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KANJ & CO. LLP
Company Secretaries

Secretarial Compliance report of
Autoline Industries Limited for the year ended 31st March, 2021

We, **KANJ & CO. LLP, Company Secretaries**, have examined,

(a) all the documents and records made available to us and explanation provided by Autoline Industries Limited ("the listed entity")

(b) the filings/submissions made by the listed entity to the stock exchanges,

(c) website of the entity,

(d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("LODR")

(b) Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018; ("SEBI ICDR 2018")

(c) Securities and Exchange Board of India (Substantial Acquisition of shares and takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of securities) Regulations, 2018; (Not Applicable)

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable)

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(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
(Not Applicable)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars and guidelines issued thereunder and based on the above examination, We hereby report that during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, to the extent applicable, except in respect of matters specified below:

Sr. No.	Compliance requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 30 of LODR read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9 September 2015	Mr. Krishankant Rathi resigned as Nominee Director with effect from July 30, 2020. The disclosure made by the Listed Entity did not contain the reason for resignation and date of cessation.	The Listed Entity has not complied with the provisions of the Regulation 30 of LODR read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9 September 2015 to the extent of deviations.
2.	Regulation 30 of LODR read with BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular NSE/CML/2018/24 dated June 20, 2018	Mr. Sridhar Ramachandran was appointed as a Nominee Director with effect from conclusion of Board meeting dated July 30, 2020.	Mr. Ramachandran, the appointee is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company while intimating his appointment did not specifically affirm

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			that Mr. Ramachandran is not debarred from holding the office of director by virtue of any SEBI order and therefore to that extent the disclosure made by the Company seems inadequate.
3.	Regulation 30 of LODR read with BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular NSE/CML/2018/24 dated June 20, 2018	Ms. Rajashri Sai was appointed as an Independent Director with effect from February 1, 2021.	Ms. Rajashri Sai, the appointee is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company while intimating her appointment did not specifically affirm that Ms. Rajashri Sai is not debarred from holding the office of director by virtue of any SEBI order and therefore to that extent the disclosure made by the Company seems inadequate. However the Company has made this inadequate disclosure good to NSE by making additional submissions on 1st February, 2021 and to BSE by making additional submissions on 2nd February, 2021.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

SUNIL G. NANAL
FCS-5977
CP-2809
Company Secretary

KANJ &CO. LLP
Company Secretaries

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action Taken by	Details of violation	Observations/remarks of Practicing Company Secretary, if any
NIL	NIL	NIL	NIL

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous report.	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL	NIL	NIL	NIL	NIL

For KANJ & CO. LLP,
Company Secretaries

SUNIL G. NANAL ★ FCS-5977 CP-2809 ★ Company Secretary

Sunil Nanal
Designated Partner
M. No: 5977
CP. No: 2809

UDIN: F005977C000546253

Date: 30.06.2021
Place: Pune