

October 20, 2015

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: Postal Ballot Notice

Ref. - Scrip Code: BSE – 532797

: NSE - AUTOIND

Pursuant to clause 34 of the Listing Agreement, we are submitting herewith Postal Ballot Notice dated September 29, 2015 along with Postal Ballot Form seeking consent of the members through Special Resolution for Issue of Equity Shares on Preferential Basis by means of post ballot.

The Company is availing e-voting services of NSDL.

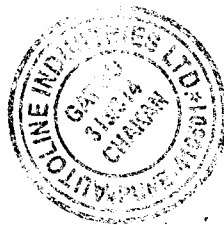
Voting through Electronic Mode and Postal Ballot would commence from Wednesday, October 21, 2015 at 9:00 a.m. and end on Thursday, November 19, 2015 at 5:00 p.m. and for this purpose the cut-off date (record date) is fixed as Friday, October 9, 2015.

Please take the same on record. Thanking you,

Yours truly,

For **Autoline Industries Limited**


Ashish Gupta
Company Secretary & Compliance Officer



Encl: as above



AUTOLINE INDUSTRIES LIMITED

CIN-L34300PN1996PLC104510

Regd. 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

Dear Member(s),

**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014**

Notice is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “Companies Act, 2013”, which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the “Rules”, which shall include any statutory modifications, amendments or re-enactments thereto) and Clause 35B of the equity listing agreement executed with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited (Stock Exchanges) and Secretarial Standards on General Meeting issued by the Council of the Institute of Company Secretaries of India (Secretarial Standard-2), for seeking approval of the Shareholders by way of Special Resolution as set-out in this Notice through Postal Ballot (which includes voting by electronic means).

To facilitate wider participation in the approval process by the Shareholders residing at different locations, the Board of Directors of the Company has decided to obtain the consent of the Shareholders for the matter as contained in this notice through Postal Ballot instead of convening a General Meeting of the Shareholders. Section 110 of the Companies Act, 2013 and the Rules made thereunder provide for passing of resolutions by postal ballot.

The Members of the Company are requested to consider passing the draft Special Resolutions as appended below by way of Postal Ballot in terms of Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules.

The Explanatory Statement pertaining to the Special Resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Board of Directors has appointed Mr. Dinesh Joshi, Partner, KANJ & Associates, Practicing Company Secretaries, Pune as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to pursue the proposed Resolution along with its respective Explanatory Statement and to carefully read the instructions printed overleaf of the Postal Ballot Form and thereafter send your assent (for) or dissent (against) by filling-up the necessary details and putting your signature at the marked place in the Postal Ballot Form and returning the Form in original duly completed, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours (5:00 p.m.) on November 19, 2015. However, envelopes containing Form, if deposited in person or sent by courier or by registered post at the expense of the registered Member, will also be accepted. Please note that your assent / dissent received after November 19, 2015 would be strictly treated as if a reply from you has not been received.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has engaged National Securities Depository Limited (“NSDL”) to provide

e-voting facilities to the Members. As an alternative to the Postal Ballot voting, Members may choose to vote using e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

The e-voting facility will be available at the link: <https://www.evoting.nsdl.com/> starting from 9:00 a.m. on October 21, 2015 until 5:00 p.m. on November 19, 2015.

The Scrutinizer will submit his report to the Chairman or in his absence, to any director authorized by him/board of the Company, after completion of the scrutiny of physical Postal Ballot Forms and e-voting, and the result of the same will be announced at or before 5:00 p.m. on November 21, 2015, at the Registered Office of the Company at Survey Nos. 313, 314, 320 to 323 Nanekarwadi, Chakan, Tal; Khed, Dist. - Pune-410501. The result of the Postal Ballot shall also be displayed on the Notice Board at the Registered Office of the Company and also hosted on the Company's website: www.autolineind.com as well as on the website of National Securities Depository Limited besides being communicated to the Stock Exchanges. The Resolution, if approved, will be taken as effectively passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e., November 19, 2015, in terms of the provisions of Secretarial Standards-2 and shall be deemed to have been duly passed at a general meeting convened in that behalf.

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 modification thereto or reenactment thereof for the time being in force) and subject to the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modification thereto or reenactment thereof for the time being in force) (hereinafter SEBI Regulation) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India, 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, thereto 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 to offer, issue, and allot upto 8,90,000 (Eight Lakh Ninety Thousand) Equity Shares of Rs.10/- (Face Value) each, fully paid-up, in one or more tranches, on a preferential basis, at a price of Rs.70/- (Rupees Seventy only) each (including premium of Rs.60/- each) or at such price as may be arrived at in accordance with the Chapter VII of SEBI Regulation, whichever is higher, on such terms and conditions, including payment of monies as may be approved or finalised by the Board of Directors to the following proposed allottees as detailed herein below:

Name of the proposed allottee	No. of Shares to be allotted	PAN	Category
Mr. Shivaji Akhade	4,45,000	AARPA2434P	Promoter and Director
Mr. Sudhir Mungase	4,45,000	AAVPM0793K	Promoter and Director
TOTAL	8,90,000		

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects and shall be subject to the lock-in requirement as per SEBI Regulation and provisions of the Memorandum and Articles of Association of the Company and the “Relevant Date” for the preferential issue, as per SEBI Regulations, for the determination of price for the issue of the above mentioned shares,

shall be October 20, 2015 being the date 30 days prior to the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 & 62 of the Companies Act, 2013 and all other applicable provisions, the Board of Directors of the Company 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 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 and to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors 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 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
For, **Autoline Industries Limited**

Sd/-
Ashish Gupta
Company Secretary & Compliance Officer

Pune, September 29, 2015

Reg. Office: Survey Nos. 313, 314, 320 to 323

Nanekarwadi, Chakan, Tal: Khed, Dist. - Pune-410501

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as **ANNEXURE I**.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. October 9, 2015.
3. This Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company/share transfer agent of the Company (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by the DPs. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through courier / registered post.
4. In compliance with Clause 35B of the Equity Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 including rules made thereunder, if any, the Company is pleased to offer the option of e-voting facility to all the Shareholders of the Company. For this purpose, the Company has availed the said facility from National Securities Depository Limited (“NSDL”) for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of physical mode.

5. Please note that e-voting is optional. Kindly note that the Members can opt for only one mode of voting i.e., either by physical form or e-voting. If the Members opt for e-voting, then they should not vote through physical form and vice versa. However, in case Members cast their vote through physical form and e-voting, then voting done through e-voting shall be considered and voting done through physical form will be ignored by the scrutinizer.
6. The Postal Ballot Notice along with Postal Ballot Form shall be uploaded on the Company's website viz., www.autolineind.com and on the website of NSDL viz., www.evoting.nsdl.com.
7. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Sunday and public holiday upto November 21, 2015.

8. Instructions for Voting:

A. Voting through Physical Postal Ballot Form

A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) by placing the tick mark (✓) at the appropriate box and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer before 5:00 p.m. on November 19, 2015. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted. Voting through Postal Ballot Form provided by the Company will be considered valid, no other form will be permitted/ accepted.

Members who have not received the postal ballot form or who have misplaced the postal ballot form may request for duplicate Postal ballot form or for any queries/grievances connected with voting through postal ballot may write to the Company Secretary at the Registered office address of the Company or send an e-mail at investorservices@autolineind.com or contact on phone No.: 02135-664857.

B. E-Voting Facility

In case of Members receiving Notice by e-mail:

- i. Open the e-mail and also open PDF file namely "AIL Postal Ballot e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of Autoline Industries Limited. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.

- xi. Once the vote on the resolution is casted, the Member shall not be allowed to change it subsequently.
- xii. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dinesh.joshi@kanjcs.com, with a copy marked to evoting@nsdl.co.in.

In case of Members receiving Physical Notice of Postal Ballot by Courier / Registered Post:

Members are requested to follow the instructions below to cast their vote through e-voting:

- i. User ID and Password for e-voting is provided at the bottom of the postal ballot form. Please note that the password is an initial password.
 - ii. Please follow all steps from SI. No. (ii) to SI. No. (xii) of above notes no. 8 (B), to cast vote.
9. The e-voting period will commence on October 21, 2015, (9:00 a.m.) and ends on November 19, 2015 (5:00 p.m.) (Both days inclusive). The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
 10. During the period of October 21, 2015 to November 19, 2015, members, holding shares either in physical form or in dematerialized form as on the cut-off date of October 9, 2015, may cast their vote electronically or by way of postal ballot and their voting rights 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. October 9, 2015

General Instructions for e-voting:

- In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Asst. Manager, NSDL, Trade World, A wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai 400013, Maharashtra or at the designated email ids.: evoting@nsdl.co.in or rajivr@nsdl.co.in or at telephone no: 022-2499 4600 who will address the grievance connected with the voting by electronic means.
- If you are already registered with NSDL for e-voting, then you can use your existing User ID and password for casting your vote.
- You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).

ANNEXURE I

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

At present the Company is confronting with the liquidity problem and to support its financial requirements the Company needs infusion of long term fund. In view of the same the Board of Directors at their meeting held on September 29, 2015, 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 unsecured loans as identified by the Board of the Company including proposed allottees, funding current/future expansion plans/activities and general corporate purposes.

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

- 1) **Object of the preferential issue:** to mobilize funds for working capital requirements, repayment of unsecured loans as identified by the Board of the Company including proposed allottees, funding current/future expansion plans/activities and general corporate purposes.
- 2) **The total number of shares or other securities to be issued:** The Board intends to offer, issue and allot up to 8,90,000 (Eight Lakh Ninety Thousand) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten) each, at a price of Rs.70/- (Rupees Seventy) per equity share or at such price as may be determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI Regulations, whichever is higher (Issue Price).
- 3) **The price or price band at / within which the allotment is proposed:** The issue price is Rs.70/- (Rupees Seventy) per equity share (including premium of Rs.60/- per share) or such price as may be determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI Regulations, whichever is higher.

Since the Company is listed on Bombay Stock Exchange 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 Rs.70/- (Rupees Seventy only) per share, is higher than the price estimated by the management as per the relevant price on the BSE and NSE. The final price shall be determined on the Relevant Date (i.e. October 20, 2015) which in any case would not be less than Rs.70/- per equity share (including premium of Rs.60/- 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 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.

Accordingly, the price per equity share to be issued is fixed at Rs.70/- (Rupees Seventy) or such price as may be determined as on Relevant Date in accordance with Regulation 76(1) of the SEBI Regulations, whichever is higher.

- 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 as per the provisions of Chapter VII of SEBI Regulation.
- 5) **Relevant date with reference to which the price has been arrived at:** The "Relevant Date" in terms of Regulation 71(a) of the SEBI Regulation for determination of price is October 20, 2015, being a date which is 30 (Thirty) days prior to the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. November 19, 2015, in terms of provisions of Secratrrial Standards-2.
- 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, 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:** The proposed allottees are promoters and directors of the Company and have proposed to subscribe to 8,90,000 equity shares on preferential basis. Except Mr. Shivaji Akhade and Mr. Sudhir Mungase, (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:**

Sr. No.	Identity of the Proposed Allottees	Category	Pre-issue (September 25, 2015)		Proposed Allotment (No. of Shares)	Post-issue*	
			No. of Shares	% age		No. of Shares	% age
1	Mr. Shivaji Akhade Managing Director of the Company	Promoter	633681	5.13	445000	1078681	8.15
2	Mr. Sudhir Mungase Whole-time Director of the Company	Promoter	600958	4.87	445000	1045958	7.91

*Assuming full allotment of all Equity Shares issued pursuant to this preferential offer i.e. 8,90,000 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.
- 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 pertaining to September 25, 2015 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	2250567	18.24	3140567	23.74
b	Bodies Corporate	1000000	8.10	1000000	7.55
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Total Promoter's Holding A (1) + A (2) = A	3250567	26.34	4140567	31.29
B	Non- Promoter's Holding				
1	Institutional Investors	396469	3.21	396469	3.00
2	Non Institutions				
a	Private Corporate Bodies	1148504	9.31	1148504	8.68
b	Directors and relatives	134575	1.09	134575	1.02
c	Indian Public	6222599	50.42	6222599	47.03
d	Others (Including NRI's)	1188340	9.63	1188340	8.98
	Total Non- Promoter's Holding B (1) + B (2) = B	9090487	73.66	9090487	68.71
	TOTAL = A + B	12341054	100	13231054	100

*Assuming full allotment of all Equity Shares issued pursuant to this preferential offer i.e. 8,90,000 Equity Shares.

- 14) **Lock in Requirements:** The securities allotted to Proposed Allottees shall be locked in as per Regulation 78 of the SEBI Regulation or any other law for the time being in force.
- 15) **Auditors' Certificate:** M/s. A. R. Sulakhe & Company, Chartered Accountants, the Statutory Auditors of the Company, have certified that the preferential issue is being made in accordance with the requirements contained in SEBI Regulation. A copy of the certificate is available for inspection at the Registered Office of the Company during the business hours from relevant date till the date and time of declaration of results of Postal Ballot and shall also be placed on the website of the Company.
- 16) **Undertaking to re-compute the price:** The Company undertakes that if the price determined under the SEBI Regulation on the Relevant Date is more than Rs. 70/-, 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 these regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

One of the objects of this preferential issue is repayment of unsecured loans (including proposed allottees), thus the Board of Directors of the Company may allot shares in one or more tranches, by which the unsecured loans of proposed allottees can be repaid and brought back as fresh share application money.

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 existing shareholders of the Company in the manner laid down in the Section unless the shareholders 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 & 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI Regulation 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 Postal Ballot Notice.

Except for Mr. Shivaji Akhade, Managing Director and Mr. Sudhir Mungase, Whole-time Director of the Company who are interested in this resolution to the extent of their shareholding rights and directorship, none of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

By order of the Board
For, **Autoline Industries Limited**

Sd/-
Ashish Gupta
Company Secretary & Compliance Officer

Pune, September 29, 2015

Reg. Office: Survey Nos. 313, 314, 320 to 323

Nanekarwadi, Chakan, Tal: Khed, Dist. - 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

POSTAL BALLOT FORM

Sr. No.:

- (1) Name and address of the :
Sole/First named Member
- (2) Name(s) of the :
Joint Member(s), if any
- (3) Registered Folio No. / :
DP ID No. & Client ID No.*
(*Applicable to investors holding
shares in dematerialized form)
- (4) Number of Shares held :
- (5) I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated September 29, 2015 of the Company by giving my/our assent or dissent to the said special resolution by placing the tick (√) mark at the appropriate box below.

Sr. No.	Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution - To offer, issue and allot equity shares on Preferential Basis to Promoters of the Company.			

Place:

Date:

Signature of the Member

Notes:

- Please read the instructions printed overleaf carefully before exercising the vote.
- Last date for receipt of the Postal Ballot Form by the Scrutinizer is **November 19, 2015**.

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password
103541		

Notes:

- The E-voting facility will be available from October 21, 2015 (9:00 a.m.) to November 19, 2015 (5:00 p.m.)
- For e-voting refer to the instructions for voting provided in the Postal Ballot Notice at Note no. 8(B).

INSTRUCTIONS

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and return the same duly completed in the enclosed Self-addressed Postage Pre-paid Business Reply Envelope to the Scrutinizer. Postage on Self-addressed Pre-paid Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e., 5:00 p.m. on November 19, 2015. Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
2. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will liable to be rejected.
3. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
4. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution / Authorisation together with the specimen signature(s) of the duly Authorised Signatory(ies).
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing tick mark (✓) in both the column will render the form invalid. This Postal Ballot Form should be used for voting, no other form shall be accepted.
6. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.
7. Voting Rights shall be reckoned on the Paid up Value of shares registered in the name of the Member as on October 9, 2015.
8. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
10. Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
12. The Resolution, if assented by requisite majority, shall be considered as passed on November 19, 2015 (i.e. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting).