Notice

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of Autoline Industries Limited will be held on Wednesday, September 25, 2024 at 3:00 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 a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the report of the Auditors thereon.**

2. **To appoint a Director in place of Mr. Shivaji Tukaram Akhade (DIN: 00006755), who retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.**

SPECIAL BUSINESS

3. To reclassify the Status of following persons from Promoter/Promoter Group category to Public category 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 Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto and/or any statutory modification(s) or re-enactment thereof) (hereinafter referred to as "Listing Regulations") and other applicable provisions of Listing Regulations and other applicable laws and subject to necessary approvals from the Stock Exchanges where the securities of the Company are listed and/or any other appropriate statutory authorities, as may be necessary, and on the request made by the Persons as mentioned in the below table for reclassification of their status from Promoter group to Public, the consent of the Members of Company be and is hereby accorded to re-classify the following Persons falling under 'Promoter Group' category to 'Public' Category:

Sr. No.	Name of Shareholders	Category (before Re-classification)	No. of Shares held
1.	Rema Radhakrishnan	Promoter Group	3,46,102
2.	Radhika Radhakrishnan Menon	Promoter Group	36,284
3.	Rajiv Radhakrishnan	Promoter Group	36,284

RESOLVED FURTHER THAT the applicants seeking re-classification and persons related to the applicants [as defined under sub-clauses (ii), (iii) and (iv) of clause (pp) of sub-regulation (1) of regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018] seeking re-classification shall not: (i) together, hold more than ten percent of the total voting rights in the Company; (ii) exercise control over the affairs of the Company directly or indirectly; (iii) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements; (iv) be represented on the Board of Directors (including not having a nominee director) of the Company; (v) act as a key managerial personnel in the Company; (vi) be a 'wilful defaulter' as per the Reserve Bank of India Guidelines; (vii) be a fugitive economic offender.

RESOLVED FURTHER THAT any of the Directors of the Company or Mr. Pranvesh Tripathi, Company Secretary and Compliance Officer of the Company (Membership Number: 16724) be and is hereby individually authorized to submit the application for reclassification to the, Stock Exchange(s), wherein the securities of the Company are listed and/or any other regulatory body, as may be required, and to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

4. To approve remuneration to Independent Directors 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 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Regulation 17(6) and all other applicable provisions, if any, 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 by way of commission to the Independent Directors of the Company, as may be decided by the Board of Directors of the Company in its Meeting, irrespective of inadequacy of profits for the financial year 2023-24, subject to the maximum permissible limit as prescribed under Schedule V of the Act, for their performance during FY 2023-24 provided that the remuneration payable to each Independent Director shall not exceed ₹ 6,32,601 (Rupees Six Lakhs Thirty Two Thousand Six Hundred and One only) with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among Independent Directors.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the 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 the remuneration to Mr. Shivaji Tukaram Akhade (DIN: 00006755), Managing Director of the Company and in this regard consider, and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) read with Schedule V of the Act and subject to the provisions of Regulation 17 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR") and the applicable provisions of other acts, rules and regulations and subject to and in accordance with such other necessary approvals, permissions and consents, as may be required, the consent of the Members be and is hereby accorded for increase in the remuneration and payment of below mentioned remuneration to Mr. Shivaji T Akhade (DIN:00006755), Managing Director for the period starting from May 25, 2024 till the remaining period of his tenure as Managing Director, which falls within the limits specified in Section 197 of the Act, read with Schedule V to the Act, or any statutory modification(s) or re-enactment thereof.

1. Salary : ₹ 85,00,000/- per annum
2. Permissible Incentive and Commission subject to the limit mentioned in Companies Act, 2013 and as approved by the Board time to time.
3. Perquisites, allowances and other benefits:
   a) Mediclaim policy: For self and dependents as per the policy of the Company.
   b) Personal accident insurance: As per the policy of the Company.
   c) Directors & Officers Liability Insurance - As per the policy of the Company.
   d) Insurance - Overseas travelling insurance- As per the policy of the Company.
   e) Company car and telephone: Use of the Company's car, chauffeur and telephone as per the policy of the Company.
   f) Leave travel concession/ allowance: For self and family as per the policy of the Company or as decided by the Board of Directors from time to time.
   g) Earned / privilege leave: As per the policy of the Company.
   h) Company's contribution to Provident Fund and superannuation fund: As per the policy of the Company.
   i) Gratuity: As per the policy of the Company.

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

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

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

6. **To approve the remuneration to Mr. Sudhir Vithal Mungase (DIN: 00006754), Whole Time Director of the Company and in this regard consider, and if thought fit, to pass with or without modification(s), the following as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and subject to the provisions of Regulation 17 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR") and the applicable provisions of other acts, rules and regulations and subject to and in accordance with such other necessary approvals, permissions and consents, as may be required, the consent of the Members be and is hereby accorded for payment of below mentioned remuneration to Mr. Sudhir Vithal Mungase (DIN:00006754), Whole-time Director for the period starting from May 25, 2024 till the remaining period of his tenure as whole-time Director which falls within the limits specified in Section 197 of the Act, read with Schedule V to the Act, or any statutory modification(s) or re-enactment thereof

RESOLVED FURTHER THAT the remuneration payable to Mr. Sudhir Vithal Mungase (DIN: 00006754), Whole Time Director with effect from May 25, 2024 shall be as under:

1. Salary : ₹ 30,00,000/- per annum
2. Perquisites, allowances and other benefits:
   a) Mediclaim policy: For self and dependents as per the policy of the Company.
   b) Personal accident insurance: As per the policy of the Company.
   c) Directors & Officers Liability Insurance - As per the policy of the Company.
   d) Insurance - Overseas travelling insurance- As per the policy of the Company.
   e) Company car and telephone: Use of the Company's car, chauffeur and telephone as per the policy of the Company.
   f) Leave travel concession/ allowance: For self and family as per the policy of the Company or as decided by the Board of Directors from time to time.
   g) Earned / privilege leave: As per the policy of the Company.
   h) Company's contribution to Provident Fund and superannuation fund: As per the policy of the Company.
   i) Gratuity: As per the policy of the Company.

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

RESOLVED FURTHER THAT wherein in any financial year, during the currency of his appointment, if the Company has adequate profits, the Board of Directors

of the Company, be and is hereby authorized to increase his remuneration over and above the above mentioned remuneration but within the overall entitlements of 10% of net profits by way of salary, perquisites, commission and any other allowances to Mr. Sudhir V Mungase (DIN:00006754), Whole-time Director subject to the provisions of Section 197 of the Act and other applicable provisions/approvals, if any.

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

7. **To appoint Mr. Vinayak Janardan Jadhav (DIN: 02312072) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and Regulation 17, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Vinayak Janardan Jadhav (DIN: 02312072), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") with effect from August 31, 2024, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to August 30, 2029."

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

8. **To appoint Ms. Aishwarya Shivaji Akhade (DIN: 07995385) as a Director from the conclusion of this Annual General Meeting till January 31, 2024 and further to appoint and approve her remuneration as Executive Director of the Company w.e.f February 01, 2025.**

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** Ms. Aishwarya Shivaji Akhade (DIN:07995385), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee with effect from August 31, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of Association of the Company and who is eligible for appointment be and is hereby appointed as a Director of the Company in accordance with applicable provisions, liable to retire by rotation till the period of January 31, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and subject to the approval of Central Government, if required and other approvals and consents as may be required, the consent of the members of the Company be and is hereby accorded that Ms. Aishwarya Shivaji Akhade (DIN: 07995385) will be holding the post of the Director till January 31, 2025 and thereafter with effect from February 1, 2025 she will hold the office as Executive Director of the Company for a period of 5 years and on the terms and conditions including remuneration as set out in the Statement annexed to this Notice convening Annual General Meeting with the authority to Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit and as may be acceptable to Ms. Aishwarya Shivaji Akhade (DIN: 07995385), subject to the applicable provisions and/ or approvals, if any;

RESOLVED FURTHER THAT as per the proviso to Section II (A) of Part II of Schedule V, the limits specified in Schedule V, Part II, section II (A) of the Act, be doubled and the Remuneration as set out in the Statement annexed to this Notice be approved for the

period of 3 (three) years effective from February 01, 2025 and in case the Company incurs a loss or its profits are inadequate, the said remuneration be paid till the time it is within the limit specified in the Section II of Part II of Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT wherein any financial year, during the currency of her appointment, if the Company has adequate profits, the Board of Directors of the Company, be and is hereby authorized to increase the remuneration over and above the remuneration as set out in the Statement annexed to this Notice but within the overall entitlement as prescribed in the Section 197 of the Act by way of salary, perquisites, commission and any other allowances to Ms. Aishwarya Shivaji Akhade (DIN: 07995385), Executive Director subject to the provisions of Section 197 of the Act, and other applicable provisions/approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be deem fit or required and to delegate all or any of its powers herein conferred to any committee of Board or Directors 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."

For and on behalf of
Autoline Industries Limited

Pranvesh Tripathi
Company Secretary &
Compliance Officer
Membership No. : A16724

Place: Pune
Date: August 31, 2024

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 General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and various other circulars issued in this regards, latest being 9/2023, dated September 25, 2023 (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 28th 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 7 days in advance before the start of AGM, i.e. by September 17, 2024 by 05:30 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:**

   a) 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 Sunday, September 22, 2024 at 09:00 a.m. and ends on Tuesday, September 24, 2024 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 Saturday, September 18, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

   b) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

   c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday, September 18, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

   d) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

   e) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 18, 2024.

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.
	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. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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) 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.

c) 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 toll free no.: 1800 1020 990 and 1800 22 44 30 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 Comp any 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 and various other circulars issued in this regards 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 28th 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. In line with the aforesaid Circulars, the Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Link Intime/ Depositories as on August 23, 2024. Members may also note that the Notice of the 28th Annual General Meeting along with 28th 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 the Company in case the shares are held in physical form. 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 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 7 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 during the 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 48 hours 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 Private Limited, 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

The members are informed that Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015"), as amended effective November 16, 2018, has provided a regulatory mechanism for re-classification of Promoters as Public Shareholder subject to fulfilment of conditions provided therein. The Company had received letters from following Persons falling under Promoter Group category seeking re-classification from 'Promoter Group' Category to 'Public' Category:

Sr. No.	Name of Shareholders	Category (Pre - Classification)	No. of Shares held
1.	Rema Radhakrishnan	Promoter Group	3,46,102
2.	Radhika Radhakrishnan Menon	Promoter Group	36,284
3.	Rajiv Radhakrishnan	Promoter Group	36,284
Total			4,18,670

In view of application received from Mrs. Rema Radhakrishnan, Mrs. Radhika Radhakrishnan Menon and Mr. Rajiv Radhakrishnan and in consideration with the proper compliance of Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at its meeting held on August 10, 2024 has considered the application received by the Company as above for reclassification from "Promoter Category" to "Public Category" and approved the request subject to approval by the members, Stock Exchange(s) or any other regulatory bodies as may be required.

Members are further informed that Mrs. Rema Radhakrishnan Mrs. Radhika Radhakrishnan Menon and Mr. Rajiv Radhakrishnan, are in no way related in any of the business activities carried out by the Company. Further, they are not engaged in the day-to-day management and operations or policy making decisions since from inception. The Company has received declarations regarding the conditions as enumerated in sub-clause (i) to (vii) of Clause (b) of sub-regulation 3 of Regulation 31 A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also a confirmation that all times from the date of such reclassification, they shall continue to comply with conditions mentioned in Sub Clauses (i), (ii) and (iii) of clause (b) of sub regulation 3 of Regulation 31 A and shall also comply with conditions mentioned at Sub Clauses (iv) and (v) of clause (b) of sub- regulation (3) of Regulation 31 A of the Listing Regulations for a period of not less than three years from the date of such reclassification, failing which they shall automatically be reclassified as promoters/ persons belonging to promoter group as applicable.

Therefore, considering the request of the aforesaid promoters seeking reclassification and the rationale as given in the request for reclassification, the Board of the Company opines to accept the request and hereby recommends to the Members, to re-classify the status of Mrs. Rema Radhakrishnan Mrs. Radhika Radhakrishnan Menon and Mr. Rajiv Radhakrishnan from "Promoters" category to "Public" category.

Members are further informed that as per Rule 19A of the Securities Contacts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% shareholding and the proposed reclassification is not intended to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement. The shareholding pattern of the Company before and after the proposed reclassification is furnished below:

	Before proposed reclassification		After proposed reclassification	
Category	**No. of Shares**	**% of share capital**	**No. of Shares**	**% of share capital**
Promoters seeking reclassification	4,18,670	0.9226	-	-
Other Promoters	1,47,20,020	32.4405	1,47,20,020	32.4405
Public shareholders	3,02,36,711	66.6369	3,06,55,381	67.5595
Total	**4,53,75,401**	**100.0000**	**4,53,75,401**	**100.0000**

Note: share capital is taken assuming full conversion of allotted CCDs and Warrants into equity shares.

Your Directors recommend the passing of the Resolution in the Notice as an Ordinary Resolution. None of the Directors/ Key Managerial Personal of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in the Notice except to the extent of their shareholding, if any, in the Company.

Item No. 4

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 Independent Directors of the Company devote their significant time to the organisation and have the knowledge to offer critical advice to the Company as and when required. Further, the Company after incurring losses in previous many years, have turned around and is earning profits in previous couple of years. 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 24, 2024 recommended and approved payment of commission of ₹ 6,32,602 (Rupess Six Lakhs Thirty Two Thousand Six Hundred and Two only) to each Independent Director of the Company for Financial Year 2023-34 in accordance with the provisions as prescribed in Schedule V of the Act for the payment of remuneration, in case of inadequate profits or no profits, by way of commission to the Non-Executive Directors including Independent Directors of the Company. 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. The commission will be distributed amongst all the Independent Directors, taking into consideration parameters such as 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/ 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 Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Accordingly, Members' approval is sought by way of a Special Resolution for payment of commission to the Independent Directors as set out in the said resolution. Information as required under Schedule V Part II Section II (B) (iv) of the Companies Act, 2013 and other details are given below at Item no. 8.

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 Independent Directors, to the extent of the commission that may be received by them & their shareholding which is disclosed elsewhere in this annual report for Financial Year 2023-24.

Item No.5

The Members of the Company at their Twenty Fifth AGM held on September 29, 2021 had approved the appointment of Mr. Shivaji Tukaram Akhade as Managing Director of the Company for five years effective from October 1, 2021. The Company was not regular in repayment of its debts or interest in the preceding financial year of the appointment of Mr. Shivaji Tukaram Akhade as Managing Director due to difficult financial conditions and therefore the requirements as mentioned in Section II of Part II of Schedule V read with section 197 of the Act could not be met and therefore the Company had approved his remuneration for a period of three years starting from October 1, 2021 to September 30, 2024 in terms of the provisions of Section 197 read with Schedule V of the Act.

Mr. Shivaji Tukaram Akhade has been appointed as Managing Director of the Company for a period of 5 years till September 30, 2026 and the remuneration was approved for a period of 3 years till September 2024. Hence, it is required to approve the remuneration of Mr. Shivaji Tukaram Akhade for remainder period of two years with effect from October 1, 2024 till September 30, 2026. The Company has not defaulted in payment of dues to any Bank or Public financial institution or Non-Convertible Debenture Holders or any other secured creditors.

Mr. Shivaji Tukaram Akhade has been providing the vision and the direction to the Company since its inception. Mr. Shivaji Tukaram Akhade is fully conversant with the technicalities of the production and other processes as a result of his expertise and in depth knowledge of auto sector. He is Co-founder and one of the Promoters and Managing Director of the Company since inception. He was appointed first time on December 16, 1996 in the Company and re-appointed as Managing Director w.e.f. October 1, 2021 for a period of 5 years.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Shivaji Tukaram Akhade, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on May 24, 2024, in accordance with the provisions of section 197 read with Schedule V of the Act, has approved the proposal to revise and approve payment of salary of Mr. Shivaji Tukaram Akhade, Managing Director with effect from May 24, 2024 till the remaining period of his tenure as Managing Director subject to the approval of Shareholders, as set out in the resolution being item no. 5 of this Notice.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company in their Annual General Meeting held on September 29, 2021 shall remain unchanged. Considering Mr. Shivaji Tukaram Akhade's experience in the industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. Information as required under Schedule V Part II Section II (B) (iv) of the Companies Act, 2013 and other details are given below at Item no. 8.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Shivaji Tukaram Akhade and his relative Mr. Sudhir Vithal Mungase (Whole time director) and Ms. Aishwarya Akhade (Whole-time Director), are in any way, concerned or interested in the said resolution. The Board commends the Special Resolution set out at Item No.5 of the accompanying Notice for the approval by the Members.

Item No.6

The Members of the Company at their Twenty Fifth AGM held on September 29, 2021 had approved the appointment of Mr. Sudhir Vithal Mungase as Whole Time Director of

the Company for five years effective from October 1, 2021. The Company was not regular in repayment of its debts or interest in the preceding financial year of the appointment of Mr. Sudhir Vithal Mungase as Whole time Director due to difficult financial conditions and therefore the requirements as mentioned in Section II of Part II of Schedule V read with section 197 of the Act could not be met and therefore the Company had approved his remuneration for a period of three years starting from October 1, 2021 to September 30, 2024 in terms of the provisions of Section 197 read with Schedule V of the Act.

Mr. Sudhir Vithal Mungase has been appointed as Whole time Director of the Company for a period of 5 years till September 30, 2026 and the remuneration was approved for a period of 3 years till September 2024. Hence, it is required to approve the remuneration of Mr. Sudhir Vithal Mungase for remainder period of two years with effect from October 1, 2024 till September 30, 2026. The Company has not defaulted in payment of dues to any Bank or Public financial institution or non-convertible debenture holders or any other secured creditors.

Mr. Sudhir Vithal Mungase has been providing the vision and the direction to the Company since its inception.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Sudhir Vithal Mungase, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on May 24, 2024, in accordance with the provisions of section 197 read with Schedule V of the Act, has approved the proposal to revise and approve the payment of salary of Mr. Sudhir Vithal Mungase, Whole Time Director, with effect from May 24, 2024 till the remaining period of his tenure as Whole time Director subject to the approval of shareholders, as set out in the resolution being item no. 6 of the accompanying for the remaining period of his tenure.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company in their Annual General Meeting held on September 29, 2021 shall remain unchanged. Considering Mr. Sudhir Vithal Mungase's experience in the industry the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. Information as required under Schedule V Part II Section II (B) (iv) of the Companies Act, 2013 and other details are given below at Item no. 6.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sudhir Vithal Mungase and his relative Mr. Shivaji Tukaram Akhade (Managing Director) and Ms. Aishwarya Akhade (Whole-time Director), are in any way, concerned or interested in the said resolution. The Board commends the Special Resolution set out at Item No.6 of the accompanying Notice for the approval by the Members.

Item No.7

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee ("NRC") of the Company, the Board of Directors at its Meeting held on Saturday, August 31, 2024 has appointed Mr. Vinayak Janardan Jadhav as an Additional Director in the capacity of Independent Director of the Company.

The Company has received the following documents/ declaration from Mr. Vinayak Janardan Jadhav:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;

(iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;

(iv) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority;

(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;

(vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent

Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (NRC) of the Company had previously finalized the desired attributes for the selection of the Independent Director. Based on those attributes, the NRC recommended the candidature of Mr. Vinayak Janardan Jadhav. In the opinion of the Board, Mr. Vinayak Janardan Jadhav fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Brief profile of Mr. Vinayak Janardan Jadhav is as under:

1. Mr. Vinayak Janardan Jadhav, aged 66 years, has over 40 years of extensive and varied experience. He has worked in diverse industries such as manufacturing, engineering, mega scale infrastructure and urban development project, electronics, FMCG, Exports etc. He has core competencies in Domestic / international fund raising (IPO, Project funding , Structured deals, Private funding), Managing Stressed Assets – Debt restructuring, Financial Community Relationship - (Banking, Investors, Advisers, Regulators, Rating agencies) Investor Relationship (IR), Mentoring CFOs, Streamlining Internal Controls / Business Processes, HR processes, Training, Corporate Mentoring/ Coaching etc.

   By qualification, he is a Master of Commerce, Associate ICWA and Associate Company Secretary, Degree in Financial Management (MFM) from JBIMS, Mumbai, Masters Diploma in Corporate Training (Indian Academy of Training & Development), Certified Corporate Director from the Institute of Directors (IOD) Professional Coach, Coach to Transformation (CTT).

   He has 40 years of experience in corporate finance domain, he has been appointed as an Independent Director on the Board of Fintech Company during 2019-20, he has served as Member of Industry Committee – Indian Merchants Chambers. (2020-22), Member of Expert Committee, Navi Mumbai – Indian Merchants Chambers. (2023-24), Financial Advisor to MSME, Faculty to Top ranking Business Schools – (JBIMS, B.K Birla Business School, DY Patil Management School).

The Resolution seeks the approval of Members for the appointment of Mr. Vinayak Janardan Jadhav as an Independent Director of the Company for a term of 5 (five) years effective August 31, 2024.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the date of AGM, i.e. September 25 2024. Further details of Mr. Vinayak Janardan Jadhav are provided in Annexure-I pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Vinayak Janardan Jadhav as an Independent Director of the Company, as a Special Resolution.

No director, KMP or their relatives except Mr. Vinayak Janardan Jadhav, to whom the Resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed Resolution set out in item no. 7. The Board recommends the Special Resolution as set out in Item no. 7 of this Notice for the approval of Members.

Item No. 8

Pursuant to Section 149, 151, 196 of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR), 2015 and any other provisions, regulations and rules made thereunder and circulars issued by The Ministry of Corporate Affairs, as far applicable and Subject to the approval of the Shareholders of the Company, the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee had, vide resolution passed on August 31, 2024, approved the appointment of Ms. Aishwarya Akhade as an Additional Director for the position of Non - Executive Director from this Annual General Meeting till January 31, 2025 and thereafter hold the position as Executive Director from February 01, 2025

of the Company. In accordance with provisions of the Companies Act, 2013, the appointment of Executive Director requires the approval of the Members of the Company and accordingly it is proposed to seek the approval of the Members of the Company for the same.

Further, it is informed that Ms. Aishwarya Akhade will be entitled to the remuneration with effect from February 1, 2025 as approved by the Board based on the recommendation of Nomination & Remuneration Committee as under:

1. Salary : ₹ 25,00,000/- per annum
2. Permissible Incentive and Commission subject to the limit mentioned in Companies Act, 2013 and as approved by the Board time to time.
3. Perquisites, allowances and other benefits:

a) Mediclaim policy: For self and dependents as per the policy of the Company.

b) Personal accident insurance: As per the policy of the Company.

c) Directors & Officers Liability Insurance - As per the policy of the Company.

d) Insurance - Overseas travelling insurance- As per the policy of the Company.

e) Company car and telephone: Use of the Company's car, chauffeur and telephone as per the policy of the Company.

f) Leave travel concession/ allowance: For self and family as per the policy of the Company or as decided by the Board of Directors from time to time.

g) Earned / privilege leave: As per the policy of the Company.

h) Company's contribution to Provident Fund and superannuation fund: As per the policy of the Company.

i) Gratuity : As per the policy of the Company.

The Company has received the following documents/ declaration from Ms. Aishwarya Akhade:

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;

(iii) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority;

(iv) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;

Brief profile of Ms. Aishwarya Akhade is provided below:

A highly dedicated and experienced Mechanical Engineer with a proven track record in providing quality mechanical component and system support. Skilled at formulating/ implementing designs, testing & producing specifications, and researching product applications. She has specialized in electromechanical systems' diagnostics and well-equipped to provide valuable technical expertise to the organization. She has completed her graduation in Mechanical Engineering from Cummins College of Engineering, she previously has a work experience for handling the operations and working of S.V. Aluext Profile Private Limited engaged in the business of Aluminum casting and S.V. Diecast Private Limited engaged in Die casting of Aluminum where it was evident that her Cost Management skills to achieve business goals and Streamlining Internal Controls / Business Processes can be highlighted as the core competencies. She has acquired skills and competencies in many areas while working in past and can be underlined as Leadership, Project management, Planning, Interpersonal skills, Problem solving, Strategic thinking, Technical knowledge, Decision making, Innovation and others.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. Further details of Ms. Aishwarya Akhade are provided in Annexure-I pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

No director, KMP or their relatives except Mr. Shivaji Tukaram Akhade (Managing Director), who is the father and Mr. Sudhir Vithal Mungase (Whole-time Director) and Ms. Aishwarya Akhade, to whom the Resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed Resolution set out in item no. 8. The Board recommends the Special Resolution as set out in Item no. 8 of this Notice for the approval of Members

Information as required under Schedule V Part II Section ii (B) (iv) for item nos. 4,5,6 & 8 are as under:

Sr. No.	Particulars	Information					
I.	General Information	Automobile Industry (Auto ancillary)					
1	Nature of Industry	Immediately after the incorporation as Private Limited Company on December 16, 1996.					
2	Date of commencement of commercial production	Not Applicable					
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	As per the audited annual accounts as on March 31, 2024: (Standalone) **Particulars** — **Amount INR (in Lakhs)** Revenue from Operations — 65,074.40 PAT — 1,878.56					
4	Financial performance based on given indicators	Foreign Investments in the Company as on March 31, 2024 are as under: 1. Foreign Nationals – holding 10,763 equity shares – 0.02% of the total paid up capital of the Company. NRIs - holding 18,35,595 equity shares – 4.71% of the total paid up capital of the Company.					
5	Foreign investments or collaborations, if any.						
II.	Information about the Directors:	Mr. Shivaji Tukaram Akhade	Mr. Sudhir Vithal Mungase	Mr. Prakash Nimbalkar	Ms. Aishwarya Akhade	Mr. Vijay Thanawala	Ms. Rajashri Sai
1	Background details	Mr. Shivaji Tukaram Akhade, aged 58 years, is a commerce graduate having 32 years long and varied experience in trading as well as manufacturing. He is Co-founder and one of the Promoters & Managing Director of the Company since inception. He was appointed first time on December 16, 1996 in the Company and re-appointed as Managing Director w.e.f. October 1, 2021.	Mr. Sudhir Vithal Mungase aged 49 years having 27 years of experience, is Co - founder and one of the Promoters & Whole-time Director of the Company since inception. He was appointed first time on December 16, 1996 in the Company and re-appointed as Whole-Time Director w.e.f. October 1, 2021. He is undergraduate by qualification.	Mr. Prakash Nimbalkar aged 81 years has vast experience and possess following as the qualification: He is a Commerce graduate (B.Com), holds a law degree (LLB) and is Certificated Associate of Indian Institute of Bankers (CAIIB). Mr. Prakash Nimbalkar has over 35 years of experience in banking sectors with Reserve Bank of India (RBI), Industrial Development Bank of India (IDBI) and	Ms. Aishwarya Akhade aged 28 years is a qualified Mechanical Engineer from The Cummins College of Engineering, Pune. Further, the core competencies can be underlines as follows: • Cost Management to achieve business goals • Streamlining Internal Controls / Business Processes	Mr. Vijay Thanawala aged 77 years is qualified as Commerce graduate (B.Com) and is a fellow member of the Institute of Chartered Accountants of India (FCA). Mr. Vijay Thanawala is a commerce graduate and a fellow member of the Institute of Chartered Accountants of India (FCA). He is senior partner of M/s Tandon & Thanawala, Chartered Accountants. He also has his own	Ms. Rajashri Sai aged 36 years have following qualifications 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.

Sr. No.	Particulars	Information					
				Small Industries Development Bank of India (SIDBI). He is ExChairman & Managing Director of SIDBI. As Chairman of SIDBI Venture Capital Limited, Mr. Nimbalkar was looking after the policy formulation, sanctions and monitoring of venture capital projects. At RBI his responsibilities involved surveillance of commercial banks, branches of foreign banks and central / state cooperative banks engaged in agricultural finance. He participated in Annual Meetings of the Board of Governors of the World Bank Group, International Monetary Fund, Asian Development Bank and ADFIAP representing SIDBI. He possesses enough experience in finance sector and good governance system and always keen and committed to adopt and implement good corporate governance practices in the Company	• Project management and streamlining business operations.	proprietary concern in the name and style of M/s. Thanawala & Company. He has been a practicing Chartered Accountant for the past 45 years and has vast and varied experience in the field of Audit, Taxation and Management Consultancy. His areas of practice include corporate and personal taxation, appellate work, statutory audit, management and internal audits.	

Sr. No.	Particulars	Information					
2	Past remuneration	₹ 60,00,000/- per Annum plus perquisites	₹ 24,00,000/- per Annum plus perquisites	Only sitting fees and Commisions	NIL	Only sitting fees and Commisions	Only sitting fees
3	Recognition or awards	'Pimpri Chinchwad Udyog Bhushan Puraskar' from Annasaheb Magar Foundation.	Nil	NA	Nil	NA	NA
4	Job profile and his/ her suitability	Mr. Akhade has been providing the vision and the direction to the Company since its inception. Professionals have been recruited from the Automobile Industry for working in the various functional areas. Mr. Akhade is fully conversant with the technicalities of the production and other processes as a result of his expertise in the early days of the Company, when he himself looked after all the functions.	Mr. Sudhir Vithal Mungase is the Whole-time Director. Associated with manufacturing and maintenance operations in the Company since inception. He has acquired expertise in Sheet Metal and Allied Operations. He oversees the production and maintenance functions.	Mr. Prakash Nimbalkar is the Independent Director associated with the Company Mr. Prakash Nimbalkar is Independent Director and Chairman of the Company and he is associated with the Company for more than 10 years. He is instrumental to implement good corporate governance Practices in the Company .He is a member of Executive committee, Audit committee, NRC, SRC,Risk committee of the Company and provide valuable advise to Board and Committee.	Ms. Aishwarya Akhade is being appointed as Whole – time Director. She will provide her services in the field of cost management, planning, streamlining business process, strategic decision making and in the area of innovation. She is a highly dedicated and experienced Mechanical Engineer with a proven track record in providing quality mechanical component and system support. Skilled at formulating/ implementing designs, testing & producing specifications, and researching product applications. She is specialized in electromechanical systems' diagnostics and well-equipped to provide valuable technical expertise to the organization and she is suitable to the job profile.	Mr. Vijay Thanawala is being the Independent director and cuurently the chairman of the Audit Committee of the Company. He is a member of NRC, SRC and Risk Management Committee of the Company and provide valuable advise to the Board and its Committee.	Ms. Rajashri Sai is an Independent women Director and She is the member of Nomination and Remuneration Committee of the Company. She has a professional experience as a Lawyer and member of ICSI and provide her professional advise to Board & it's Committee.

Sr. No.	Particulars	Information					
5	Remuneration proposed	₹ 85,00,000/- per Annum. In addition to above remuneration, the Board of Directors is authorized to pay additional remuneration by way of salary, perquisite, commission and any other allowances within an overall ceiling limit as may prescribed under the Companies Act, 2013	₹ 30,00,000/- per annum. In addition to above remuneration, the Board of Directors is authorized to pay additional remuneration by way of salary, perquisite, commission and any other allowances within an overall ceiling limit as may prescribed under the Companies Act, 2013	₹ 6,32,601/- Along with the Sitting Fees.	₹ 25,00,000/- per annum. In addition to above remuneration, the Board of Directors is authorized to pay additional remuneration by way of salary, perquisite, commission and any other allowances within an overall ceiling limit as may prescribed under the Companies Act, 2013	₹ 6,32,601/- Along with the Sitting Fees.	₹ 6,32,601/- Along with the Sitting Fees.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company and its subsidiaries companies, the profile of the Directors, the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar level counterparts in other companies.	Taking into consideration the size of the Company and its subsidiaries companies, the profile of the Directors, the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar level counterparts in other companies.	Only sitting Fees and Remuneration by way of commission based on performance of Company.	Taking into consideration the size of the Company and its subsidiaries companies, the profile of the Directors, the responsibilities shouldered by him, the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar level counterparts in other companies.	Only sitting fees	Only sitting fees
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Promoter, Shareholder and holding 5849981 equity shares - 15.01 % of total paid up capital of the Company as on March 31, 2024. Relationship with Managerial personnel- Mr. Shivaji Tukaram Akhade is brother-in-law of Mr. Sudhir Vithal Mungase and father of Ms. Aishwarya Akhade.	Promoter, Shareholder and holding 4323431 equity shares - 11.09 % of total paid up capital of the Company as on March 31, 2024. Relationship with Managerial personnel- Mr. Sudhir Vithal Mungase is brother-in-law of Mr. Shivaji Tukaram Akhade and Uncle of Ms. Aishwarya Akhade.	Shareholder and Holding 6700 equity shares of the Company as on March 31, 2024. No relationship with any other director, manager or KMP	Ms. Aishwarya Akhade is the daughter of Mr. Shivaji Tukaram Akade and niece of Mr. Sudhir Vithal Mungase.	Shareholder and Holding 6700 equity shares of the Company as on March 31, 2024. No relationship with any other director, manager or KMP	No shareholding and No relationship with any other director, manager or KMP

Sr. No.	Particulars	Information		
III.	Other information:			
1	Reasons of loss or inadequate profits	The Company has inadequate profits during FY 2023-24. The Company is predominantly in Automotive Sector and the products which are being produced by the Company are exclusively for industrial use and as such there is no independent consumer market of its final products. It completely depends on the performance of its vendor i.e. Original Equipment Manufacturers (OEMs)		
2	Steps taken or proposed to be taken for improvement	In order to improve profitability on sustainable basis, the Company is taking/considering following major steps: a) Cost saving and improving substantial operational efficiency by consolidating existing manufacturing facilities. b) Improving financial positions of the Company through debt reduction and other corporate actions. c) Diversifying the customer base. d) Business arrangement or re-organization such as diversification from Automotive to Non-Automotive sectors, set up of joint venture, takeover, merger etc. e) Disposal of investment and surplus assets generated as a result of consolidation of plants. Focus on international market through greater geographical penetration, as overall margins in exports are better than domestic market.		
3	Expected increase in productivity and profits in measurable terms	Considering the steps taken by the Company which resulted in turnaround the Company in previous couple of years and the steps proposed to be taken and looking at the growing markets and attractive investment sector, growth in other manufacturing & service sectors, the Company is hopeful to earn the adequate profits in the years to come. Further, it has been expected that the Company will have the estimated increment of 10 -15 % in their Annual Turnover in the upcoming Financial Year.		

By Order of the Board of Directors of
Autoline Industries Limited

Pranvesh Tripathi
Company Secretary & Compliance Officer
Membership No. : A16724
Pune, (Date: August 31, 2024)

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

Annexure-1 Additional information on Directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

Name of Directors	Mr. Shivaji Akhade	Ms. Aishwarya Akhade	Mr. Vinayak Janardan Jadhav
Date of Birth & Age	January 7, 1966 58 Years	November 20, 1996 28 Years	August 27, 1959 65 Years
Qualification	B. Com.	Mechanical Engineer	MCOM, AICWA and ACS, Degree in Financial Management (MFM)
Expertise in specific Functional Areas &Experience	Manages overall Company operations • Supports marketing activities and provides guidance to the professionals who manage the marketing Function • Providing the vision and the direction to the Company since inception • Fully conversant with the technicalities of the production process	• Cost Management to achieve business goals • Streamlining Internal Controls / Business Processes • Project management and streamlining business operations	• 40 years of Corporate experience in finance domain • Independent Director on the Board of Fintech Co.(2019-20) • Member of Industry Committee – Indian Merchants Chambers. (2020-22) • Financial Advisor to MSME • Member of Expert Committee, Navi Mumbai– Indian Merchants Chambers. (2023-24) • Faculty to Top ranking Business Schools – (JBIMS, B.K Birla Business School, DY Patil Management School) • Professional Coach/mentor
Terms & Conditions of Appointment / Reappointment	As mentioned in Resolution No. 2 and 5 and in Item No. 5 of Explanatory Statement of this Notice	As mentioned in Resolution No. 8 and in Item No. 8 of Explanatory Statement of this Notice	As mentioned in Resolution No. 7 in Item No. 7 of this Notice.
Last drawn Remuneration	5,00,000/- per month	Not Applicable	Not Applicable
Details of Remuneration sought to be paid	As mentioned in Resolution No. 5 and in Item No. 5 of Explanatory Statement of this Notice	As mentioned in Item No. 8 of Explanatory Statement of this Notice	As mentioned in Item No. 7 of Explanatory Statement of this Notice
Date of First appointment on Board	December 16, 1996	August 31, 2024	August 31, 2024
Shareholding (either by them/ beneficial) in the Company	Promoter, Shareholder and holding 5849981 equity shares - 15.01 % of total paid up capital of the Company as on March 31, 2024	NIL	NIL
Relationship with other Directors, Manager or KMP	Mr. Shivaji Akhade is brother-in-law of Mr. Sudhir Mungase and father of Ms. Aishwarya Akhade	Ms. Aishwarya Akhade is the daughter of Mr. Shivaji Tukaram Akade and neice of Mr. Sudhir Mungase.	He is not related with any other Directors, Manager or KMP