AUTO LINE **AUTOLINE INDUSTRIES LTD.**
Regd. Office : Survey Nos. 313/314, Nanekarwadi, Chakan,
Tel - Khed, Dist. - Pune : 410 501, INDIA
☎ : +91 2135 664865 / 6, Fax : +91 2135 664864.
Website : www.autolineind.com
CIN-L34300PN1996PLC104510

Date: September 5, 2018

To,

The **BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
General Manager, Listing
Corporate Relations Department
BSE - 532797

The **National Stock Exchange of India Ltd**
Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051
Vice President, Listing
Corporate Relations Department
NSE - AUTOIND

Dear Sir,

Sub: Notice of 22nd Annual General Meeting of the Company to be held on Friday, September 28, 2018

This is to inform that the 22nd Annual General Meeting ("AGM") of the Company will be held on Friday, September 28, 2018 at 2:30 p.m. at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Taluka-Khed, District Pune -410 501 for, inter-alia, to transact the businesses as set out in the Notice dated May 30, 2018 (AGM Notice).

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company is offering remote e-voting facility to its Members in respect of all businesses to be transacted at the AGM.

The remote e-voting period commences on Tuesday, September 25, 2018 (9:00 A.M. IST) and ends on Thursday, September 27, 2018 (5:00 P.M. IST). During this period, the Members holding shares either in physical form or in demat form, as on the cut-off date of i.e. Friday, September 21, 2018, may cast their votes electronically.

The AGM Notice is attached herewith for your record. Thanking you,

Yours truly,
For **Autoline Industries Limited**

Ashish Gupta
(Company Secretary)

AUTOLINE INDUSTRIES LTD. GAT NO. 313,314 CHAKAN PUNE-410501

Encl: As above

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Autoline Industries Limited will be held on Friday, September 28, 2018 at 2:30 p.m. at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Taluka Khed, District - Pune - 410501, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Mungase (DIN : 00006754), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. ***To re-appoint Dr. Jayashree Fadnavis (DIN: 01690087) 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Jayashree Fadnavis (DIN: 01690087), who was appointed as an Independent Director and who held office of Independent Director up to March 27, 2018 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years on the Board of the Company."

4. ***To approve continuation of current term of Mr. Prakash Nimbalkar (DIN: 00109947), Independent Director and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution***:

   "***RESOLVED THAT*** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded to Mr. Prakash Nimbalkar (DIN: 00109947) Independent Director and Chairman of the Company to continue to hold office of Independent Director and Chairman under the current tenure of appointment i.e. up to the conclusion of twenty third Annual General Meeting of the Company in the calendar year 2019 notwithstanding that he has attained the age of 75 years on February 12, 2018."

5. ***To approve the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:***

   "***RESOLVED THAT*** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions, if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") to (a) give any loan to any person and/or body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person and/or body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate(s) from time to time in one or more tranches as the Board in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 300 Crores (Rupees Three Hundred Crores Only) outstanding at any time in aggregate notwithstanding that the loans, investment so far made, the amount for which the guarantee or security so far provided along with the investment, loans, guarantee or security proposed to be made/provided (excluding to its wholly owned subsidiary and /or a Joint venture company) are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to decide, from time to time, the amounts to be invested, loans and guarantees to be given and securities to be provided to any person and/ or bodies corporate within the above mentioned limits in accordance with the requirements of Section 186 of the Companies Act, 2013, finalize the parties and the terms and conditions of transaction, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required including for closure of loans, guarantees, securities and divestment of investment, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. ***To approve sale, transfer or disposal of assets held by material subsidiary of the Company and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:***

   "***RESOLVED THAT*** pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, read with The

Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and in accordance with Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“LODR”), and other applicable provisions including any statutory modifications and amendments to each of the foregoing and applicable notifications, clarifications, circulars, rules and regulations issued by any government or statutory authorities and subject to their requisite approvals, if any and subject to the Memorandum and Articles of Association of the Company and other applicable provisions, if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of the whole or substantially whole assets / undertaking of its material subsidiary company viz. Autoline Industrial Parks Limited which amounting to more than twenty percent of the assets of the material subsidiary on an aggregate during a financial year and/or in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year of the Company.

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

By Order of the Board of Directors of
Autoline Industries Limited

Ashish Gupta
Company Secretary & Compliance Officer
Pune, May 30, 2018 Membership No. : A16368

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

NOTES

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

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

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

   A statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transected at the meeting is annexed here to.

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

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

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

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

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

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

8. Annual Report 2017-18 is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has

requested for a hard copy of the same. Physical copy of the Annual Report 2017-18 is being sent by the permitted mode to the members who have not registered their email addresses.

9. The Notice of the 22nd Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a hardcopy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

10. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report 2017-18 will be available on the Company's website- www.autolineind.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: pune@linkintime.co.in or investorservices@autolineind.com.

11. Members are requested to send all their documents and communications pertaining to shares to Link Intime India Pvt. Ltd., Share Transfer Agent of the Company("Link Intime") at its address at Block 202, 2nd Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, Pune- 411 001 (Maharashtra), India; Telephone No. (020)-26161629, 26160084; Fax No. (020)-26163503 for both physical and demat segment of Equity Shares. Please quote "Unit-Autoline Industries Limited" on all such correspondences. E-mail address of Link Intime is pune@linkintime.co.in.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Link Intime/ the Company.

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

14. Members who hold shares in physical form in multiple folios in the same name(s) or joint holding in the same order of names are requested to send the share certificates to the Company, for consolidation in to a single folio.

15. Non-Resident Indian Members are requested to inform Link Intime immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC code and address of the bank with pin code number, if not furnished earlier.

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

    Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends as and when declared up to the financial year 2009-10 on due dates, to the Investor Education and Protection Fund ("the IEPF") established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund Rules) ("IEPF Rules") the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 28, 2017 (date of last Annual General Meeting) on the website of the Company (www.autolineind.com) and also submitted the details to the Ministry of Corporate Affairs.

    The details of dividend paid by the Company and their respective due dates of the proposed transfer to IEPF of the Central Government, if they remained un-cashed, are as under:

Date of declaration of dividend	*Date of dividend warrant*	*Dividend for the year*	*Dividend per share (₹)*	*Due date of the proposed transfer to the IEPF*
30.12.2011	12.01.2012	2010-11	3.00	04.02.2019
27.09.2012	08.10.2012	2011-12	4.00	02.11.2019
26.09.2013	30.09.2013	2012-13	1.00	01.11.2020

    It may please be noted that no claim will lie against the Company from a member once the transfer is made to the credit of IEPF of the Central Government, under the provisions of Section 124 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014.

    Further, IEPF Rules, 2016 contains provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years in the name of IEPF Demat Account. The details of the same are available on the Company's website at www.autolineind.com.

    In view of above, the Members are advised to send the un-cashed dividend warrants pertaining to the afore-stated years to Link Intime/ the Registered Office of the Company for revalidation and en-cash them before the due date for transfer to IEPF of the Central Government.

17. Members desiring any information with regard to Accounts/ Annual Reports are requested to write to the Company Secretary at least 10 days before the date of the Annual General Meeting so as to enable the Management to keep the information ready.

18. The voting for the agenda item shall be done either by casting of votes by using Remote e-voting (e-voting) that is an electronic voting system from a place other than the venue of the Meeting or by Poll/Ballot process

at the meeting for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

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

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

21. ***Voting through electronic means:***

The Companies Act, 2013 has prescribed the provisions of voting through electronic means. In Compliance with provisions of Section 108 of the Companies Act, 2013 and rules thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide Members, facility of electronic voting system to exercise their right to vote on business to be transacted at the 22nd Annual General Meeting (AGM) of the Company by electronic means through Central Depository Services (India) Limited (CDSL).

The instructions for members voting electronically are as under:

i. The voting period begins on Tuesday, September 25, 2018 (09:00 am) and ends on Thursday, September 27, 2018(5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com.

iii. Click on Shareholders/ Members

iv. Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on attendance slip in the PAN field.
Dividend Bank Details ***OR*** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for Autoline Industries Limited.

xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xvii. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Members and Custodians

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

22. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. September 21, 2018. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.

23. Any person, who acquires equity shares of the Company and becomes member of the Company after dispatch of the notice/annual report and holding shares as of the cut-off date i.e. September 21, 2018, may follow the instructions for e-voting mentioned above. In case such Member has not updated his or her PAN with the Company or the Depository Participant, may obtain the sequence number by sending a request at pune@linkintime.co.in .

24. Mr. Sunil G. Nanal (FCS No. 5977), Partner M/s. KANJ & Associates, 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 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 CDSL www.cdslindia.com and communicated to the Stock Exchanges immediately after declaration. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

EXPLANATORY STATEMENT

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

Item No. 3:

Dr. Jayashree Fadnavis (DIN: 01690087) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (''the Act'') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. She was appointed for three years till March 27, 2018. ('first term' in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors in its meeting held on February 10, 2018, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Dr. Jayashree Fadnavis (DIN: 01690087) as an Independent Director for a second term of 3 (three) consecutive years on the Board of the Company w.e.f. March 28, 2018.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considered that, given her background and experience and contributions made by her during her tenure, the continued association of Dr. Jayashree Fadnavis would be beneficial to the Company and it is desirable to continue her as an Independent Director. In the Opinion of the Board, Dr. Jayashree Fadnavis possesses appropriate skills, experience and knowledge in fields of management, administration and corporate governance. Accordingly, it is proposed to re-appoint Dr. Jayashree Fadnavis as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years on the Board of the Company.

Dr. Jayashree Fadnavis is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received notices in writing from her under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company. The Company has also received declaration from Dr. Jayashree Fadnavis that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"). In the opinion of the Board, Dr. Jayashree Fadnavis fulfils the conditions for appointment as Independent Director as specified in the Act and the LODR. Dr. Jayashree Fadnavis is independent of the management.

Details of proposed Independent Director are provided in the "Annexure-1" to the Notice pursuant to the provisions of (i) LODR and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. A copy of draft letter of appointment of Dr. Jayashree Fadnavis setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Dr. Jayashree Fadnavis is interested in the resolution set out at Item No. 3 of the Notice with regard to her re-appointment. None of the other Directors and/or Key Managerial Personnel of the Company and / or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the LODR. The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Mr. Prakash Nimbalkar, Independent Director was appointed at 18th Annual General Meeting of the Company in terms of the provisions of Companies Act, 2013. Securities and Exchange Board of India ("SEBI") has amended the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide circular dated 9th May 2018 which requires reappointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Mr. Prakash Nimbalkar, who is a non-executive director of the Company, has attained the age of 75 years during the term of his appointment.

Mr. Prakash Nimbalkar has over 34 years of experience taking together with Reserve Bank of India (RBI), Industrial Development Bank of India (IDBI) and Small Industries Development Bank of India (SIDBI). He is Ex-Chairman & Managing Director of SIDBI. As Chairman of SIDBI Venture Capital Limited, Mr. Nimbalkar was looking after the policy formulation, sanctions and monitoring of venture capital projects. At RBI his responsibilities involved surveillance of commercial banks, branches of foreign banks and central / state co-operative banks engaged in agricultural finance. He participated in Annual Meetings of the Board of Governors of the World Bank Group, International Monetary Fund, Asian Development Bank and ADFIAP representing SIDBI. He possesses enough experience in Finance Sector and good governance system and always keen to adopt and implement good corporate governance practices in the Company. The Board considers that continuation of his association as Independent Director and Chairman of the Company would be of immense benefit to the Company.

None of the other Directors and /or Key Managerial Personnel of the Company and / or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can give any loan and guarantee, provide any security, make any investment beyond the prescribed ceiling of (i) 60% of the aggregate of the paid-up capital and free reserves and securities premium account or, (ii) 100% of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

In order to achieve long term strategic and business objective and to avail investment opportunity to brighten the prospect of the Company and to make optimum use of funds available with the Company, it is required to authorise the Board of Directors of the Company to make investment in other bodies corporate and give loans and guarantee or provide security to other persons or other body corporates as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of members by way of special resolution where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the ceiling as given in para 1 above. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding ₹ 300 crores (₹ Three Hundred crore only) in aggregate at any time notwithstanding that the loans, investment so far made, the amount for which the guarantee or security so far provided along with the investments, loans, guarantee or security proposed to be made/provided (excluding to its wholly owned subsidiary and /or a Joint venture company) are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the members.

The resolution at Item No. 5 is required to be passed by postal ballot as per the provisions of Section 110 (1) read with the Companies (Management and Administration) Rules, 2014. Pursuant to the Companies (Amendment) Act, 2017, the newly inserted proviso to Section 110 provides that any item of business required to be transacted by means of postal ballot under clause (a) of Section 110, may be transacted at a general meeting by a company which is required to provide the facility to its members to vote by electronic means under Section 108, in the manner provided in that section. The Company is providing the facility to its members to cast their vote by electronic means and hence, the proposed resolution at Item No. 5 is placed at the annual general meeting for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM No. 6

Autoline Industrial Parks Limited (“AIPL”) is a material subsidiary company as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 wherein the Company holds 44.67% shares. AIPL was incorporated to develop Industrial Parks, Township Projects etc. AIPL has purchased a piece of land at Village Mahalunge, Taluka, Khed, District Pune (MH), India for setting up of Township under the Integrated Township Project (ITP) (Erstwhile STP) of Government of Maharashtra. AIPL has received locational clearance on September 10, 2014. Further AIPL has received Letter of Intent for developing the ITP and complied almost of the conditions of ITP policy. Now AIPL is in the stage to commence construction on township land and monetize ITP land and hence AIPL is exploring various opportunities to develop the project including Joint Development of township land or Selling of land in Phases.

In view of above the Material Subsidiary might require to sell, transfer or otherwise dispose of the entire township land, in part or full. Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ National Company Law Tribunal. Similar requirement is given in Section 180 (1) (a) of the Companies Act, 2013 which provides that the Board shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of the members by a Special Resolution. As per the said provisions Undertaking shall means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year and accordingly the Company’s investment in AIPL exceeds 20% of its Net Worth. Hence, the Board is required to obtain the consent of the Company by way of Special Resolution.

The resolution at Item No. 6 is required to be passed by postal ballot as per the provisions of section 110 (1) read with the Companies (Management and Administration) Rules, 2014. Pursuant to the Companies (Amendment) Act, 2017, the newly inserted proviso to Section 110 provides that any item of business required to be transacted by means of postal ballot under clause (a) of Section 110, may be transacted at a general meeting by a company which is required to provide the facility to its members to vote by electronic means under Section 108, in the manner provided in that section. The Company is providing the facility to its members to cast their vote by electronic means and hence, the proposed resolution at Item No. 6 is placed at the annual general meeting for the approval of the members.

In view of above, the Board of Directors recommends the Special Resolution set out at Item no. 6 in the Notice for approval of members, as they feel the same to be in the best interest of the Company. Mr. Shivaji Akhade and Mr. Sudhir Mungase directors, shareholders and promoters of the Company are interested in this resolution being the directors, shareholders and promoters of AIPL to the extent of their shareholding rights in both the companies and Mr. Vijay Thanawala, Director of the Company is interested in this resolution being the director of AIPL to the extent of his directorship in the Company and rest of the Directors and Key managerial personnel of the Company may be interested in this resolution to the extent of transaction with subsidiary Company of the Company.

By Order of the Board of Directors of
Autoline Industries Limited

Ashish Gupta
Company Secretary & Compliance Officer
Pune, May 30, 2018 Membership No. : A16368

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

ANNEXURE - 1

Name of Directors	***Mr. Sudhir Mungase***	***Dr. Jayashree Fadnavis***
Date of Birth & Age	April 1, 1975 (43 Years)	August 15, 1962 (56 Years)
Qualification	Undergraduate	MBA, Diploma in ECE and Child Psychology, Ph. D. in Soft Skills
Expertise in specific Functional Areas & Experience	• Associated with manufacturing operations and maintenance activities of the Company for 15 years. • Acquired experience in sheet metal press operations. • Looks after the production and maintenance under the direct supervision and guidance of the Managing Director. • Actively involved in monitoring overall activities of Special Township Project of Autoline Industrial Parks Limited.	• Chief Executive Officer and Director of Elixir Group of Companies. • More than 29 years of experience in social and educational sectors. • Has worked as an executive coordinator for International Relations, World Peace Centre (UNESCO)-Paris • Has worked as a Director with Professional Aids for Management Administration & Communication (PAMAC) in Nagpur.
Terms & Conditions of Re-appointment	Same as per previous appointment	Same as per previous appointment
Last drawn Remuneration	₹ 2,00,000 per month	NA
Details of Remuneration sought to be paid	₹ 2,00,000 per month	Only sitting fees
Date of First appointment on Board	December 16, 1996	March 28, 2015
Names of listed entities in which the person holds the directorship and the membership of Committees of the Board	Nil except directorship in this Company	Nil except directorship in this Company and membership in the Company's Stakeholders' Relationship Committee.
Shareholding (either by them/ beneficial) in the Company	2126513	Nil
Relationship with other Directors, Manager or KMP	Mr. Sudhir Mungase is brother- in law of Mr. Shivaji Akhade, Managing Director of the Company.	NA
DIN	00006754	01690087

AUTOLINE

FORM NO. MGT-11

PROXY FORM

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

CIN : L34300PN1996PLC104510

Name of the Company : AUTOLINE INDUSTRIES LIMITED

Registered Office : Survey Nos. 313, 314, 320 to 323, Nanekarwadi, Chakan, Tal. Khed, Dist. Pune-410501.
Tel: +91-2135-664865/6, Fax: +91-2135-664864/53

Email : investorservices@autolineind.com

Website : www.autolineind.com

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

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

1. Name :……………………………………………………………………………………………
   Address: ……………………………………………………………………………………………
   Email ID:……………………………………………Signature: ______________________________or failing him / her
2. Name :……………………………………………………………………………………………
   Address: ……………………………………………………………………………………………
   Email ID:……………………………………………Signature: ______________________________or failing him / her
3. Name :……………………………………………………………………………………………
   Address: ……………………………………………………………………………………………
   Email ID:……………………………………………Signature: ______________________________

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on September 28, 2018 at 2:30 p.m. at Survey No. 291 to 295 Nanekarwadi, Chakan, Taluka Khed, Pune 410501 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution
Ordinary Business	
1.	To receive, consider and adopt the audited financial statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Sudhir Mungase (DIN : 00006754), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
Special Business	
3	To re-appoint Dr. Jayashree Fadnavis (DIN: 01690087) as an Independent Director.
4	To approve continuation of current term of Mr. Prakash Nimbalkar (DIN: 00109947), Independent Director.
5	To approve the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013.
6	To approve sale, transfer or disposal of assets held by material subsidiary of the Company.

Signed this ______________day of ___________________2018

Signature of member: __________________________________

Signature of Proxy holder(s): ____________________________

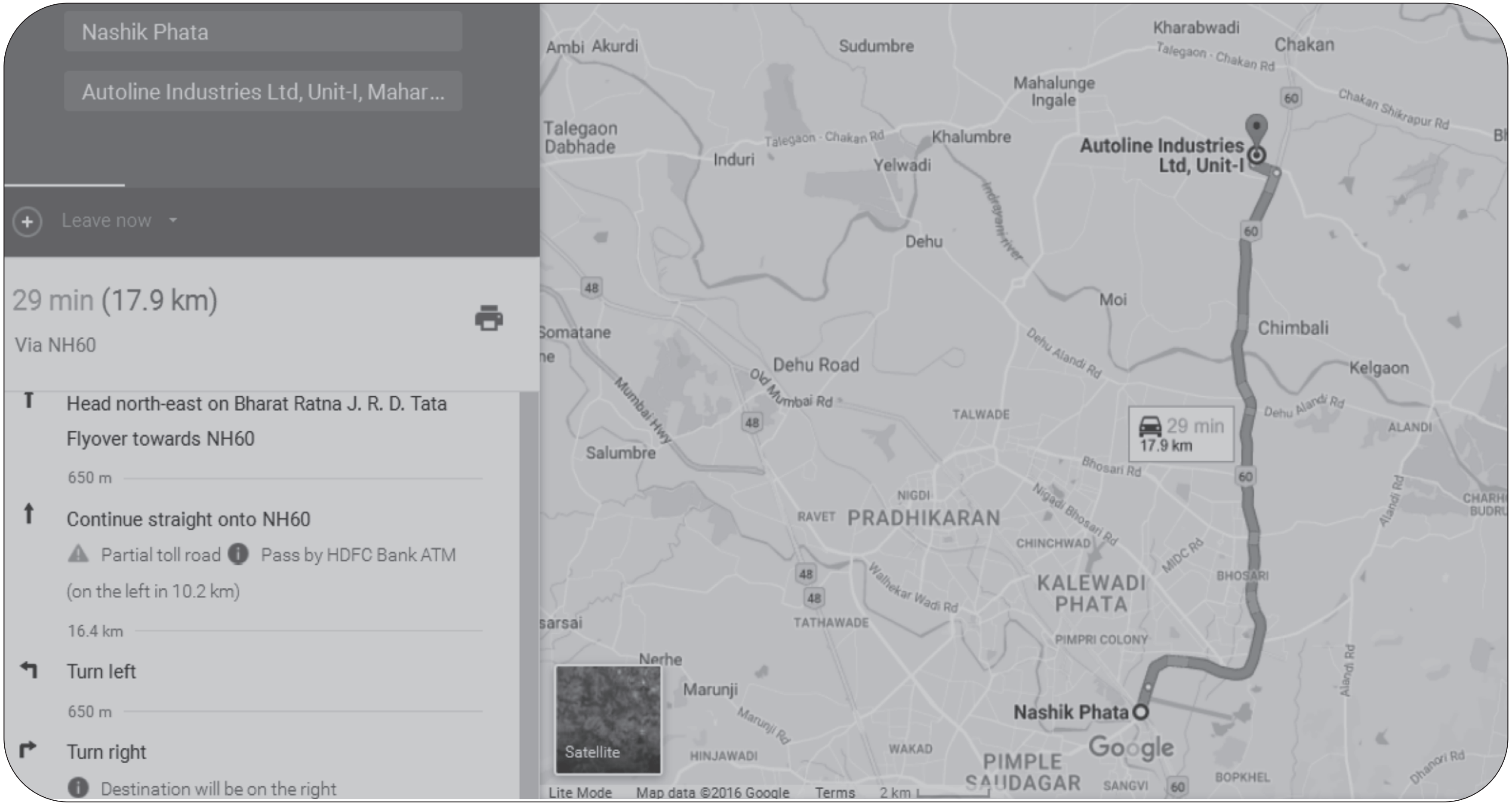
Affix
Revenue
Stamp

Note:

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

TEAR HERE

ROUTE MAP (FOR AGM VENUE)



Prominent Landmark of AGM Venue :- Near to the factory of Bosch Chassis Systems India Pvt. Ltd.

AUTOLINE INDUSTRIES LIMITED

CIN: L34300PN1996PLC104510
Registered Office: Survey Nos. 313, 314, 320 to 323 Nanekarwadi, Chakan, Tal: Khed, District Pune-410501
Tel: +91 2135-664865/6; **Fax:** +91 2135-664864
Website: www.autolineind.com; **Email:** investorservices@autolineind.com

ATTENDANCE SLIP

Sr.No.:

Registered Folio No. / DP ID & Client ID	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	
No. of Shares	

I/we hereby record my/our presence at the 22nd ANNUAL GENERAL MEETING of the Company being held on Friday, the 28th day of September, 2018 at 2:30 p.m. at Survey No. 291 to 295, Nanekarwadi, Chakan, Taluka Khed, Dist. Pune 410501.

Signature of the Shareholder/Proxy Present …………………………………………

Notes:

1) Shareholder/ Proxyholder wishing to attend the meeting must bring the Attendance slip to the meeting and handover at the entrance duly signed.
2) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User ID	PAN / Sequence Number
180821053		

Note: Please read the instructions printed under the Note no. 21 to the Notice dated May 30, 2018 of the 22nd Annual General Meeting. The Voting period starts from Tuesday, September 25, 2018 (09:00 a.m.) and ends on Thursday, September 27, 2018 (05:00 p.m.). The voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.