AUTOLINE INDUSTRIES LIMITED
S. No. 313, 314, 320 to 323, Nanekarwadi, Chakan, Tal. Khed, Dist. Pune- 410501, India
Phone: +912135664865/6; Wbsite:www.autolineind.com; E-mail:investorservices@autolineind.com
CIN: L34300PN1996PLC104510

Notice

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Autoline Industries Limited will be held on Monday, September 25, 2023 at 2:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), 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, 2023, the reports of the Board of Directors and Auditors thereon.**

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

Special Business

3. **To re-appoint Ms. Rajashri Sai (DIN: 07112541) as an Independent Woman Director in 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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, 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(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and the relevant provisions of the Articles of Association of the Company and in accordance with the recommendations and approval of the Nomination and Remuneration Committee, and that of the Board, respectively, Ms. Rajashri Sai (DIN:07112541), who was appointed as an Independent Director and who is holding office of Independent Director up to January 31, 2024 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her 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 on the Board of the Company commencing from February 1, 2024 upto January 31, 2029.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of directors or any Director/Key Managerial Personnel of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient 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 respect."

4. **To approve remuneration to Non-Executive Directors 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 sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the payment of remuneration for the financial year 2022-23 where the profits are inadequate, by way of commission to the Non-Executive Directors including independent directors of the Company for their performance, as may be decided by the Board of Directors from time to time, provided that total remuneration payable to the Non-Executive Directors including independent directors shall not exceed ₹ 1,40,000/- (Indian Rupees One lakh Forty Thousands only) each and within the maximum permissible limit under Part II of Schedule V of the Act, with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among Non-Executive Directors.

   RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the Non-Executive Directors including independent directors for attending the meetings of the Board of Directors or any Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to this resolution including delegation of all or any of powers to any Sub-Committee/ Director(s) / Officer(s) of the Company and settle any question, difficulty or doubt that may arise in this regard."

5. **To approve sale, transfer or disposal of shares held by the Company in a material subsidiary of the Company 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 Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR"), and other applicable provisions including any statutory modifications and amendments to each of the foregoing and applicable notifications, clarifications, circulars, rules and regulations issued by any government or statutory authorities and subject to their requisite approvals, if any and subject to the Memorandum and Articles of Association of the Company and other applicable provisions, if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee of Directors constituted by the Board) to sale/transfer/ disposal of its entire shareholding in Autoline Industrial Parks Limited which is a material subsidiary of the Company resulting in reduction of its shareholding and ceasing the exercise of control over the subsidiary for a consideration and on such terms and conditions as may be agreed by the Board of the Company;.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to this resolution including delegation of all or any of powers to any Sub-Committee/ Director(s) / Officer(s) of the Company and settle any question, difficulty or doubt that may arise in this regard."

By Order of the Board of Directors of
Autoline Industries Limited

Shilpa Walunj
Company Secretary &
Compliance Officer
Membership No. : A38259

Pune, August 13, 2023

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 Ministry of Corporate Affairs ('MCA') has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020 read with circular dated December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

2. Generally, a member entitled to attend and vote at the meeting 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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

3. Members may please note that since the AGM is being held through VC/OAVM Modes, the route map of the Venue of the meeting is not annexed hereto.

4. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 27th AGM through VC/ OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars as stated above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system for the AGM will be provided by NSDL.

6. Only registered members of the Company may attend and vote through VC/OAVM facility.

7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address investorservices@autolineind.com at least 10 days in advance before the start of AGM, i.e. by September 15, 2023 by 02:30 p.m. Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

9. Voting through electronic means:

Members may exercise their right either by (a) remote e-voting prior to the AGM as explained herein below or (b) e-voting during the AGM as explained below:

The instructions for members voting electronically and joining Annual General Meeting are as under:

The remote e-voting period begins on Friday, September 22, 2023 at 09:00 a.m. and ends on Sunday, September 24, 2023 at 05:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date (Record Date) on Monday, September 18, 2023 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 and access remote e-voting as devised by depositories/depository participants is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 https://eservices.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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 etc.

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

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.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to pallavid@nsdl.co.in at evoting@nsdl.co.in

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:

1. 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.

2. 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorservices@autolineind.com. The same will be replied by the company suitably.

10. 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 2013-14, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Details of dividends so far transferred to the IEPF authority are available on the website of IEPF authority and can be accessed through the link www.iepf.gov.in.

As provided under these Rules, the members 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.

11. The relative Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business of the Notice is annexed hereto and Details of Directors retiring by rotation/ seeking appointment/ re-appointment at this meeting are provided in the Annexure -1 to this Notice.

12. Dispatch of Annual Report through Electronic Mode:

In compliance of the General Circular No. 10/2022 dated December 28, 2022 read together with General Circular General Circular No. 20/2020, dated May 5, 2020 and No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") circulars, the notice of this AGM along with the 27th Annual Report is being sent only 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 physical copy of the same. Members may also note that the Notice of the 27th Annual General Meeting along with 27th Annual Report will also be available on the Company's website- www.autolineind.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited. The Electronic copies of all the documents referred in the Notice shall be made available for inspection.

13. 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.

    As per the provisions of Section 72 of the Act and SEBI Circular Members holding shares in physical form are mandated to make nomination in respect of their shareholding in the Company by submitting Form No. SH. 13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms are available and can be downloaded from the Company's website- www.autolineind.com under the section 'Investor Relations'. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Link Intime /the Company in case the shares are held in physical form.

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. Request for consolidation shall be processed in Dematerialized format.

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. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, Telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:

    a. For shares held in electronic form: to their Depository Participants (DPs)

    b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The said forms are available and can be downloaded from the Company's website- www.autolineind.com under the section 'Investor Relations' and also available with RTAs.

18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed

companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website- www.autolineind.com under the section 'Investor Relations' and is also available on the website of the Link Intime at https://web.linkintime.co.in/client-downloads.html. It may be noted that any service request can be processed only after the folio is KYC Compliant.

19. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Link Intime, for assistance in this regard.

20. **SEBI has mandated submission of PAN by every participant in the Securities Market. Members holding shares in Electronic form are, therefore, requested to submit their PAN details to their Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.**

21. **Norms for furnishing of PAN, KYC, Bank details and Nomination:**

    Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB /P/ CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/ CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities.

    The folios wherein any one of the cited documents/ details is not available on or after October 1, 2023, shall be frozen by the RTA.

    The securities in the frozen folios shall be eligible:

    - To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
    - To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

    The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on our website www.autolineind.com. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has despatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, after December 31, 2025.

22. 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. Electronic copies of the relevant documents referred to in the AGM Notice and Explanatory Statement shall be made available for inspection by Members, if so desired. Electronic copies of necessary statutory registers and auditors report/certificates will be available for inspection by the members at the time of AGM. Members who wish to inspect the relevant documents referred above and in the Notice can send an email to: investorservices@autolineind.com up to date of this AGM.

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

24. 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.

25. 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 2 working days of conclusion of the meeting.

26. 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 NSDL www.evoting.nsdl.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.

27. 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.

EXPLANATORY STATEMENT

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

Item No. 3

Ms. Rajashri Sai (DIN: 07112541) was appointed as an Independent Director on the Board of the Company for a period of Three years in the 25th Annual General Meeting of the Company with effect from February 1, 2021 in accordance with the applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015. She holds the office of Independent Director of the Company. The appointment of Ms. Rajashri Sai enables the Company to comply with the provisions of Section 149(1) of the Act and Regulation 17 of SEBI (LODR) Regulations, 2015 which require to have at least one Woman Director in 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.

The Nomination and Remuneration Committee of the Board of Directors in its meeting dated May 18, 2023, on the basis of the report of performance evaluation of Independent Directors and satisfying with the aptness of Ms. Rajashri Sai as a candidature for the position, has recommended reappointment of Ms. Rajashri Sai (DIN: 07112541) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

Ms Rajashri Sai is the founder of Impactree Data Technologies and Zuppa Geonavigation. Impactree is a technology company that works at aligning the vision of Social Enterprises and enabling the scale-up of grassroots initiatives by working in with social data among last-mile communities. By involving communities in the collection and ownership of data Impactree helps build programmes through a bottoms-up approach to scale.

She is also a founder member of Zuppa - an electronic embedded hardware company in the area of self-driving vehicles, IoT devices and drones. As a part of the core team, Rajashri has been part of the inception and scale of Zuppa overseeing partnership, investor relations, finance, legal and strategy.

As partnership advisor to Swayam Shikshan Prayog, she has forged multiple-level partnerships for the organization with Banks, Technology partners and Governments, which was crucial to creating a robust last mile entrepreneurship ecosystem for rural women entrepreneurs, under the "wPOWER" implemented by SSP with the support of USAID.

Ms. Rajashri Sai holds a bachelor's degree in Business Economics, a bachelor's degree in Law, has completed the Company Secretary Programme and executive postgraduate programme from IIM Kozhikode.

Ms. Rajashri Sai has been accorded many achievements during a very short span of time such as, in 2018 Ms. Rajashri Sai was selected as one of the leading women entrepreneurs transforming India by the US State Department under the International visitor's leadership programme -2018.

She was selected to be the only Asian women entrepreneur to address the US Chamber of Commerce on creating last-mile rural networks at their Women's day celebration in 2018.

She was selected by United Nations to address a session at the Headquarters in New York on creating a last mile rural network of women entrepreneurs - on the occasion of the International Commission on Women.

She has been selected as one of the top 30 Tech Super Girls 2021 by Indian Woman Institutional League.

She was among 8 start-up entrepreneurs who represented Tamilnadu Government in World Economic Forum 2022 held in Davos, Switzerland.

Recently she was felicitated at CNBC-TV18 Future Female Forward, an initiative that celebrates and recognizes inspiring women entrepreneurs who have triumphed over challenges, establishing innovative and sustainable business models that contribute significantly to the growth of our country.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background, experience and contributions made by her during her tenure, the continued association of Ms. Rajashri Sai would be of immense benefit to the Company and it is desirable to continue her as an Independent Director. The aforesaid distinctions justify her candidature for the position of Independent Director and accordingly, it is proposed to re-appoint Ms. Rajashri Sai 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.

Ms. Rajashri Sai (DIN: 07112541) is not disqualified from being reappointed as Director in terms of Section 164 of the Act and have given her consent to act as a Director. The Company has received notices in writing from her under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has also received declaration from Ms. Rajashri Sai (DIN: 07112541) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

In the opinion of the Board, Ms. Rajashri Sai (DIN: 07112541) fulfils the conditions for reappointment as Independent Director as specified in the Act and the Listing Regulation. Ms. Rajashri Sai (DIN: 07112541) 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) LODR and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. A copy of the draft letter of appointment of Ms Rajashri Sai setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Ms Rajashri Sai is interested in the resolution set out at Item No. 3 of the Notice with regard to her 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 the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

The Company earlier was paying the remuneration by way of commission to Non-Executive Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 1956. The Non-Executive Directors, however, have not received a commission since FY 2012–13 due to the weak financial performance of the Company.

The role and responsibilities of the Board, particularly Independent Directors, have grown more demanding as a result of the increased Corporate Governance obligations under the Act and the SEBI Listing Regulations, necessitating larger time commitments, attention, and a higher level of monitoring. Further Non-Executive Directors including Independent Directors of the Company devote their significant time to the organisation and have the knowledge to offer critical advice to the Company. Further, the Company is in the turnaround phase since last year and started earning profits. The Companies Act, 2013 has been amended and now the Company whose profit is inadequate can also pay remuneration to the Non-Executive Directors as per the limit prescribed in Schedule-V based on the Effective Capital.

In view of the above, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 18, 2023 recommended and approved the payment of commission upto an amount of ₹ 420000/- (₹ Four Lakhs Twenty Thousands only) to the Non-Executive

Directors including independent directors of the Company in terms of Schedule V for the payment of remuneration, in case of inadequate profits or no profits. Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in General Meeting. This commission will be distributed amongst all or some of the Non-Executive Directors, taking into consideration parameters such as duration of their tenure, attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board of Directors of the Company.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board and Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Accordingly, members' approval is sought by way of an Ordinary Resolution for payment of commission to the Non-Executive Directors as set out in the said resolution.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice, except the Non-Executive directors including Independent Directors, to the extent of the commission that may be received by them, for Financial Year 2022-23.

Item No. 5

Autoline Industrial Parks Limited ("AIPL") is a material subsidiary company as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 wherein the Company holds 43.26% shares. AIPL was incorporated to develop Industrial Parks, Township Projects etc. AIPL had purchased a piece of land at Village Mahalunge, Taluka, Khed, District Pune (MH), India for setting up of Township under the Integrated Township Project (ITP) (Erstwhile STP) of Government of Maharashtra. After receipt of Township and other required Approvals, AIPL was in process to monetize ITP land and was exploring various opportunities to develop the project on the said land including by way of Joint Development. However, the deals with various developers could not work out. In the meanwhile, the Company received a proposal from MNSC Reality & Developers Private Limited which has shown its willingness to acquire the AIPL and negotiated with all the shareholders of AIPL.

In view of above, the Company has entered into an agreement with the Buyer to sell, transfer or otherwise dispose of its stake of equity held in AIPL in tranches subject to obtaining the approval of shareholders of the Company. Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that disposal of shares in material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary shall require prior approval of shareholders by way of special resolution, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ National Company Law Tribunal. Hence, the Board is required to obtain the consent of the Company by way of a Special Resolution.

In view of above, the Board of Directors recommends the Special Resolution set out at Item no. 5 in the Notice for approval of members, as they feel the same to be in the best interest of the Company and shall make the financial position of the Company strong. Mr. Shivaji Akhade and 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.

Annexure-I

Name of Directors	Mr. Sudhir Mungase	Ms. Rajashri Sai
Date of Birth & Age	April 01, 1975; 48 Years	December 30, 1988; 35 years
Qualification	Undergraduate	• Executive Post Graduate Programme – IIM – Kozhikode (2018-2020) • Member of Institute of Company Secretaries of India • Bachelors in Law – Mumbai University • Bachelors in Economics (Gold Medalist) – Madras University.
Expertise in specific Functional Areas & Experience	• Associated with manufacturing operations and maintenance activities of the company for the past 16 years • Acquired experience in Sheet Metal Press Operations. • Looks after the production and maintenance under the direct supervision and guidance of the Managing Director. • Monitoring overall activities of the Special Township project of Autoline Industrial Parks Limited a subsidiary of the Company.	• Professional experience as a Lawyer and member of the Institute of Company Secretary of India, • Experience of overseeing partnership, investor relations, finance and legal and strategy • Unique experience in the development sector of both profit and not profit organizations and successfully scale programmes in rural India across sectors such as entrepreneurship, skills development and capacity building of youth, clean energy and education in a transparent manner.
Terms & Conditions of Appointment / Reappointment	Same as the previous appointment	As mentioned in Resolution No. 3 and in Item No. 3 of Explanatory Statement of this Notice.
Last drawn Remuneration	₹ 2,00,000/- per month	Not Applicable
Details of Remuneration sought to be paid	N. A.	Not Applicable
Date of First appointment on Board	December 16, 1996	February 1, 2021
Shareholding (either by them/ beneficial) in the Company	4323431 (11.10%)	Nil
Relationship with other Directors, Manager or KMP	Mr. Sudhir Mungase is Brother-in-law of Mr Shivaji Akhade	She is not related with any other Directors, Manager or KMP.

Name of Directors	Mr. Sudhir Mungase	Ms. Rajashri Sai
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years*	Nil	Nil
In case of Independent Director the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	Refer Item No. 3 of the Notice and Explanatory Statement

**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.*

By Order of the Board of Directors of
Autoline Industries Limited

Shilpa Walunj
Company Secretary & Compliance Officer
Membership No. : A38259

Pune, August 13, 2023

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