AUTOLINE INDUSTRIES LIMITED
CIN-L34300PN1996PLC104510
Registered Office: Survey Nos. 313, 314, 320 to 323 Nanekarwadi, Chakan, Tal: Khed, District Pune-410501
Tel: +91 2135 635865/6; Fax: +91 2135 635864
Website: www.autolineind.com **Email:** investorservices@autolineind.com

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Dear Member(s),

POSTAL BALLOT NOTICE

Notice is hereby given, pursuant to sub-section (1) of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) (the "Act"), read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) (the "Rules") and General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular 22/2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020 and General Circular No. 39/ 2020 dated December 31, 2020, (collectively, referred to as the "MCA Circulars") and any other applicable laws and regulations including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), to transact the below mentioned proposed special businesses by the members of Autoline Industries Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only by way of remote electronic voting ("e-voting").

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or businesses where any person has a right to be heard, through the mechanism of e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Accordingly, in compliance with the MCA Circulars, this Postal Ballot Notice is being sent by email (electronic mode) to all its members who have registered their email addresses with the Company/Registrar and Transfer Agents ('RTA') or Depository Participant(s) and the communication of assent / dissent of the members will only take place through the remote e-voting system. Hence, hard copy of Postal Ballot Notice ("Notice") along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot.

You are requested to pursue the proposed Resolutions along with their Explanatory Statement and to carefully read the instructions and thereafter record your assent (for) or dissent (against) by means of remote E-voting facility provided by the Company.

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and provisions of Sections 108 and 110 of the Companies Act, 2013 read with applicable Rules and abovementioned MCA Circulars, the Company is offering e-voting facility to all its Members to exercise their right to vote, the details whereof are specified under instructions in Note No. 9 of this notice. The Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facilities to the Members. The e-voting facility will be available at the link https://www.evoting.nsdl.com starting from 9:00 a.m. on March 23, 2021 until 5:00 p.m. on April 21, 2021.

The Board of the Company has appointed Scrutinizer who will submit his report to the Chairman or in his absence, to any other person authorized by him after completion of the scrutiny of e-voting and the result of the same will be announced on or before 5:00 p.m. on April 22, 2021 at the Registered Office of the Company at Survey Nos. 313, 314, 320 to 323, Nanekarwadi, Chakan, Tal; Khed, Dist. Pune- 410501. The result of the Postal Ballot shall also be displayed on the Notice Board at the Registered Office of the Company and also hosted on the Company's website: www.autolineind.com as well as on the website of NSDL i.e.

www.evoting.nsdl.com besides being communicated to the Stock Exchanges. The Resolution(s), if approved, will be taken as effectively passed as on the last date specified by the Company for receipt of assents(s) or dissents(s) by e-voting i.e., April 21, 2021 and shall be deemed to have been duly passed at a general meeting convened in that behalf.

SPECIAL BUSINESS:

ITEM NO. 1:

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

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 35,00,00,000 (Rupees Thirty Five Crores only) consisting of 3,50,00,000 (Three Crores Fifty Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 42,00,00,000 (Rupees Forty Two Crores only) divided into 4,20,00,000 (Four Crores Twenty Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each.

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

"V. The Authorised Share Capital of the Company is ₹ 42,00,00,000 (Rupees Forty Two Crores only) divided into 4,20,00,000 (Four Crores Twenty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each with the power to increase, reduce, divide, sub divide into various classes of shares and attach thereto to such preferential rights, privileges, conditions, restrictions as may be determined by the company in accordance with its Articles of Association and to vary, modify or abrogate any such rights, privileges, conditions, restrictions in such manner as may for the time being be permitted by the Articles of Associations of the Company or the legislative provisions for the time being in force in that behalf.''

RESOLVED FURTHER THAT Mr. Shivaji Akhade, Managing Director, (DIN: 00006755), Mr. Sudhir Mungase, Wholetime Director, (DIN: 00006754) of the Company and Mr. Ashish Gupta, Company Secretary of the Company be and are hereby severally authorised to do all such act(s), deed(s) and thing(s) including filing of all forms, documents with Registrar of Companies as may be necessary and incidental to give effect to this Resolution.**"**

ITEM NO. 2:

To offer, issue and allot Equity Shares of the Company on Preferential Basis

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications thereto or reenactment thereof for the time being in force) and subject to the provisions of Chapter V and other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), SEBI (Substantial Acquisition of Shares and Takeover), Regulations, 2011 ("SEBI Takeover Regulations") (including any statutory modifications thereto or reenactment thereof for the time being in force) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI Regulations") (including any statutory modifications thereto or reenactment thereof for the time being in force) including Listing Agreement entered into by the Company with the Stock Exchanges and enabling provisions of the Articles of Association of the Company and pursuant to the provisions of any Act/Rules/Regulations/Guidelines issued/framed by the Central Government, Reserve Bank of India or any other statutory authority and subject to the approval, consent,

permission and/ or sanction, as may be required from the Central Government, Reserve Bank of India, Stock Exchanges and any other appropriate authority, institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise any of its power including the power conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of the Company to create, offer, issue and allot upto 70,00,000 (Seventy Lakhs only) Equity Shares of face value of ₹ 10/- each, fully paid-up, to below mentioned proposed allottees, in one or more tranches, on a preferential basis at a price of ₹ 40/- each (including premium of ₹ 30/- each) or at such price being not less than higher of the average price as calculated with reference to the below mentioned relevant date in accordance with the regulation 164 (1) of the SEBI ICDR Regulations, whichever is higher, on such terms and conditions and in such manner as may be approved or finalized by the Board to the following proposed allottees:

Sr. No.	Name of the proposed allottees	No. of Shares	Category
1	Mr. Utpal Sheth	22,50,000	Public
2	Sharjah Cement & Industrial Development Co.	10,00,000	Overseas Body Corporate
3	Eton Investment Services Private Limited	5,00,000	Body Corporate
4	Mr. Abhijeet Pai	5,00,000	Public
5	Mr. Shivaji Akhade	18,75,000	Promoter
6	Mr. Sudhir Mungase	8,75,000	Promoter
	Total	**70,00,000**	

RESOLVED FURTHER THAT the "Relevant Date" for the preferential issue, as per SEBI ICDR Regulations, for the determination of price for the issue of the above mentioned shares, shall be March 22, 2021 being the date 30 (thirty) days prior to the last date specified by the Company for receipt of assents/ dissents from shareholders by E-voting i.e. the deemed date of the meeting of shareholders.

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Directors or any Director(s) or any Officer(s) of the Company to

give effect to this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.**"**

ITEM NO. 3

To offer, issue and allot Warrants on Preferential Basis to the Promoters

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications thereto or reenactment thereof for the time being in force) and subject to the provisions of Chapter V and other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), SEBI (Substantial Acquisition of Shares and Takeover), Regulations, 2011 ("SEBI Takeover Regulations") (including any statutory modifications thereto or reenactment thereof for the time being in force) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI Regulations") (including any statutory modifications thereto or reenactment thereof for the time being in force) including Listing Agreement entered into by the Company with the Stock Exchanges and enabling provisions of the Articles of Association of the Company and pursuant to the provisions of any Act/Rules/Regulations/ guidelines issued/framed by the Central Government, Reserve Bank of India or any other statutory authority and subject to the approval, consent, permission and/ or sanction, as may be required from the Central Government, Reserve Bank of India, Stock Exchanges and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to offer, issue and allot on preferential basis upto 10,00,000 (Ten Lakhs only) Warrants to the below mentioned proposed allottees ("Warrant Holders") carrying an option / entitlement to subscribe to 10,00,000 (Ten Lakhs only) equity shares, fully paid-up, of the face value of ₹ 10/- (Rupees Ten only) each at a price of ₹ 45/- (Rupees Forty Five only) per warrant (including premium of ₹ 35/- per share) or at such price as on the Relevant Date as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, whichever is higher, and on such other terms and conditions and in such manner as may be approved or finalized by the Board:

Sr. No.	Name of the proposed allottees	No. of Warrants	Category
1	Mr. Shivaji Akhade	500000	Promoter
2	Mr. Sudhir Mungase	500000	Promoter
	Total	1000000	

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

a. An amount equivalent to 25% of the Issue Price of Warrants shall be payable on or before the date of allotment of each warrant and the balance 75% of the Issue Price of Warrant shall be payable by the warrant holders on or before the exercise of the entitlement attached to Warrants to subscribe for Equity Share(s) and the same should be exercised by the Warrant Holders within 12 months from the date of allotment of warrants. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

b. The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 12 months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised and making the payment of balance 75% of the issue price of Warrants. The Company shall accordingly, issue and allot the corresponding number

of Equity Shares of ₹ 10/- each to the Warrant holders.

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

d. In the event, the Warrant holders do not exercise the Warrants within a period of 12 months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant Holders on such Warrants shall stand forfeited by the Company.

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

RESOLVED FURTHER THAT the "Relevant Date" for the preferential issue, as per SEBI ICDR Regulations, for the determination of price for the issue of the above mentioned Warrants, shall be March 22, 2021 being the date 30 days prior to the last date specified by the Company for receipt of assents/ dissents from shareholders by E-voting i.e. the deemed date of the meeting of shareholders.

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any Officer(s) of the Company to give effect to this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.**"**

By Order of the Board of Directors of
Autoline Industries Limited
Sd/-
Ashish Gupta
Company Secretary & Compliance officer
Membership No. : A16368

Pune, March 16, 2021

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

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as **ANNEXURE - I**.

2. This Postal Ballot Notice is being sent only by E-mail to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date fixed for dispatching the Notice i.e. March 16, 2021. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity shares capital of the Company as on March 16, 2021 ("the Cutoff date"). A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.

3. This Postal Ballot Notice is being sent electronically only to those Members who have registered their e-mail address with the Company/RTA of the Company (in respect of shares held in physical form) or with their Depository Participant(s) (DPs) (in respect of shares held in electronic form) and made available to the Company/RTA of the Company by the DPs.

4. In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 including rules made thereunder, if any, the Company is pleased to offer the e-voting to all the Members of the Company. For this purpose, the Company has availed the said facility from NSDL for facilitating e-voting, to enable the Members to cast their votes electronically instead of physical mode.

5. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).

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

7. The Postal Ballot Notice shall be uploaded on the Company's website viz., www.autolineind.com and on the website of NSDL at www.evoting.nsdl.com.

8. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during 10:00 a.m. to 1:00 p.m. on all working days up to April 21, 2021, i.e. the last day of e-voting.

9. The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Tuesday, March 23, 2021 (9:00 a.m.) and ends on Wednesday, April 21, 2021 (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 March 16, 2021 may cast their vote electronically. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com/
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at www.evoting.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :

a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******).

b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12********** then your user ID is 12**********).

c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

5. Your password details are given below:

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

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

c. How to retrieve your 'initial password'?

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

ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

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

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

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

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingnsdl.com to reset the password.

3. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
   a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorservices@autolineind.com;
   b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorservices@autolineind.com

4. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of https://www.evoting.nsdl.com or contact NSDL by email at evoting@nsdl.co.in or call on. : 1800 1020 990 and 1800 22 44 30.

Annexure I

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

ITEM NO. 1

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

- Authorised share capital of the Company is ₹ 35,00,00,000 (Thirty Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity shares of ₹ 10/- each.
- Issued, subscribed and paid-up capital of the Company is ₹ 30,96,31,640 (Thirty Crores Ninety Six Lakhs Thirty one Thousands Six Hundred and Forty only) divided into 3,09,63,164 (Three Crores Nine Lakhs Sixty Three Thousands One Hundred Sixty Four only) Equity shares of ₹ 10/- each.

In order to meet the business objectives and raising further equity funds, it is proposed to increase the Authorised Share Capital of the Company from ₹ 35,00,00,000 (Thirty Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 42,00,00,000/- (Rupees Forty Two Crores only) divided into 4,20,00,000 (Four Crores Twenty Lakhs only) Equity Shares of ₹ 10 (Rupees Ten only) each by creation of additional 70,00,000 (Seventy Lakhs only) Equity Shares of ₹10/- (Rupees ten only) each. Hence the Resolution to increase the Authorised Share Capital and amendment to Clause V of the Memorandum of Association of the Company is proposed.

Your Directors recommend the passing of the Resolution, as a Special Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out under Item no. 1 of the Notice. The draft of the proposed amended Memorandum of Association of the Company is open for inspection of the members at the Registered Office of the Company during the 10.00 a.m. to 1.00 p.m. on all working days up to the last date of voting i.e. April 21, 2021 and would also be available on the website of the Company at www.autolineind.com.

ITEM NO. 2

The Special Resolution as mentioned under Item no. 2 proposes to authorize the Board of Directors to issue and allot upto 70,00,000 (Seventy Lakhs only) equity shares to the Promoters and Investors in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Disclosures/Information as required under the respective laws, rules, regulations and guidelines for Preferential Issue are as under:

Particulars of the offer including date of passing of Board Resolution: As per the provisions of Section 42 and 62(1) (c) of the Companies Act, 2013 and rules made thereunder and the provisions of SEBI (ICDR) Regulations, a Company offering or making an invitation to subscribe equity shares on a preferential allotment basis is required to obtain the prior approval of members by way of a Special resolution. Accordingly, the Board at its meeting held on March 16, 2021, subject to necessary approval(s), has approved the proposal to issue upto 70,00,000 (Seventy Lakhs only) Equity Shares of the Company for an aggregate amount up to ₹ 28,00,00,000/- (Rupees Twenty Eight Crores only) on preferential basis to the proposed allottees as mentioned in the Special Resolution under Item no. 2.

1) **The Objects of the preferential issue**: To mobilize funds for working capital requirements, repayment of secured loans as identified by the Board of the Company and general corporate purposes.

2) **The kind of securities and maximum number of shares to be issued and amount to be raised:** The Board intends to offer, issue and allot up to 70,00,000 (Seventy Lakhs only) Equity Shares of the

Company, having face value of ₹ 10/- (Rupees Ten only) each at a price as given in disclosure no. 3 below. The Company intends to raise an amount approximately of ₹ 28,00,00,000 (Rupees Twenty Eight Crores only) by offering the above mentioned shares.

3) **The price or price band at/within which the allotment is proposed:** The issue price is ₹ 40/- (Rupees Forty Only) per equity share (including premium of ₹ 30/- per share) or at such price being not less than higher of the average price as calculated with reference to the relevant date in accordance with the regulation 164 (1) of the SEBI ICDR Regulations, whichever is higher.

   Regulation 164 (1) of the SEBI ICDR Regulations provides that if the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

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

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

4) **Basis on which the price has been arrived at and the valuation report of the registered valuer:** The issue price is arrived at in accordance with Regulation 164 (1) of the SEBI ICDR Regulations. Hence, the valuation report of the registered valuer to arrive at the issue price is not applicable.

5) **Relevant date with reference to which the price has been arrived at:** The Relevant Date in terms of Regulation 161 of the SEBI ICDR Regulations for determination of price is March 22, 2021, being a date which is 30 days prior to the last date specified by the Company for E-voting.

6) **Class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the Promoters of the Company and other Investors, their holding details are mentioned at disclosure no. 9 below.

7) **The intent/Proposal of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:** Mr. Shivaji Akhade, Managing Director and Mr. Sudhir Mungase, Whole-time Director are the proposed allottees belong to the promoter group subscribing to 18,75,000 and 8,75,000 equity shares respectively on preferential basis. Except for these proposed allottees none of other promoters, directors or key management personnel intend to subscribe to any equity shares pursuant to this preferential issue.

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

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

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

Sr. No	Name of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-issue		Proposed Allotment	Post Issue*			
				No. of Shares	%	No. of Shares	No. of Shares	% before conversion of warrants	% after conversion of warrants	% after conversion of OCDs#
1	Mr. Utpal Sheth	Mr. Utpal Sheth	Public	125000	0.38	2250000	2375000	6.26	6.10	5.78
2	Sharjah Cement and Industrial Development Co.	Sharjah Cement & Industrial Development Co; Sharjah UAE, is Listed on Abu Dhabi Securities Exchange@	Overseas Body Corporate	2265432	6.84	1000000	3265432	8.60	8.38	7.94
3	Eton Investment Services Private Limited	Mr. Devang Dhruv holds 99% shares	Body Corporate	0	0	500000	500000	1.32	1.28	1.22
4	Mr. Abhijeet Pai	Mr. Abhijeet Pai	Public	0	0	500000	500000	1.32	1.28	1.22
5	Mr. Shivaji Akhade	Mr. Shivaji Akhade	Promoter and Director	3474981	10.50	1875000	5349981	14.09	15.01	14.23
6	Mr. Sudhir Mungase	Mr. Sudhir Mungase	Promoter and Director	2948431	8.91	875000	3823431	10.07	11.10	10.52

**Post Issue details for nos. of shares including % of holding is given considering full allotment of 70,00,000 equity shares as proposed in Resolution no. 2 and % after conversion of warrants is given assuming full allotment of 10,00,000 Warrants as proposed in Resolution no. 3 of this Notice.*

 # Post issue details w.r.t. OCDs assumes that the entire outstanding 21,42,857 9%, Optionally Convertible Debentures bearing maturity of May 9, 2022 as per the details provided in disclosure no. 12 will be converted into Equity shares.

@ Pursuant to Regulation 163 (1) (f) of SEBI ICDR Regulations, 2018, if there is any listed company, mutual fund, bank or insurance company in the chain of ownership, no further disclosure is necessary. The proposed allottee is the listed company.

10) Terms of Issue of Equity Shares: The Equity Shares to be allotted in terms of the Resolution under Item No. 2 shall rank pari-passu with existing Equity shares of the Company in all respects.

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

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

A. There is one person to whom allotment of securities on preferential basis has been made during the year. The details are as under:

i) Issued and allotted 2702702 (Twenty Seven Lakhs Two Thousands Seven Hundreds and Two) Equity Shares of face value of ₹ 10/- each, at an issue price of ₹ 37/- each (including premium

of ₹ 27/- each), fully paid-up, on a preferential basis to JM Financial Asset Reconstruction Company Limited by converting its secured loan of ₹ 9,99,99,974 (Rupees Nine Crores Ninety Nine Lakhs Ninety Nine Thousands Nine Hundreds Seventy Four only). The allotment was made on November 10, 2020.

ii) Issued and allotted 21,42,857 (Twenty one Lakhs Forty Two Thousand Eight Hundred Fifty Seven only), 9% Optionally Convertible Debentures ("OCDs") of ₹ 70/- each ("Issue Price"), fully paid-up, for an aggregating amount up to ₹ 14,99,99,990/- (Rupees Fourteen Crores Ninety Nine Lakhs Ninety Nine Thousands Nine Hundreds and ninety only), on a preferential basis to JM Financial Asset Reconstruction Company Limited by converting its secured loan of ₹ 14,99,99,990/- (Rupees Fourteen Crores Ninety Nine Lakhs Ninety Nine Thousands Nine Hundreds and ninety only). The allotment was made on November 10, 2020. As per the terms of Issue, the OCDs may be converted at the option of lender within a time frame of not exceeding 18 months from the date of allotment into equal number of fully paid up equity shares i.e. upto 21,42,857 having face of ₹ 10/- each.

B. In addition to above, there are three persons to whom allotment of equity shares have been made during the year by converting 12,32,877 (Twelve Lakhs Thirty Two Thousands Eight Hundred Seventy Seven) Warrants. The 12,32,877 Warrants having face value of ₹ 10/- each were issued and allotted at an Issue price of ₹ 73/- each (premium of ₹ 63/- each) on a preferential basis. The Company converted the warrants into equity shares on July 28, 2020 upon receipt of balance amount from the warrant holders.

13) The Shareholding Pattern of the Company pre and post preferential issue: As per Annexure A

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

15) Lock in Requirements: The securities allotted to Proposed Allottee pursuant to this preferential offer shall be locked in for such period as may be specified under Regulation 167 of the SEBI ICDR Regulations or any other applicable provisions for the time being in force. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, shall be under locked-in from the relevant date up to a period of six months from the date of trading approval as per Regulations 167 (6) of the SEBI LODR Regulations.

16) Auditors' Certificate: A certificate of the Statutory Auditors of the Company i.e. M/s. A. R. Sulakhe & Co., Pune, as required under Regulation 163 (2) of the SEBI ICDR Regulations will be made available for inspection at the registered office of the Company on all working days between 10:00 a.m. to 1:00 p.m. from relevant date till i.e. last date of e-voting and shall also be placed on the website of the Company.

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

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

19) Disclosure under Schedule VI of SEBI ICDR Regulations: Not applicable, as none from the issuer, its promoter or directors are wilful defaulters.

Section 62 (1) (c) of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to

the persons who on the date of the offer are holders of equity shares of the Company, in the manner laid down in the Section unless the members decide otherwise by passing a Special Resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in terms of the provisions of the SEBI ICDR Regulations and other applicable provisions and SEBI LODR Regulations and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

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

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

ITEM NO. 3

The Special Resolution as mentioned under item no. 3 proposes to authorize the Board of Directors to issue and allot up to 10,00,000 (Ten Lakhs only) Warrants to the Promoters in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Disclosures/Information as required under the respective laws, rules, regulations and guidelines for Preferential Issue are as under:

Particulars of the offer including date of passing of Board Resolution: As per the provisions of Section 42 and 62(1) (c) of the Companies Act, 2013 and rules made thereunder and the provisions of SEBI (ICDR) Regulations, a Company offering or making an invitation to subscribe equity shares on a preferential allotment basis is required to obtain the prior approval of members by way of a Special resolution. Accordingly, the Board at its meeting held on March 16, 2021, subject to necessary approval(s), has approved the proposal to issue upto 10,00,000 (Ten Lakhs only) Warrants of the Company for an aggregate amount up to ₹4,50,00,000/- (Rupees Four Crores and Fifty Lakhs only) on preferential basis to the proposed allottees as mentioned in the Special Resolution under Item no. 3.

1) **The Objects of the preferential issue:** To mobilize funds for working capital requirements, repayment of secured loans as identified by the Board of the Company and general corporate purposes.

2) **The kind of securities and maximum number of securities to be issued and amount to be raised:** The Board intends to offer, issue and allot up to 10,00,000 (Ten Lakhs only) Warrants of the Company, having face value of ₹ 10/- (Rupees Ten only) each at a price as mentioned below and carrying an option/entitlement to subscribe equal number of equity shares of the Company. The Company intends to raise an amount of ₹ 4,50,00,000 (Rupees Four Crores fifty lakhs only) by offering the above mentioned securities.

3) **The price or price band at/within which the allotment is proposed:** The issue price is ₹ 45/- (Rupees Forty Five only) per warrant (including premium of ₹ 35/- per share) or such price as may be determined as on Relevant Date in accordance with Regulation 164 (1) of the SEBI ICDR Regulations.

   Regulation 164(1) of the SEBI ICDR Regulations provides that if the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the

following:

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

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

4) Basis on which the price has been arrived at and the valuation report of the registered valuer: The issue price is arrived at in accordance with Regulation 164 (1) of the SEBI ICDR Regulations. Hence, the report of the registered valuer to arrive at the issue price is not applicable.

5) Relevant date with reference to which the price has been arrived at : The Relevant Date in terms of Regulation 161 of the SEBI ICDR Regulations for determination of price is March 22, 2021, being a date which is 30 days prior to the last date specified by the Company for E-voting.

6) Class or classes of persons to whom the allotment is proposed to be made: The allotment is proposed to be made to the Promoters of the Company, their holding details are mentioned at disclosure no. 9 below.

7) The intent/Proposal of the Promoters, directors or key management personnel to subscribe to the offer: Mr. Shivaji Akhade, Managing Director and Mr. Sudhir Mungase, Whole-time Director are the proposed allottees belong to the promoter group subscribing to 5,00,000 Warrants each on preferential basis. Except for these proposed allottees none of other promoters, directors or key management personnel of the Company intend to subscribe to Warrants pursuant to this preferential issue.

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

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

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

Sr. No	Identity of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-issue*		Proposed Allotment	Post Issue		% after conversion of OCDs#
				No. of Shares	%	No. of Warrants	No. of Shares	%	
1	Mr. Shivaji Akhade	Mr. Shivaji Akhade	Promoter and Director	5349981	14.09	500000	5849981	15.01	14.23
2	Mr. Sudhir Mungase	Mr. Sudhir Mungase	Promoter and Director	3823431	10.07	500000	4323431	11.10	10.52

** Pre-issue details include allotment of fresh shares as per Item no. 2 assuming full allotment and Post Issue details are given assuming conversion of all warrants as per Item no. 3 of this Notice.*

 # Post issue details w.r.t. OCDs assumes that the entire outstanding 21,42,857 9%, Optionally Convertible Debentures bearing maturity of May 9, 2022 as per the details provided in disclosure no. 12 below, will be converted into Equity shares.

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

11) The Shareholding Pattern of the Company pre and post preferential issue: As per Annexure A

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

A. There is one person to whom allotment of securities on preferential basis has been made during the year. The details are as under:

i) Issued and allotted 2702702 (Twenty Seven Lakhs Two Thousands Seven Hundreds and Two) Equity Shares of face value of ₹ 10/- each, at an issue price of ₹ 37/- each (including premium of ₹ 27/- each), fully paid-up, on a preferential basis to JM Financial Asset Reconstruction Company Limited by converting its secured loan of ₹ 9,99,99,974 (Rupees Nine Crores Ninety Nine Lakhs Ninety Nine Thousands Nine Hundreds Seventy Four only). The allotment was made on November 10, 2020.

ii) Issued and allotted 21,42,857 (Twenty one Lakhs Forty Two Thousand Eight Hundred Fifty Seven only), 9% Optionally Convertible Debentures ("OCDs/Debentures") of ₹ 70/- each ("Issue Price"), fully paid-up, for an aggregating amount up to ₹ 14,99,99,990/- (Rupees Fourteen Crores Ninety Nine Lakhs Ninety Nine Thousands Nine Hundreds and ninety only), on a preferential basis to JM Financial Asset Reconstruction Company Limited by converting its secured loan of ₹ 14,99,99,990/- (Rupees Fourteen Crores Ninety Nine Lakhs Ninety Nine Thousands Nine Hundreds and ninety only). The allotment was made on November 10, 2020. As per the terms of Issue, the OCDs may be converted at the option of lender within a time frame of not exceeding 18 months from the date of allotment into equal number of fully paid up equity shares i.e. upto 21,42,857 having face of ₹ 10/- each.

B. In addition to above, there are three persons to whom allotment of equity shares have been made during the year by converting 12,32,877 (Twelve Lakhs Thirty Two Thousands Eight Hundred Seventy Seven) Warrants. The 12,32,877 Warrants having face value of ₹ 10/- each were issued and allotted at an Issue price of ₹ 73/- each (premium of ₹ 63/- each) on a preferential basis. The Company converted the warrants into equity shares on July 28, 2020 upon receipt of balance amount from the warrant holders.

13) Terms of Issue of Equity Shares:

i. An amount equivalent to 25% of the Issue Price of Warrants shall be payable on or before the date of allotment of each warrant and the balance 75% of the Issue Price of Warrant shall be payable by the warrant holders on or before the exercise of the entitlement attached to Warrants to subscribe for Equity Share(s) and the same should be exercised by the Warrant Holders within 12 months from the date of allotment of warrants. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

ii. The Warrant holders shall, subject to ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 12 months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised and making the payment of balance 75% of the issue price of Warrants. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of ₹ 10/- each to the Warrant holders.

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

iv. In the event, the Warrant holders do not exercise the Warrants within a period of 12 months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant Holders on such Warrants shall stand forfeited by the Company.

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

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

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

15) **Lock in Requirements:** The securities to be allotted to Proposed Allottees pursuant to exercise of options against each warrants, shall be locked in for such period as may be specified under Regulation 167 of the SEBI ICDR Regulations or any other applicable provisions for the time being in force. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, shall be under locked-in from the relevant date up to a period of six months from the date of trading approval as per Regulations 167 (6) of the SEBI LODR Regulations.

16) **Auditors' Certificate:** A certificate of the Statutory Auditors of the Company i.e. M/s. A. R. Sulakhe & Co., Pune, as required under Regulation 163 (2) of the SEBI ICDR Regulations will be made available for inspection at the registered office of the Company on all working days between 10:00 a.m. to 1:00 p.m. from relevant date till i.e. last date of e-voting and shall also be placed on the website of the Company.

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

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

19) **Disclosure under Schedule VI of SEBI ICDR Regulations:** Not applicable, as none from the issuer, its promoter or directors are wilful defaulters.

Section 62 (1) (c) of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the persons who on the date of the offer are holders of equity shares of the Company, in the manner laid down in the Section unless the members decide otherwise by passing a Special Resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in terms of the provisions of the SEBI ICDR Regulations and other applicable provisions and SEBI LODR Regulations and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

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

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

By Order of the Board of Directors of
Autoline Industries Limited
Sd/-
Ashish Gupta
Company Secretary & Compliance Officer
Membership No. : A16368

Pune, March 16, 2021

Registered Office: Survey No. 313, 314, 320 to 323, Nanekarwadi,
Chakan, Taluka- Khed, District- Pune 410501 / CIN: L34300PN1996PLC104510
E-mail: investorservices@autolineind.com / Tel: 02135-635865

Annexure A

Pre Issue details as on March 12, 2021 being the latest practicable date prior to the approval of Board of the Company and issuance of notice to the shareholders.

Sr. No	Category	Pre issue		Post Issue*				After Conversion of OCDs#
		No. of shares held	% of holding	Before Conversion of Warrants		After Conversion of Warrants		
				No. of Shares held	% of holding	No. of Shares held	% of holding	% of holding
(A)	**Promoter's holding##**							
1	**Indian**							
a	Individuals	8261258	26.68	11011258	29.01	12011258	30.83	29.22
b	Bodies Corporate	1000000	3.23	1000000	2.63	1000000	2.57	2.43
2	**Foreign Promoters**	**0**	**0**	**0**	**0**	**0**	**0**	0.00
	Sub-Total (A)	**9261258**	**29.91**	**12011258**	**31.64**	**13011258**	**33.39**	**31.65**
(B)	**Non-Promoter's holding:**							
1	**Institutional Investors**	7497222	24.21	7497222	19.75	7497222	19.24	23.45
2	**Non Institution:**							
a	Other Corporate Bodies	1564102	5.05	2064102	5.44	2064102	5.30	5.02
b	Directors and Relatives	9575	0.03	9575	0.03	9575	0.02	0.02
c	Indian Public	7898419	25.51	10648419	28.05	10648419	27.33	25.90
d	Others (Including NRIs)	4732588	15.28	5732588	15.10	5732588	14.71	**13.95**
	Sub-Total (B)	**21701906**	**70.08**	**25951906**	**68.36**	**25951906**	**66.61**	**68.35**
	GRAND TOTAL	**30963164**	**100**	**37963164**	**100.00**	**38963164**	**100.00**	**100.00**

** Post Issue figures are given assuming full allotment of Equity Shares and Warrants (including conversion) as proposed in Resolution no. 2 and 3 of this Notice.*

 # Post issue details w.r.t. OCDs assumes that the entire outstanding 21,42,857 9%, Optionally Convertible Debentures allotted to Institutional Investor bearing maturity of May 9, 2022 as per the details provided in disclosure no. 12 above, will be converted into Equity shares.

The reclassification of Mrs. Rema Radhakrishnan, holding 3,08,717 Equity Shares (1% of pre-issue capital), one of the Promoters of the Company from "Promoter Category" to "Public Category" is under process and the Company has received approval from its shareholders on December 29, 2021 at its 24th Annual General Meeting. The Company has applied to the Stock Exchanges for approval for reclassification. The members are informed that post receipt of the approvals from the exchanges, Mrs. Rema Radhakrishnan will be reclassified from "Promoter category" to "Public category" and to that extent the shareholdings will undergo change. Since outgoing promoter holds 1% shares in pre-issue capital, the change will not attract any obligation under SEBI Regulations except to the disclosure requirements.