

October 20, 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: Postal Ballot Notice
Ref. - Scrip Code: BSE - 532797

: NSE - AUTOIND

This is to inform that the Members of the Company will consider to approve the Special Resolutions by way of Postal Ballot as per enclosed Postal Ballot Notice.

Further, Friday the 10th October, 2014 has been decided as the cut- off date to record the entitlement of Members to cast their votes through Postal Ballot for the businesses as mentioned in Postal Ballot Notice.

Please take the same on record.

Thanking you,

For Autoline Industries Limited



Ashutosh Kulkarni

Company Secretary

Encl: as above





AUTOLINE INDUSTRIES LIMITED

CIN: L34300PN1996PLC104510

Registered Office: S. Nos. 313, 314, 320 to 323 Nanekarwadi, Chakan, Taluka- Khed, District Pune 410501,
e-mail: investorservices@autolineind.com website- www.autolineind.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the Special Resolutions as set out in this notice are proposed for consideration by Members of Autoline Industries Limited ('the Company') for passing by Postal Ballots (which includes voting by electronic means) pursuant to Section 110 of the Companies Act, 2013 ('the Act') (which shall include any statutory modifications, amendments or re-enactments thereto) and all other applicable provisions if any, read with the Companies (Management and Administration) Rules, 2014 (the Rules).

The Members of the Company are now requested to consider passing the draft Special Resolutions as appended below by way of Postal Ballots in terms of Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. (including any statutory modification or re-enactment thereof for the time being in force).

The Explanatory Statement pertaining to the Special Resolutions 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. Sunil Nanal, Partner, Kanj and Associates, Company Secretaries, Pune as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf of the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and by signing at the designated place in the Postal Ballot Form and return the Form in original duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at Mr. Sunil Nanal, Link Intime India Private Limited, Unit : Autoline Industries Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai - 400 078 on or before 06.00 P.M. on 24th November, 2014. 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. The envelopes may also be deposited personally at the address given thereon. Please note that the Postal Ballot Form(s) received after the said date will be treated as if reply from the Member has not been received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting. Detailed instructions to use the e-voting facility are given in the Notice.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the notice. Reference to Postal Ballot(s) in this notice include votes received electronically.

AUTOLINE INDUSTRIES LTD

Company Secretary

CERTIFIED TRUE COPY

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company not later than 25th November, 2014. Thereafter, the results of the postal ballot will be declared by the Chairman/ Executive Director at the Registered Office of the Company not later than 26th November, 2014.

The results declared along with Scrutinizers' Report shall be posted on the website of the Company i.e. www.autolineind.com and on the website of National Securities Depository Limited. The results shall be intimated to the Stock Exchange(s) where the shares of the Company are listed and through press release in Newspapers. The date of declaration of results of the Postal Ballot shall be deemed to be the date of passing of the Special Resolutions.

Item No. 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 :

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"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 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."

Item No. 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:

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"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."

Item No. 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;

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“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.”

**By Order of the Board
For Autoline Industries Limited**

**(Ashutosh Kulkarni)
Company Secretary**

Pune

14th October, 2014

NOTES:

- (i) The Explanatory Statement in respect of the proposed Special Resolution(s) pursuant to Section 102 of the Companies Act, 2013 setting out the material facts, is annexed hereto.
- (ii) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Rules, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. 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.
- (iii) In compliance with Clause 35B of the Listing Agreement and provisions of Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 of the Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with National Securities Depository Limited for facilitating e-voting to enable the Members to cast their votes electronically.

- (iv) 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.
- (v) In case a Member is desirous of obtaining Postal Ballot in physical form or a duplicate thereof, the Member may write or send an e-mail to the Company Secretary at investorservices@autolineind.com or send an e-mail to santosh.jaiswal@linkintime.co.in. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
- (vi) The Postal Ballot Notice is also being published in Newspapers and the same shall be uploaded on the Company's website viz., www.autolineind.com and on the website of NSDL viz., www.evoting.nsdl.com.
- (vii) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, the 10th October, 2014.
- (viii) 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 upto 24th November 2014.

Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. 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. 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.
2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed postage pre-paid Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before 6.00 P.M. on Monday, 24th November, 2014. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. E-Voting Facility

In case of Members receiving Postal Ballot intimation by e-mail:

1. 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.
2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
3. Click on Shareholder – Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
5. 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.
6. 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.
7. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.

8. Select "EVEN" (E-Voting Event Number) of Autoline Industries Limited. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to sunilnanscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

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

1. Initial password is provided in the enclosed Postal Ballot Form as per below format:

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

2. Please follow all steps from SI. No. (2) to SI. No. (12) above, to cast vote.
 - (ix) The e-voting period will commence on Sunday, 26th October, 2014 (09:00 a.m.) and ends on Monday, 24th November, 2014 (6:00 p.m.) (both days inclusive). During this period, Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. 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.
 - (x) The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced not later than Wednesday, 26th November, 2014 at the Registered Office of the Company at S. Nos. 313/ 314, Nanekarwadi, Chakan, Tal: Khed, Dist: Pune – 410 501. The said results will also be intimated to the Stock Exchange(s), published in the newspapers and uploaded on the Company's website viz., www.autolineind.com
 - (xi) General Instructions:
 1. In case of any queries, the Members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
 2. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).


Company Secretary

EXPLANATORY STATEMENT

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

ITEM NO. 1 OF THE NOTICE

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 :

The Members of the Company through Postal Ballot on 27th September, 2008 approved by way of Ordinary Resolution under Section 293 (1) (a) of the Companies Act, 1956, creation of mortgage, lease and/or charge in addition to charge created/to be created by the Company, on all or any of the movable and/or immovable, tangible and/or intangible or properties and whole or substantially the whole of any of undertaking(s) of the Company upto ₹ 500 Crores.

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, except with the consent of the Company accorded by way of Special Resolution.

Further as per General Circular No. 4/2014 dated 25th March, 2014 issued by Ministry of Corporate Affairs, resolution passed under Section 293 (1) (a) of the Companies Act, 1956 was valid up to 11th September, 2014.

It is therefore necessary for the Members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, to enable the Board of Directors to mortgage, charge, hypothecate and/or pledge any or all of the Company's assets and properties, stock in trade, work-in-progress, whether movable or immovable, present or future, and whole or substantially the whole of any of undertaking(s) of the Company, in such form and in such manner and on such terms and conditions as the Board may consider and think fit and proper, in the interest of the Company, in favour of the Bank(s)/Financial Institution(s)/Bodies Corporate and/or Companies, to secure the loan/financial facilities ("Borrowings") together with interest, compound interest and all costs, charges and expenses and all other monies, for an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) as may become due or payable by the Company in that behalf to the Bank(s)/Financial Institution(s)/Bodies Corporate and/or Companies, to secure the borrowings already obtained or to be obtained by the Company, from time to time.

Members' approval is sought by voting by Postal Ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014.

The Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 1 of the Notice. None of the Directors, Key Managerial Personnel and relatives thereof is, in any way, concerned or interested, financial or otherwise, in the resolution set out at an Item No. 1.

ITEM NO. 2 OF THE NOTICE

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:

Consequent to the economic slowdown, specifically in Auto Sector during last 2 years, the Company is facing financial crunch. Therefore in order to meet the funding requirements of the Company, the Board of Directors at its Meeting held on 30th August, 2014 had considered and approved sell of its 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 ("Proposed Transaction"), for a consideration of USD 8.50 Million, which is subject to due diligence and other conditions precedent to the transaction.

The Board of Directors had also authorized the Executive Committee to negotiate and finalise the terms and conditions of transaction. Accordingly, the Executive Committee at its Meeting held on 13th September, 2014 have after negotiations, accepted the Letter Of Intent received from a Prospective Buyer for the Proposed Transaction.

Section 180(1)(a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors of the Company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of

the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, except with the consent of the Company accorded by way of Special Resolution. Autoline Industries USA, Inc. along with its members' interest in Autoline Industries Indiana, LLC, USA and its step down subsidiaries meet the criteria of "Undertaking", as provided in explanation to Section 180 (1) (a) of the Companies Act, 2013.

Further the revised Clause 49 of the Listing Agreement, which is effective from 1st October, 2014, states that no Company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a Special Resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.

In view of this, Members' approval is sought by voting by Postal Ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, for the proposed transaction and authorized the Board of Directors of the Company to negotiate and finalise the terms and conditions of the Proposed Transaction, subject to a minimum sale consideration of USD 4,000,000 (USD Four Million), which is equal to the amount invested by the Company.

The Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 2 of the Notice. Except Mr. Shivaji T. Akhade and Mr. M. Radhakrishnan and their relatives to the extent of their respective shareholding/directorship in the Company and/or in its subsidiaries/Associates, none of the Directors, Key Managerial Personnel and relatives thereof is, in any way, concerned or interested, financial or otherwise, in the resolution set out at an Item No. 2.

ITEM NO. 3 OF THE NOTICE

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;

As per Section 186 of the Companies Act, 2013, a Company cannot make investment, give loan or guarantee or provide any security in excess of the limits set out therein unless it is previously authorised by a Special Resolution. Hence, it is necessary to obtain approval for the same from the Members by passing a Special Resolution.

As a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects including various projects in its subsidiaries, it is proposed that the Board of Directors be authorized to invest up to ₹ 300 Crores (Rupees Three Hundred Crores) in any body corporate by way of subscription and /or purchase of equity/equity related securities and/or debentures, grant of loan, guarantee and/or providing of security from time to time.

The funds required for the investment will be sourced through internal accruals, equity proceeds and/or borrowings. Members' approval is sought by voting by Postal Ballot in terms of the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014.

The Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof is, in any way, concerned or interested, financial or otherwise, in the resolution set out at an Item No. 3 except to the extent of their respective shareholding/directorship in the Company and/or in its subsidiaries/Associates.

By Order of the Board
For Autoline Industries Limited

(Ashutosh Kulkarni)
Company Secretary

Pune
14th October, 2014

CERTIFIED TRUE COPY

AUTOLINE INDUSTRIES LTD


Company Secretary



AUTOLINE INDUSTRIES LIMITED

CIN: L34300PN1996PLC104510

Registered Office: S. Nos. 313, 314, 320 to 323 Nanekarwadi, Chakan,
Taluka- Khed, District Pune 410501, e-mail: investorservices@autolineind.com, website- www.autolineind.com

POSTAL BALLOT FORM

(1) Name & Registered
Address of the sole/first
named member:

(2) Name(s) of the
joint holder(s) (if any):

(3) Registered Folio No. /
Client ID/DP ID No.:
*(Applicable to member
holding shares in
dematerialised form)

(4) Number of Shares held:

I/We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my / our assent or dissent to the said Special Resolutions by placing the tick mark (✓) at the appropriate box below:

Item No	Description	No. of shares for which votes cast	I/We assent to the Resolution (For)	I/We assent to the Resolution (Against)
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			
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			
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			

Place:

Date:

Signature of the Member

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions printed overleaf carefully before exercising your vote.

P.T.O.

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Sunil Nanal, Partner, M/s. KANJ and Associates, Practicing Company Secretaries in the attached self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company. 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. The envelopes may also be deposited personally at the address given thereon.
2. A Member may cast his/her vote through the Postal Ballot Form or through electronic means. For casting votes through electronic means, Members are requested to refer to the instructions mentioned in the Postal Ballot Notice.
3. Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark (✓) at the appropriate box. The assent or dissent received in any other form or a photocopy of the Postal Ballot Form shall be considered invalid.
4. The self-addressed postage pre-paid envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
5. This Form must be completed and signed by the Member. In case of joint-holdings, this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named Member and in his absence, by the next named Member.
6. Unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected.
7. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
8. The Postal Ballot shall not be exercised by a Proxy.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6.00 p.m.) on Monday, 24th November, 2014. All Postal Ballot Forms received after this time and date will strictly be treated as if reply from the Members has not been received.
10. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution /authorization together with the specimen signature(s) of the duly authorised signatories.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date of 10th October, 2014.
12. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.