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

26th November, 2014

To,

The Bombay Stock Exchange Limited,
First Floor, New Trading Ring,
Street, Rotunda Building,
Fort, Mumbai – 400 001
General Manager, Listing
Corporate Relations Department

The National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1, G Dalal
Block, Bandra Kurla Complex, Bandra
(East) Mumbai - 400 051
Vice President, Listing
Corporate Relations Department

Dear Sir/ Madam,

Sub: Intimation of Postal Ballot Result

Ref. - Scrip Code: BSE – 532797

: NSE - AUTOIND

With reference to the above subject we furnish, in the Annexure the details regarding the voting results as set out in the Postal ballot Notice dated 14th October, 2014 in the format prescribed under clause 35A of the Listing Agreement as amended.

We wish to inform you that the said Resolutions have been passed with requisite majority.

You are requested to kindly take the same on the record.

Thanking you,

Yours faithfully,

For Autoline Industries Limited

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

(Umesh Chavan)

Executive Director

AUTOLINE

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TÜV CERT DIN EN ISO 9001 : 2008 ISO. TS 16949 : 2009 Certificate:01 111 049215

TÜV Rheinland

INFORMATION IN TERMS OF CLAUSE 35A OF THE LISTING AGREEMENT

Resolution Passed	Special – See agenda wise details below
Mode of Voting	Postal Ballot and E-Voting
Date of Postal Ballot Notice	14th October, 2014
Record date for reckoning voting right	10th October, 2014
Date of dispatch of Notice	21st October, 2014
Total No. of Shareholders on record date	16122

Agenda-wise

The mode of voting for all the resolutions was:

1) e-voting conducted between 26th October, 2014 to 24th November, 2014 and
2) Postal Ballots received between 26th October, 2014 to 24th November, 2014

Given below are the resolution wise combined results of e-voting and Postal Ballots.

Resolution 1: Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company in respect of borrowings under Section 180(1)(a) of the Companies Act, 2013 upto ₹ 500 Crores

(Special Resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in Favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)] *100	[7]=[(5)/(2)] *100
Promoter and Promoter Group	2863309	2828309	98.778%	2828309	0	100%	0.000%
Public-Institutional holders	0	0	0.000%	0	0	0.000%	0.000%
Public-Others	1427700	1427450	99.982%	1403461	23989	98.319%	1.681%
Total	**4291009**	**4255759**	**99.179%**	**4231770**	**23989**	**99.436%**	**0.564%**

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

Resolution 2: **Sale of entire equity stake in Company's Wholly Owned foreign Subsidiary – Autoline Industries USA, Inc. and all its step down subsidiaries viz. Autoline Stampings Limited, Korea, Autoline Industries (Shanghai) Co. Ltd., China, Autoline Industries GmbH, Germany and members' interest in Autoline Industries Indiana, LLC, USA**

(Special Resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in Favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)] *100	[7]=[(5)/(2)] *100
Promoter and Promoter Group	2863309	2828309	98.778%	2828309	0	100.000%	0.000%
Public-Institutional holders	0	0	0.000%	0	0	0.000%	0.000%
Public-Others	1427700	1427284	99.971%	1404318	22966	98.391%	1.609%
Total	**4291009**	**4255593**	**99.175%**	**4232627**	**22966**	**99.460%**	**0.540%**

Resolution 3: **Granting loans, making investments in securities and giving guarantees or securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013**

(Special Resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in Favour	No. of Votes - against	% of Votes in Favour on votes polled	% of Votes against on votes polled
	[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)] *100	[7]=[(5)/(2)] *100
Promoter and Promoter Group	2863309	2828309	98.778%	2828309	0	100.00%	0.000%
Public-Institutional holders	0	0	0.000%	0	0	0.000%	0.000%
Public-Others	1427700	1427284	99.971%	1397540	29744	97.916	2.084
Total	**4291009**	**4255593**	**99.175%**	**4225849**	**29744**	**99.301**	**0.699**

Note: All the aforesaid resolutions were passed with requisite majority.

For Autoline Industries Limited

(Umesh Chavan)
Executive Director

AUTOLINE

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RESULT OF POSTAL BALLOT (INCLUDING E-VOTING)

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and in compliance of Clause 35B of the Listing Agreement, the Company had conducted the process of Postal ballot including e-voting for seeking the consent of Shareholders, on the resolutions stated in the Notice of the Postal Ballot dated 14th October 2014 read with explanatory statement attached thereto.

The Company had offered e-voting facility through National Securities Depository Limited to all the Members of the Company in compliance with the aforesaid provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement to enable them to cast their vote electronically.

The Board of Directors had appointed Mr. Sunil Nanal, Practicing Company Secretary as the Scrutinizer for Postal Ballot. The Scrutinizer has carried out the scrutiny of all the votes received through electronic as well as Postal Ballot Form up to the close of working hours on 24th November, 2014 and submitted his Report on 25th November, 2014.

The consolidated Results as per the Scrutinizer's report dated 25th November, 2014 is as follows:

Particulars		**% Votes in Favour**	**% Votes Against**
Resolution No.1 (Special Resolution)	Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company in respect of borrowings under Section 180(1)(a) of the Companies Act, 2013 upto ₹ 500 Crores	99.436	0.564
Resolution No.2 (Special Resolution)	Sale of entire equity stake in Company's Wholly Owned foreign Subsidiary – Autoline Industries USA, Inc. and all its step down subsidiaries viz. Autoline Stampings Limited, Korea, Autoline Industries (Shanghai) Co. Ltd., China, Autoline Industries GmbH, Germany and members' interest in Autoline Industries Indiana, LLC, USA	99.460	0.540
Resolution No.3 (Special Resolution)	Granting loans, making investments in securities and giving guarantees or securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013	99.301	0.699

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

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of Postal Ballot dated 14th October 2014 have been duly approved by the Shareholders with requisite majority.

For **Autoline Industries Limited,**

(Umesh Chavan)
Executive Director

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SPECIAL RESOLUTIONS PASSED BY POSTAL BALLOT ON 26TH NOVEMBER 2014

1) **Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company in respect of borrowings under Section 180(1)(a) of the Companies Act, 2013 upto ₹ 500 Crores :**

"**RESOLVED THAT** in supersession of earlier Ordinary Resolution passed by Members under Section 293(1)(a) of the Companies Act, 1956 by way of Postal Ballot on 27th September, 2008 and pursuant to the provisions of Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as may be necessary, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred by this resolution and with the power to delegate such authority to any person or persons) to mortgage and/or charge and/or hypothecation and/or lease and/or assign, in addition to mortgage(s) and/or charge(s) and/or hypothecation(s) and/or assignment(s) created/to be created by the Company in such form and manner and with such ranking as to priority and at such time and on such terms as the Board may determine, on all or any of the movable and/ or immovable, tangible and/or intangible properties of the Company , wherever situate, both present and future, and/or the Whole or any part of undertaking(s) of the Company in favour of various bank(s), financial institution(s), lender(s), agent(s), trustee(s) for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and/or advances including credit facilities and/or securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non- detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued or to be issued by the Company from time to time of an aggregate value not exceeding ₹ 500 Crores (Rupees Five Hundred Crores Only) together with interest thereon at the respective agreed rates, compound interest, additional interest, accumulated interest, liquidated damages, premia on prepayment or on redemption, costs, charges , expenses including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other money(ies) payable by the Company in terms of loan agreement(s) and other money(ies) payable by the Company to the lenders in terms of loan agreement(s) and/or any other document(s) entered into/to be entered into between the Company and the bank(s), financial institution(s), lenders(s) / agent(s) / trustee(s) in respect of said loans / borrowings / debentures / securities and containing such specific terms and conditions and Covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors (including any Committee thereof) and bank(s), financial institution(s) lender(s), agent(s) and trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or its Committee be and is hereby authorized to negotiate and finalise with the existing charge holders, lenders and new Bank(s) / Institution(s) / Public Financial

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

Institution(s) / Bodies Corporate / Security Trustee(s), terms and conditions including the nature of ranking of charge and / or mortgage, documents/ deeds/ writings / papers/ agreements as may be required for creation of mortgage and / or charge and to do all such acts, deeds, matters and things as may in their absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulty or doubts relating thereto that may arise in regard to creating mortgage/ charge as aforesaid."

2) **Sale of entire equity stake in Company's Wholly Owned foreign Subsidiary – Autoline Industries USA, Inc. and all its step down subsidiaries viz. Autoline Stampings Limited, Korea, Autoline Industries (Shanghai) Co. Ltd., China, Autoline Industries GmbH, Germany and members' interest in Autoline Industries Indiana, LLC, USA:**

"**RESOLVED THAT** pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013, Clause 49 (V) of the Listing Agreement and other applicable provisions of the Companies Act, 2013, read with the applicable rules thereunder (including any statutory modification(s) or re-enactment thereof as may be in force), and/ or the applicable Rules, Regulations, Notifications, and circulars if any, issued by the Securities and Exchange Board of India, from time to time, the Reserve Bank of India, the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by appropriate authorities and subject to provisions of the Foreign Exchange Management Act,1999 (including any statutory modification(s) or re-enactment thereof as may be in force), the Equity Listing Agreements entered into by the Company with BSE Ltd. and National Stock Exchange of India Limited, where the Company's equity shares are listed and all other relevant authorities, and other applicable laws, if any, and relevant provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions, and / or sanctions if any, of the Shareholders, Government of India, Reserve Bank of India, Securities and Exchange Board of India and any other appropriate authority(ies), bank(s), financial institution(s), or body (ies) whether in India or outside India, as may be necessary and subject to such conditions as may be prescribed by them in granting any such approval, permission, consent, sanction, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell or otherwise dispose of entire equity stake consisting of 1,000 fully paid and non-assessable shares of the Common Stock in its Wholly Owned foreign Subsidiary – Autoline Industries USA, Inc. and all its subsidiaries viz- Autoline Stampings Limited, Korea, Autoline Industries (Shanghai) Co. Ltd., China, Autoline Industries GmbH, Germany and members' interest in Autoline Industries Indiana, LLC, USA ("Proposed Transaction"), at a minimum sale consideration of USD 4,000,000 (USD Four Million only), as may be agreed between the proposed buyer and the Company, as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter called "the Board" and which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute to exercise its powers including powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to negotiate and finalise the terms and conditions of the Proposed Transaction and do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, and expedient for such purpose, including without limitation, issuing clarifications, to execute



necessary documents including but not limited to Letter of Intent, Escrow Agreements, Pledge Agreements , Stock/Share Purchase Agreements, and enter into contract, arrangements, agreements, documents, (including appointment of agencies, intermediaries and advisors) resolving all questions of doubt that may arise in this regard and to authorise such person(s) as may be necessary in connection therewith and incidental thereto as the Board of Directors in its absolute discretion deem fit."

3) **Granting loans, making investments in securities and giving guarantees or securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013;**

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loan (s) to any person or other body corporate and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any other body corporate or person and / or to acquire by way of subscription, purchase or otherwise the securities of any other body corporate up to a limit not exceeding ₹ 300 Crores (Rupees Three Hundred Crores only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and / or securities so far acquired or to be acquired in all Bodies Corporate may exceed the limits prescribed under the said Section.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or Executive Director the Principal Officer of the Company and generally to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary, proper, expedient, incidental or appropriate, on behalf of the Company for the purpose of giving effect to the aforesaid Resolution."

For Autoline Industries Limited

(Umesh Chavan)

Executive Director

3-4, 'Aishwarya Sankul', S. No. 17, G. A. Kulkarni Path, Opp. Joshi Railway Museum, Kothrud, Pune - 411 038, India
Tel. : +91-020-2546 6265, 6520 4591, 6529 6055 Tel/Fax : 2546 1561

KANJ & ASSOCIATES
COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZERS REPORT

To,

The Chairman,
Autoline Industries Limited
S. No. 291 to 295, Nanekarwadi,
Chakan, Taluka Khed,
District – Pune – 410 501.

Special Resolutions for consideration by Members of Autoline Industries Limited ('the Company') for passing by Postal Ballots which includes voting by electronic means 'e-voting' pursuant to Section 108, 110 of the Companies Act, 2013 ('the Act') and Rules made thereunder and Clause 35B of the Listing Agreement.

Dear Sir,

I, CS Sunil Nanal, Partner, M/s KANJ & Associates, Pune appointed as a Scrutinizer for the following purposes:

1. E-Voting process conducted between 26th October, 2014 and 24th November, 2014 (both days inclusive) for passing of below mentioned Special Resolutions by members in terms of Section 108 of the Companies Act, 2013, Rules made thereunder, clause 35B of the Listing Agreement and all other applicable provisions of the Act and Listing Agreement.

2. Postal Ballot taken between 26th October, 2014 and 24th November, 2014 (both days inclusive) to consider passing the below mentioned Special Resolutions, as per Section 110 of the Companies Act, Rules made thereunder and all other applicable provisions of the Act and Listing Agreement.

I submit a consolidated report as under:

1. After the time fixed for closing of the e-Voting process, i.e. 24th November, 2014 at 6.00 p.m., a final electronic report of the e-Voting process was generated by me by accessing the data available to me on Tuesday 25th November, 2014 at 10.25 a.m. form the website: https://www.evoting.nsdl.com of National Securities Depository Limited 'NSDL' using my login credentials. Data regarding the final e-Votes was diligently scrutinized and reconciled with the data made available as mentioned above.

2. In respect to the Postal Ballot completed by reaching self-addressed pre-postage paid sealed envelopes to me at Link Intime India Private Limited's office at Pune. After the time fixed for closing of the Postal Ballot, envelopes were opened and the poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

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

The cumulative result of the e-Voting process and the Postal Ballot is as under:

a) **As a Special Resolution - Item No. 1 passed with requisite majority**

Creation of mortgage and or/charge on all or any of the movable and/or immovable properties of the Company in respect of borrowing under Section 180(1)(a) of the Companies Act, 2013 up to Rs. 500 Crore:

- **E-Voting process:**

(I) Voted **in favour** of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	15973	90.075%

(II) Voted **against** the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	1760	9.925%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.000%

- **Postal Ballots received:**

(I) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	4215797	99.475%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	22229	0.525%

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

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0.00	0.00

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	4231770	23989	0.00
% of Total number	99.436%	0.564%	0.000%

b) As a Special Resolution- Item No. 2 passed with requisite majority

Sale of entire equity stake in Company's Wholly Owned Foreign Subsidiary – Autoline Industries USA Inc and all its step down Subsidiaries viz. Autoline Stampings Limited, Korea, Autoline Industries (Shanghai) Co. Ltd., China, Autoline Industries GmbH, Germany and members' interest in Autoline Industries Indiana, LLC, USA:

E-Voting process:

(I) Voted **in favour** of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	16976	95.731%

(II) Voted **against** the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	0.000	4.269%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.000%

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

- **Postal Ballots received:**

(I) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	4215651	99.476%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	22209	0.524%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0.00	0.00

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	4232627	22966	0.00
% of Total number	99.460%	0.540%	0.000%

c) As a Special Resolution - Item No. 3 passed with requisite majority

Granting loans, making investments in securities and giving guarantees or securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013:

- **E-Voting process:**

(I) Voted **in favour** of the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	11303	63.740%

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

(II) Voted **against** the resolution:

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	6430	36.260

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.000%

- **Postal Ballots received:**

(I) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
43	4214546	99.450%

(II) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	23314	0.550%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0.00	0.00

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	4225849	29744	0.00
% of Total number	99.301%	0.699%	0.000%

Note: The figures in percentage have been calculated and rounded off.

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

5. A Compact Disc (CD) containing exhaustive details of the voting patterns of each of the aforementioned resolutions for both the e-Voting process and the Postal Ballots received is enclosed.

6. The electronic data along with the poll papers and all other relevant records relating to the e-Voting process and the Postal Ballots received were sealed and handed over to the Chief Financial Officer for safe keeping.

Thanking You,

Yours faithfully,



Sunil Nanal
Partner
KANJ & Associates,
Practicing Company Secretaries,

Place: Pune
Date 25th November, 2014
(Scrutinizer)