Limited) *3.* Future Consumer Limited	1. Future Consumer Limited – Audit Committee 2. Aavas Financiars Limited *(Formerly AU Housing Finance Limited)* – Audit Committee 3 & 4. AU Small Finance Bank Limited *(Formerly AU Financiers (India) Limited)* - Audit Committee *and* - Stakeholders Relationship Committee 5. Future Generali India Life Insurance Company - Audit Committee	1. AU Small Finance Bank Limited *(Formerly AU Financiers (India) Limited)* – Audit Committee

The Board commends passing the said resolution as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives except Mr. Krishan Kant Rathi to the extent of representing the Investor in the Company are interested or concerned, financially or otherwise in the Resolution set out at item no. 9.

ITEM No. 10

The existing Articles of Association ("AoA") of the Company are based on the Companies Act,1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With coming into force the Companies Act, 2013, ("the Act") several regulations of the existing AoA of the Company require alteration or deletions. The AoA will be amended to bring the existing AoA in line with the provisions of the Companies Act, 2013. Further, the Company entered into an Investment Agreement with IndiaNivesh Renaissance Fund ("the Investor") on December 29, 2018 and the Investor acquired 16.97% shares (post conversion of outstanding share warrants) by investing funds in the Company. To incorporate the relevant provisions of the Investment Agreement, as agreed between both the parties, the Company is required to amend AoA. It is proposed to adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company. The proposal requires the consent of the members.

Members' attention is invited to certain salient provisions in the new draft of AoA of the Company viz;

1. Various existing articles have been aligned with the Act.
2. Provisions relating to the Key Managerial Personnel have been added.
3. Provisions relating to use of the electronic medium to communicate with the Shareholders have been added.
4. Provisions relating to Investor's Right to Nominate Director and incidental matters and other matters releted to Investment Agreement.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the Shareholders. The Board of Directors recommends that the proposal be approved by the shareholders. The proposed new draft AoA will be available for inspection at the registered office of the Company during 10:00 a.m. to 1:00 p.m. on all working days till the conclusion of the meeting and will also be made available during the meeting.

The Board commends passing the said resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned,financially or otherwise in the Resolution set out at item no. 10 exept Mr. Krishan Kant Rathi to the extent that he is representing the Investor.

ITEM No. 11

The members are informed that at the 18th AGM held on July 31, 2014, the members of the Company had approved the appointment of Mr. Umesh Chavan as an Executive Director & CEO for 5 years with effect from June 25, 2014, till June 24, 2019 and had approved the payment of remuneration for 3 years till June 24, 2017 subject to the approval of the Central Government in terms of the provisions of then Section 197 of the Companies Act, 2013.

The Company was not regular in repayment of its debts and interest in the preceding financial year of the appointment of Mr. Umesh Chavan as an Executive Director and CEO due to difficult financial conditions and hence pursuant to the provisions of Companies Act, 2013, the Company had made an application to the Central Government for approval of payment of remuneration to Mr. Umesh Chavan as an Executive Director and CEO.

On September 12, 2018, the Ministry of Corporate Affairs (MCA) amended, inter-alia, Section 197 of the Companies Act, 2013. Pursuant to the modified relevant section of the Act, any application made prior to the commencement of the Companies (Amendment) Act, 2017 to the Central Government shall abate and the Company shall within one year of such commencement obtain the approval of shareholders by way of special resolution for payment of remuneration to the Director. Sub-section 9 of Section 197 provides that in case the Company has paid any sum by way of remuneration without the approval required under section 197 then the concern director shall refund such sum to the Company and sub-section 10 of said Section provides that the Company shall not waive the recovery of any sum refundable to it under sub-section 9 unless approved by the members of the Company by passing the special resolution within two years from the date the sum becomes refundable and where the company has defaulted in payment of dues to any bank or public financial institution or non convertible debenture holders or any other secured creditor, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the Company for such waiver.

The Central Government vide its letter dated October 4, 2018 has informed the Company that the application filed by the Company under the provisions of Section 197 of the Act for payment of remuneration to Mr. Umesh Chavan, which was pending with the Central Government, is abated and closed. In view of the said amendment and above referred letter of the Central Government, the Company has applied to the Banks and Secured Lenders for waiver of the recovery of the sum of remuneration drawn by Mr. Umesh Chavan during said period.

As stated above, the member had approved the payment of remuneration to Mr. Umesh Chavan by passing special resolution in their 18th AGM and the Company had also got, previously, the no objection certificate from the concern Banks/secured lenders for payment of remuneration and therefore the Board recommends to the members to provide their approval for waiver of recovery of the sum paid as remuneration to Mr. Umesh Chavan for the period from June 25, 2014 to June 24, 2017 by passing a Special Resolution as set out at Item no. 11.

None of the Directors Key Managerial Personnel or their relatives, except Mr. Umesh Chavan are interested or concerned, financially or otherwise in the Resolution.

ITEM No. 12

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company vide resolution no. 5 of the Notice of 22nd Annual General Meeting dated September 28, 2018 have accorded their approval to give loans or to give guarantee or to provide security or to make investment(s) upto an aggregate amount not exceeding 300 Crores (Rupees Three Hundred Crores Only).

In terms of the amended Section 185, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to obtaining the approval of the shareholders of the Company by way of Special Resolution and requisite disclosures are made in the Explanatory Statement. Autoline Industrial Parks Limited (AIPL), the Company's subsidiary is engaged in the business of developing housing project, construction etc. and owned and possesed 102.50 Acres land approved for township project in Mahalunge, Chakan, District Pune. AIPL has received the required regulatory and statutory development permissions. AIPL has commenced development activities on the land.

Hence, AIPL may require to obtain loan for the purpose of its business activities or may require to obtain security or guarantee in connection with any loan taken by it for the purpose of its business activities. The amount to be raised by AIPL would be utilized for their principal business activities i.e. to develop housing project and incidental activities. In view of the above; and in line with the approval of the shareholders accorded under section 186 of the Act the Board of Directors recommends resolution as set out in item no. 12 for approval of the members of the Company by way of a Special Resolution. The details of the Loans advanced, guarantees given and Securities provided are provided in the notes to Financial Statements, which forms part of this Annual Report.

Mr. Shivaji Akhade & Mr. Sudhir Mungase, Directors, shareholders and promoters of the Company are interested in this resolution being the Directors, Shareholders and Promoters of AIPL to the extent of their shareholding rights in both the Companies and Mr. Vijay Thanawala, Director of the Company is interested in this resolution being the Director of AIPL to the extent of his directorship in the Company and rest of the Directors and Key Managerial personnel of the Company may be interested in this resolution to the extent of transaction with subsidiary Company of the Company.

By Order of the Board of Directors of
Autoline Industries Limited

Ashish Gupta
Company Secretary & Compliance Officer
Membership Number : A16368

Pune, August 14, 2019
Registered Office: Survey No. 313, 314, 320 to 323
Nanekarwadi, Chakan,
Taluka- Khed, District- Pune 410501
CIN: L34300PN1996PLC104510
E-mail: investorservices@autolineind.com

ANNEXURE – 1

Name of Directors	Mr. Umesh N Chavan	Mr. Prakash B Nimbalkar	Mr. Vijay K Thanawala
Date of Birth & Age	March 10, 1973 (46 years)	February 12, 1943 (76 years)	April 24, 1947 (72 years)
Qualification	B.E.(Mechanical Engineering), MBA (Material & Logistic Management) and Executive MBA (Management Programme) from IIM, Ahmedabad	Commerce graduate (B.Com), holds a law degree (LLB) and is Certificated Associate of Indian Institute of Bankers (CAIIB).	Commerce graduate (B.Com) and is a fellow member of the Institute of Chartered Accountants of India (FCA).
Expertise in specific Functional Areas & Experience	Details are given at the Item no. 6 of Explanatory Statement to the Notice.	Details are given at the Item no. 4 of Explanatory Statement to the Notice.	Details are given at the Item no. 5 of Explanatory Statement to the Notice.
Terms & Conditions of Re-appointment	Same as per previous appointment	Same as per previous appointment	Same as per previous appointment
Last drawn Remuneration	Rs. 5,00,000 per month	NA	NA
Details of Remuneration sought to be paid	Details are given in the Explanatory Statement of Item No. 6 of this Notice	Only sitting fees	Only sitting fees
Date of First appointment on Board	June 25, 2014	15/06/2006	15/06/2006
Names of listed entities in which the person holds the directorship and the membership of the committees of the Board	Nil except directorship in the Company. He is a member of Executive Committee of the Company.	Nil except directorship in the Company. He holds membership in the Committees of the Company as under: 1) Audit Committee 2) Stakeholders Relationship Committee 3) Nomination & remuneration Committee 4) Executive Committee	Nil except directorship in the Company. He holds membership in the Committees of the Company as under: 1) Audit Committee 2) Stakeholders Relationship Committee 3) Nomination &
		5) Risk Management Committee	remuneration Committee
Shareholding (either by them/beneficial) in the Company	Nil	6700	2525
Relationship with other Directors, Manager or KMP	No relationship with any other director, manager or KMP	No relationship with any other director, manager or KMP	No relationship with any other director, manager or KMP
DIN	06908966	00109947	00001974

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.

FORM NO. MGT 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L34300PN1996PLC104510
Name of the Company : AUTOLINE INDUSTRIES LIMITED
Registered Office : Survey Nos. 313, 314, 320 to 323 Nanekarwadi, Chakan, Tal. Khed, Dist. Pune-410501.
Tel: +91-2135-664865/6, Fax: +91-2135-664864/53
Email : investorservices@autolineind.com
Website : www.autolineind.com

Name of the Member(s)	
Registered Address	
Email ID	
Folio No / Client ID	
DP ID	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name :
   Address:
   Email ID Signature: _____or failing him / her
2. Name :
   Address:
   Email ID Signature:_____or failing him / her
3. Name :
   Address:
   Email ID Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on September 28, 2019 at 2:30 p.m. at Survey No. 291 to 295 Nanekarwadi, Chakan, Taluka Khed, Pune 410501 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution
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, 2019, the reports of the Board of Directors and Auditors thereon.

2	To appoint a Director in place of Mr. Umesh Chavan (DIN : 06908966), who retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.
3	To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Sixth Annual General Meeting and to fix their remuneration.
Special Business	
4	To re-appoint Mr. Prakash B. Nimbalkar (DIN: 00109947) as an Independent Director
5	To re-appoint Mr. Vijay K. Thanawala (DIN: 00001974) as an Independent Director
6	To re-appoint Mr. Umesh N. Chavan (DIN: 06908966) as an Executive Director & CEO.
7	To approve the remuneration of Mr. Shivaji akhade (DIN:00006755), Managing Director of the Company
8	To approve the remuneration of Mr. Sudhir Mungase (DIN:00006754), Whole-time Director of the Company
9	To confirm the appointment of Mr. Krishan Kant Rathi (DIN: 00040094) as a Nominee Director in the Company
10	To alter the Articles of Association of the Company as per the provisions of the Companies Act, 2013
11	To approve the waiver of recovery of remuneration paid to Mr. Umesh Chavan, Executive Director & CEO (DIN: 06908966) for the period June 25, 2014 to June 24, 2017
12	To approve granting of loans, providing any security, giving any guarantees in connection with any loans raised by Autoline Industrial Parks Limited (AIPL), Subsidiary of Autoline Industries Limited (AIL)

Signed this_____day of_____2019

Signature of member: _____

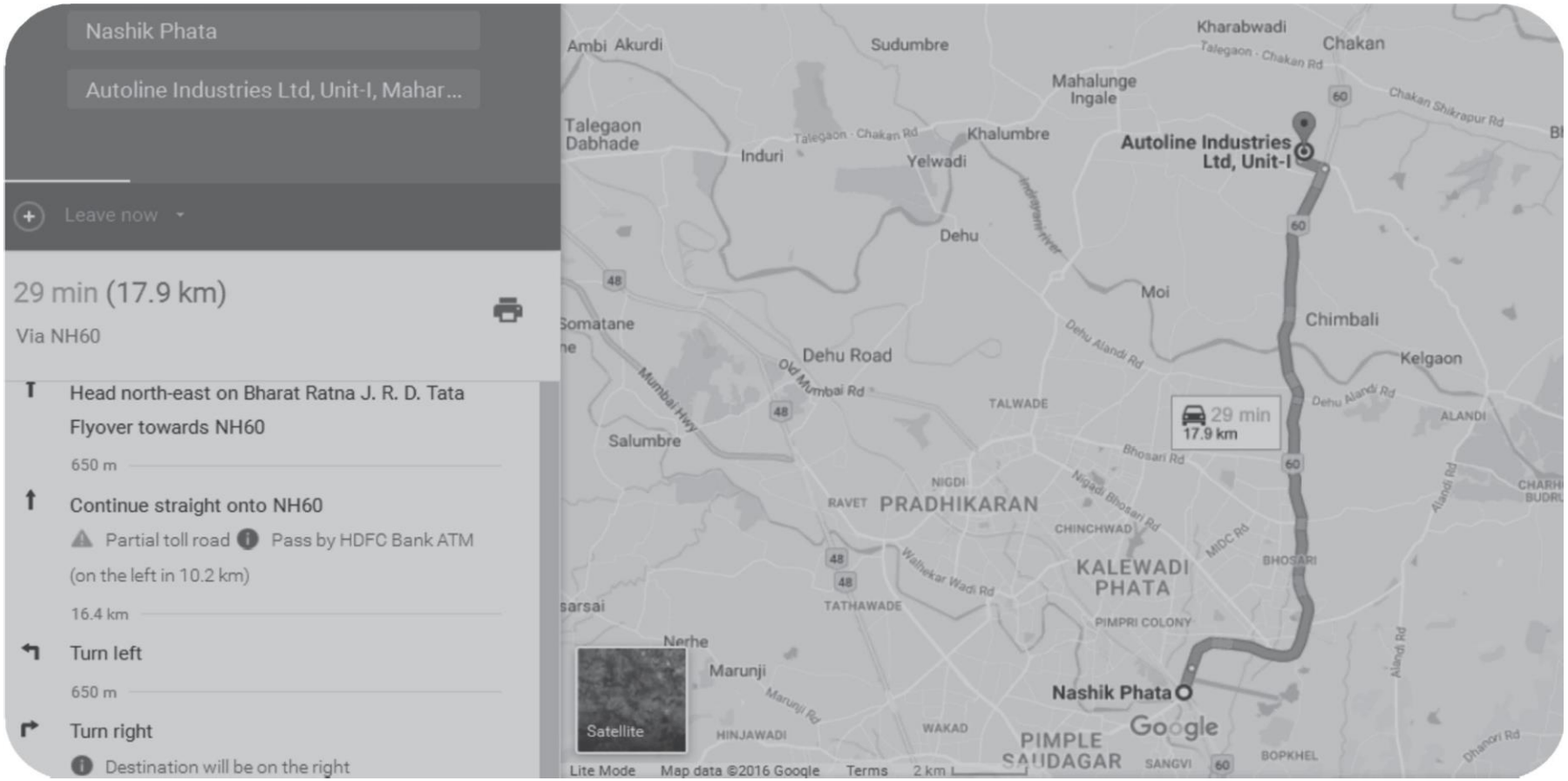
Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

ROUTE MAP (FOR AGM VENUE)



Prominent Landmark near the venue of AGM is the factory of Bosch Chassis Systems India Pvt. Ltd.