AUTOLINE

AUTOLINE INDUSTRIES LTD.

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

TÜVRheinland CERTIFIED
ISO/TS 16949:2009
www.tuv.com ID 1101019068

Date: October 8, 2016

To,
~~**BSE Limited,**~~
~~Phiroze Jeejeebhoy Towers,~~
~~Dalal Street,~~
~~Mumbai – 400001~~
~~**General Manager, Listing**~~
~~**Corporate Relations Department**~~

To,
National Stock Exchange of India,
Exchange Plaza, 5th floor, Plot No. C/1,
G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Vice President, Listing
Corporate Relations Department

Dear Sir,

Notice of Extraordinary General Meeting to be held on Wednesday, November 2, 2016

This is to inform that the Extraordinary General Meeting ("EGM") of the Company will be held on Wednesday, November 2, 2016 at 2:30 p.m. at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Taluka-Khed, District Pune -410501 for obtaining the approval of the Members of the Company for Preferential Issue of Equity Shares.

The Company is offering remote e-voting facility to its Members in respect of the business to be transacted at the EGM. The detailed instructions for the remote e-voting process are given in the Note No. 9 of the Notice of EGM.

The remote e-voting period commences on Sunday, October 30, 2016 (09:00 a.m.) and ends on Tuesday, November 1, 2016 (05:00 p.m.). During this period, the Members holding shares either in physical form or in demat form, as on the cut-off date of Wednesday, October 26, 2016, may cast their votes electronically.

This Notice is also being given pursuant to the requirement of Regulation 29 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 intimating the Company's proposal to hold the Extraordinary General Meeting for obtaining the approval of members for Issue of Equity Shares of the Company on Preferential Basis.

The Notice of EGM is attached herewith for your record and to do the needful in the matter.
Thanking you,

Yours truly,
For **Autoline Industries Limited**

Ashish Gupta
Company Secretary
Encl: as above

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

AUTOLINE INDUSTRIES LIMITED

CIN-L34300PN1996PLC104510
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
Website: www.autolineind.com; **Email:** investorservices@autolineind.com

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Autoline Industries Limited will be held on Wednesday, November 2, 2016 at 2:30 p.m. at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Taluka-Khed, District Pune- 410501, to transact the following business:

SPECIAL BUSINESS:

1. TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications thereto or reenactment thereof for the time being in force), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and various rules, circulars etc. issued by Foreign Investment Promotion Board ("FIPB") and subject to the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modifications thereto or reenactment thereof for the time being in force) ("SEBI ICDR Regulations") and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modifications thereto or reenactment thereof for the time being in force) ("SEBI LODR Regulations") and other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI Regulations"), Article 4 and other applicable provisions of the Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed and pursuant to the provisions of any act/rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India or any other statutory authority and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, Reserve Bank of India and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the Members be and is hereby given to the Board of Directors of the Company (the Board) to offer, issue and allot upto 28,00,000 (Twenty Eight Lakhs) Equity Shares of ₹ 10/- (Face Value) each, fully paid-up, in one or more tranches, on a preferential basis, at a price of ₹ 60/- (Rupees Sixty only) each (including premium of ₹ 50/- each at present) or at such price as may be arrived at in accordance with the Chapter VII of SEBI ICDR Regulations, whichever is higher, on such terms and conditions, including payment of full consideration before or at the time of allotment of above shares and in such manner as may be approved or finalized by the Board to the following proposed allottees as detailed herein below:

Name of the proposed allottees	No. of Shares to be allotted	PAN	Category
Sharjah Cement & Industrial Development Co.	1000000	AAKCS2624P	Foreign Corporate Body
Mr. Shivaji Akhade	525000	AARPA2434P	Promoter and Director
Mr. Sudhir Mungase	525000	AAVPM0793K	Promoter and Director
Mr. Rakesh Jhunjhunwala	500000	ACPPJ9449M	Individual, Non-Promoter
Mrs. Bhartiben Batavia	250000	AKZPB5757C	Non Resident Indian
Total	**2800000**		

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall rank pari-passu in all respect including as to dividend with the existing Equity Shares of the Company and shall be subject to the lock-in requirement as per SEBI ICDR Regulations and provisions of the Memorandum and Articles of Association of the Company and the "Relevant Date", as per SEBI ICDR Regulations, for the determination of price for the issue of the above mentioned shares, shall be October 3, 2016, being a date falling 30 days prior to the date of this Extraordinary General Meeting of members.

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or to any Director(s) or any Officer(s) of the Company, and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment, listing of the said equity shares and also to seek the listing of such equity shares from the stock exchanges where the existing equity shares of the Company are listed."

By Order of the Board of Directors of
Autoline Industries Limited

Sd/-
Ashish Gupta
Company Secretary & Compliance Officer

Pune, September 28, 2016
Registered Office: Survey Nos. 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 EXTRAORDINARY 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.

2. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Corporate members intending to send their authorized representatives 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.
4. Members are requested to bring their attendance slip along with their copy of notice of Extraordinary General Meeting to the Meeting.
5. 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.
6. 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.
7. Notice of Meeting, dated September 28, 2016 is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Physical copy of the Notice of Meeting dated September 28, 2016 is being sent by the permitted mode to the members who have not registered their email addresses.
8. Members may also note that the Notice of Meeting, dated September 28, 2016 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 10:00 a.m. to 1:00 p.m. on working days upto the date of this Meeting. 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.
9. 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 Meeting of the Company by electronic means through Central Depository Services (India) Limited (CDSL).

   The instructions for shareholders voting electronically are as under:

   (i) The voting period begins on Sunday, October 30, 2016 (09:00 a.m.) and ends on Tuesday, November 1, 2016 (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, October 26, 2016 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.

(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 as given in the 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 resolution 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 "RESOLUTIONS 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 login 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 on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (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.

10. 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. Wednesday, October 26, 2016. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purpose only.
11. Any person, who acquires equity shares of the Company and become member of the Company after dispatch of the notice calling this meeting and holding shares as of the cut- off date i.e. Wednesday, October 26, 2016, 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.
12. 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.
13. The scrutinizer shall, immediately after the conclusion of voting at the 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 the Board. The Chairman or a director authorized by the Board shall declare the result of the voting forthwith but not later than 48 hours of conclusion of the meeting.
14. 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.

ANNEXURE - 1

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Company is going through liquidity crunch at present and to support its financial requirements the Company needs infusion of long term fund. In view of the same the Board at its meeting held on September 28, 2016, subject to necessary approval(s), has approved the proposal for raising funds by way of issue of fresh equity shares on preferential basis to mobilize funds for working capital requirements, repayment of loans as may be identify by the Board of the Company, funding current/future expansion plans/ activities and general corporate purposes.

Disclosures/Information as required under Regulation 73 of the SEBI ICDR Regulations and The Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debenture) Rules, 2014 for Preferential Issue are as under:

1) **Object of the preferential issue:** To mobilize funds for working capital requirements, repayment of loans as may be identified by the Board of the Company, funding current/future expansion plans/activities and general corporate purposes.

2) **The total number of shares to be issued:** The Board intends to offer, issue and allot upto 28,00,000 (Twenty Eight Lakhs only) equity shares of the Company, having face value of ₹ 10/- (Rupees Ten) each, at a price of ₹ 60/- (Rupees Sixty Only) per equity share or at such price as may be determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI ICDR Regulations, whichever is higher (Issue Price).

3) **The price at which the allotment is proposed:** The issue price is ₹ 60/- (Rupees Sixty Only) per equity share (including premium of ₹ 50/- per share at present) or such price as may be determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI ICDR Regulations, whichever is higher.

   Since the Company's shares are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), the trading price of securities of the Company on both the stock exchanges is taken into consideration for determining the pricing of securities to be allotted on preferential basis. The issue price of ₹ 60/- (Rupees Sixty Only) per share, is higher than the price estimated by the management of the Company as per the relevant price on the BSE and NSE. The final price shall be determined on the Relevant Date (i.e. October 3, 2016) which in any case would not be less than ₹ 60/- per equity share (including premium of ₹ 50/- per share) by taking into consideration the prices quoted on BSE and NSE (any of the Stock Exchange in which the highest trading volume in the equity shares of the Company has been recorded during the preceding twenty six weeks prior to the relevant date) being higher of followings (in terms of Regulation 76(1) of the SEBI ICDR Regulations):

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

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

4) **Basis on which the price has been arrived at along with report of the registered valuer:** Not Applicable as the issue price is/will be arrived at in accordance with Regulation 76 (1) of the SEBI ICDR Regulations.

5) **Relevant date with reference to which the price has been arrived at:** The "Relevant Date" in terms of Regulation 71 of the SEBI (Issue of Capital and Disclosures Requirements) Regulations for determination of price is October 3, 2016, being a date falling 30 (thirty) days prior to the date of this Meeting to approve the proposed preferential issue.

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

7) **The Proposal of the Promoters, directors or key management personnel to subscribe to the offer:** Mr. Shivaji Akhade, Managing Director and Mr. Sudhir Mungase, Whole-time Director who belong to the promoter group will be subscribing to 5,25,000 equity shares each on preferential basis. Except for the above proposed allottees, none of other promoters, directors or key management personnel intend to subscribe to any equity shares pursuant to this preferential issue.

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

9) **The identity of the Proposed Allottees, the percentage of post issue capital that may be held by the Proposed Allottees:** Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees and other details are as under:

Sr. No	Identity of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-issue		Proposed Allotment	Post Issue*	
				No. of Shares	%	No. of Shares	No. of Shares	%
1	Sharjah Cement & Industrial Development Co.	Sharjah Cement & Industrial Development Co., Sharjah, UAE, which is Listed on Abu Dhabi Securities Exchange	Foreign Corporate Body	0	0.00	1000000	1000000	6.24
2	Mr. Shivaji Akhade	Mr. Shivaji Akhade	Promoter and Director	1078681	8.15	525000	1603681	10.00
3	Mr. Sudhir Mungase	Mr. Sudhir Mungase	Promoter and Director	1045958	7.91	525000	1570958	9.80
4	Mr. Rakesh Jhunjhunwala	Mr. Rakesh Jhunjhunwala	Individual, Non-Promoter	520000	3.93	500000	1020000	6.36
5	Mrs. Bhartiben Batavia	Mrs. Bhartiben Batavia	Non-Resident Indian	27000	0.20	250000	277000	1.73

*Assuming full allotment of Equity Shares issued pursuant to this preferential offer i.e. 28,00,000 Equity Shares.

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

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

12) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable, as allotment is not proposed to be made for consideration other than cash.

13) **The Shareholding Pattern of the Company pre and post preferential issue:** Pre Issue details as on September 23, 2016 being the latest practicable date prior to the approval of Board of the Company and issuance of notice to the shareholders.

Sr. No.	Category	Pre Issue		Post Issue*	
		No. of shares held	% of holding	No. of shares held	% of holding
A	**Promoter's Holding**				
1	**Indian**				
a	Individual	3140567	23.74	4190567	26.14
b	Bodies Corporate	1000000	7.56	1000000	6.24
2	**Foreign Promoters**	**0**	**0.00**	**0**	**0.00**
	Total Promoter's Holding A (1) + A (2) = A	**4140567**	**31.29**	**5190567**	**32.38**
B	**Non- Promoter's Holding**				
1	**Institutional Investors**	**200332**	**1.51**	**200332**	**1.25**
2	**Non Institutions**				
a	Private Corporate Bodies	770621	5.82	770621	4.81
b	Directors and relatives	134575	1.02	134575	0.84
c	Indian Public	6454014	48.78	6954014	43.38
d	Non Resident Indians (Including Repat and Non Repat)	508277	3.84	758277	4.73

Sr. No.	Category	Pre Issue		Post Issue*	
		No. of shares held	% of holding	No. of shares held	% of holding
e	Foreign Companies	123462	0.93	1123462	7.01
f	Others	899206	6.80	899206	5.61
	Total Non- Promoter's Holding B (1) + B (2) = B	**9090487**	**68.71**	**10840487**	**67.62**
	TOTAL = A + B	**13231054**	**100.00**	**16031054**	**100.00**

*Assuming full allotment of Equity Shares issued pursuant to this preferential offer i.e. 28,00,000 Equity Shares.

14) **Lock in Requirements:** The securities to be allotted to Proposed Allottees pursuant to this preferential offer shall be locked in for such period as may be specified under Regulation 78 of the SEBI ICDR Regulations and/or any other applicable provisions for the time being in force.

15) **Auditors' Certificate:** A Certificate from Statutory Auditors of the Company M/s. A. R. Sulakhe & Company, Pune as required under Regulation 73 of SEBI (ICDR) Regulations, 2009, will be made available for inspection at the Registered Office of the Company between 10:00 a.m. to 1:00 p.m. on all working days upto the date of the Meeting.

16) **Undertaking to re-compute the price:** The Company undertakes that if the price determined under the SEBI ICDR Regulations on the Relevant Date is more than ₹ 60/-, it will re-compute the price of the equity share to be allotted and the proposed allottees would be required to pay for the differential amount, if any, before the equity shares are allotted to them.

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

18) **Disclosure under Regulation 73 (1) (h) of SEBI ICDR Regulations:** Not applicable, as none from the issuer, its promoter or directors are wilful defaulters.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the persons who at the date of the offer are holders of equity shares of the Company, in the manner laid down in the Section unless the members in general meeting decide otherwise by passing a Special Resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI ICDR Regulations and other applicable provisions and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The members are therefore, requested to accord their approval to the Special Resolution authorizing the Board to go ahead with the proposed preferential issue as set out in this notice.

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

By Order of the Board of Directors of
Autoline Industries Limited

Sd/-
Ashish Gupta
Company Secretary & Compliance Officer

Pune, September 28, 2016
Registered Office: Survey Nos. 313, 314, 320 to 323 Nanekarwadi,
Chakan, Taluka- Khed, District- Pune 410501
CIN: L34300PN1996PLC104510
E-mail: investorservices@autolineind.com

AUTOLINE INDUSTRIES LIMITED

CIN-L34300PN1996PLC104510

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

Website: www.autolineind.com; **Email:** investorservices@autolineind.com

ATTENDANCE SLIP

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 record my / our presence at the Extraordinary General Meeting of the Company to be held on Wednesday, November 2, 2016 at 2:30 p.m. at Survey Nos. 291 to 295, Nanekarwadi, Chakan, Tal. Khed, Dist. Pune-410501, India

_____ _____

Member's / Proxy's name in Block Letters Member's / Proxy's Signature

Note: Please fill in the name & other particulars and sign this Attendance Slip and deposit the same with the Company Officials at the venue of the Meeting.

AUTOLINE

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 Extra-ordinary General Meeting of the Company to be held on Wednesday, November 2, 2016 at 02:30 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	Optional #	
		For	Against
Special Business			
1	To Offer, Issue and Allot Equity Shares on Preferential Basis		

Signed this _____day of _____2016

Signature of member: _____

Signature of Proxy holder(s): _____

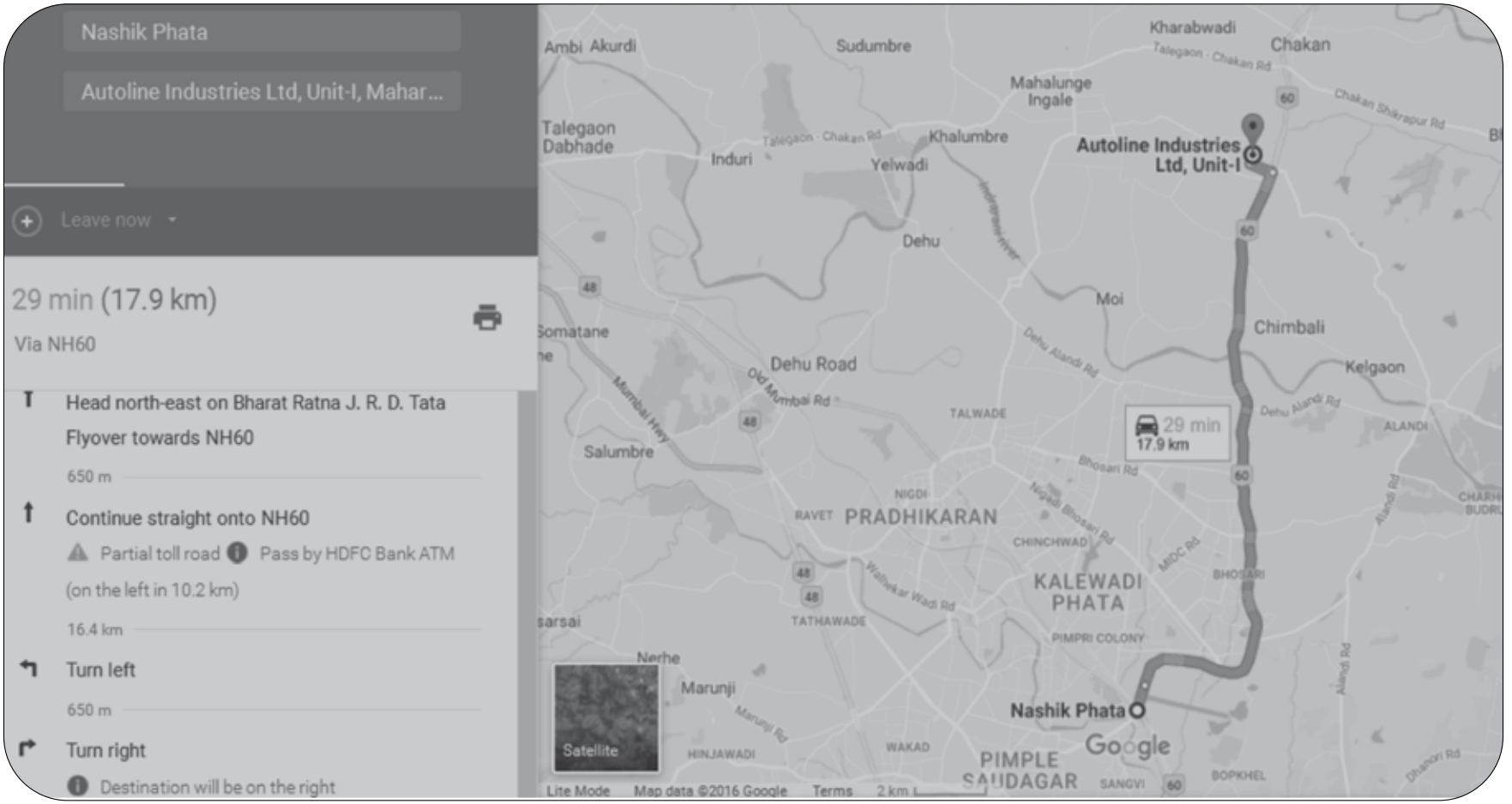
Affix Revenue Stamp

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. # This is only optional. Please put 'X' in the appropriate column against the respective resolutions indicated in the Box. If you leave the 'For', or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

TEAR HERE

ROUTE MAP (FOR THE MEETING VENUE)



Prominent Landmark near the venue of the Meeting is the factory of Bosch Chassis

NOTES