

Date: October 16, 2023

To,

The BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai- 400001

General Manager, Listing

Corporate Relations Department

BSE - 532797

The National Stock Exchange of India Ltd

Exchange Plaza, C-1, Block G, Bandra Kurla

Complex, Bandra (E) Mumbai – 400 051

Vice President, Listing

Corporate Relations Department

NSE - AUTOIND

Dear Sir,

Sub: Notice Calling an Extra Ordinary General Meeting of members of the Company

In Pursuant to Section 100 of the Companies Act, 2013 (“the Act”) and the rules made thereunder as amended from time to time (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) an Extra- Ordinary General Meeting (EOGM/EGM) of Members of Autoline Industries Limited is scheduled to be held on Tuesday, November 7, 2023 at 2.30 p. m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

The Notice calling EOGM/EGM along with necessary required explanatory statements and annexures forming part of the Notice is attached herewith for your record.

In accordance with the relevant Circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”), the applicable provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) the EGM of the Company is being held through VC / OAVM. The Company is offering remote e-voting facility as well as e-voting during the EGM to its Members in respect of all businesses to be transacted at the EGM.

The remote e-voting period commences on Saturday, November 04, 2023 (9:00 A.M. IST) and ends on Monday, November 06, 2023 (5:00 P.M. IST). During this period, the Members holding shares either in physical form or in demat form, as on the cut-off date of i.e. Tuesday, October 31, 2023 may cast their votes electronically.

Thanking you,

Yours truly,

For Autoline Industries Limited



Shivaji Akhade

MD & CEO

DIN-00006755



AUTOLINE INDUSTRIES LIMITED
CIN-L34300PN1996PLC104510

Registered Office: Survey Nos. 313, 314, 320 to 323 Nanekarwadi, Chakan, Tal: Khed, District Pune-410501 **Tel:** +91 2135 635865/6; **Fax:** +91 2135 635864

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

NOTICE

Notice is hereby given that an Extra- Ordinary General Meeting (“EGM”) of Members of Autoline Industries Limited will be held on Tuesday, November 7, 2023 at 2.30 p. m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following businesses

ITEM NO. 1:

To increase the authorised share capital of the company and consequently to alter the capital clause in the memorandum of association of the company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 42,00,00,000 (Rupees Forty Two Crores Only) consisting of 4,20,00,000 (Four Crores Twenty Lakhs only)) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 46,00,00,000 (Rupees Forty Six Crores Only) divided into 4,60,00,000 (Four Crores Sixty Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorised Share Capital of the Company is ₹ 46,00,00,000 (Rupees Forty Six Crores Only) divided into 4,60,00,000 (Four Crores Sixty Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each with the power to increase, reduce, divide, sub divide into various classes of shares and attach thereto to such preferential rights, privileges, conditions, restrictions as may be determined by the company in accordance with its Articles of Association and to vary, modify or abrogate any such rights, privileges, conditions, restrictions in such manner as may for the time being be permitted by the Articles of Associations of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT Mr. Shivaji Akhade, MD & CEO (DIN: 00006755), Mr. Sudhir Mungase, Wholetime Director, (DIN: 00006754) of the Company and Mr. Venugopal Pendyala, Chief Financial Officer of the Company be and are hereby severally authorised to do all such act(s), deed(s) and thing(s) including filing of all forms, documents with Registrar of Companies as may be necessary and incidental to give effect to this Resolution.”

ITEM NO. 2:**To offer, issue and allot Compulsory Convertible Debentures on Preferential Basis**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications thereto or reenactment thereof for the time being in force) and subject to the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover), Regulations, 2011 (“SEBI Takeover Regulations”) (including any statutory modifications thereto or reenactment thereof for the time being in force), and other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI Regulations”) (including any statutory modifications thereto or reenactment thereof for the time being in force) including Listing Agreement entered into by the Company with BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) (BSE and NSE shall be collectively referred to as the ‘Stock Exchanges’), The Foreign Exchange Management Act, 1999 (FEMA) and rules and regulations framed thereunder, as amended, to the extent applicable-and enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of any Act/Rules/Regulations/Guidelines issued/framed by the Central Government, Reserve Bank of India or any other statutory authority and subject to the approval, consent, permission and/ or sanction, as may be required from the Central Government, Reserve Bank of India, Stock Exchanges 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, which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise any of its power including the power conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot upto 4437837 (Forty Four Lakhs Thirty Seven Thousand Eight Hundred and Thirty Seven) fully paid Compulsorily Convertible Debentures of face value of Rs. 102.50/- (Rupees One Hundred and two and fifty paise) each (“CCDs”) of the Company carrying an interest at the rate of 12% per annum, compounded and payable on half yearly basis for raising an amount aggregating upto Rs. 454878292.50 (Forty Five Crore Forty Eight Lakhs Seventy Eight Thousand Two Hundred and Ninety Two and Fifty paise), to the following-identified persons (“Proposed Allottees”) by way of preferential issue basis.

Sr. No.	Name of the proposed allottees	Category	Maximum Number of Equity Shares to be issued and allotted	Consideration Amount (in ₹)
1	Aarohi Enterprises	Public	50000	5125000
2	Amit Nitin Cheda	Public	25000	2562500
3	Anuj Premkumar Agarwal HUF (HUF Represented by Mr. Anuj Premkumar Agarwal)	Public	100000	10250000
4	Rajneesh Tiwari	Public	24391	2500077.5
5	Ashni Akarsh Mehta	Public	100000	10250000
6	Dilip Deshlahara	Public	100000	10250000

7	Chandni Kothari	Public	25000	2562500
8	Crochet Trade & Investment Pvt Ltd	Public	100000	10250000
9	Ensign Mercantiles Pvt Ltd	Public	100000	10250000
10	Harit Export Pvt Ltd	Public	200000	20500000
11	Jigar Kantilal Gosar	Public	25000	2562500
12	Kalpna Sudhir Bheda	Public	50000	5125000
13	Ketan P Kamdar	Public	100000	10250000
14	Mehak Ketan Kamdar	Public	100000	10250000
15	Tejal Ketan Kamdar	Public	100000	10250000
16	Mridul Das	Public	100000	10250000
17	Nikhil Avnish Shah HUF (HUF Represented by Mr. Nikhil Shah).	Public	50000	5125000
18	Padam Kothari	Public	50000	5125000
19	Prithvi Sanjay Bhagat	Public	300000	30750000
20	Rashi Fincorp Limited	Public	100000	10250000
21	Ratnesh Jain	Public	50000	5125000
22	Satish Ravaji Kadukar	Public	50000	5125000
23	Saurav Raidani	Public	50000	5125000
24	Seema Dilip Vora	Public	50000	5125000
25	Shailesh Soni	Public	50000	5125000
26	Silvertone Securities Pvt Ltd	Public	100000	10250000
27	Swati Jain	Public	15000	1537500
28	Syed Mahmood Durraiz (NRI)	Public	50000	5125000
29	Vishal Nitin Sampat	Public	100000	10250000
30	Avalur Gopalaratnam Murlikrishnan	Public	75000	7687500
31	Om Apex Investment Services Pvt Ltd	Public	20000	2050000
32	Chetan Manohar Shah	Public	20000	2050000
33	Lopamudra Mandal (NRI)	Public	50000	5125000
34	Tushar T Gandhi HUF	Public	20000	2050000
35	Pratip Bhattacharjee	Public	25000	2562500
36	Rdhl Marketing Pvt Ltd	Public	100000	10250000

37	Sukhendu Kanrar	Public	25000	2562500
38	Jehangir Homi Mehta	Public	50000	5125000
39	Manoj Budhia HUF (HUF Represented by Mr. Manoj Bhudhia)	Public	50000	5125000
40	Venkata Subramanian	Public	25000	2562500
41	I Ventures Securities Pvt Ltd	Public	50000	5125000
42	Prachin Suppliers Pvt Ltd	Public	200000	20500000
43	Dinesh Jayantilal Zaveri	Public	41000	4202500
44	A S Iyer	Public	20000	2050000
45	Design Decore (I) Pvt Ltd	Public	50000	5125000
46	Meera Shailesh Jhaveri	Public	48780	4999950
47	Anantray Bhogilal Mehta	Public	25000	2562500
48	Prashat Rajan Halankar	Public	15000	1537500
49	Vinit Dhiren Gala	Public	24400	2501000
50	Pradip Parikh	Public	15000	1537500
51	Mitesh P Kothari	Public	15000	1537500
52	Sunil Kumar Agarwal	Public	50000	5125000
53	Amit Sunderbhai Kotak	Public	15000	1537500
54	Deepak K Sheth	Public	15000	1537500
55	Jikesh Kirti Shah	Public	15000	1537500
56	Raj Viral Shah	Public	15000	1537500
57	Devyani M Goradia	Public	25000	2562500
58	Dhamyanti Gandhi	Public	20000	2050000
59	Saraogi Viniyog Pvt Ltd.	Public	100000	10250000
60	Paresh Mukundrai Mehta	Public	15000	1537500
61	Nitin S Joshi	Public	15000	1537500
62	S & S Associates (Partnership Firm Represented by Mr. Nidhi Hasmukh Solanki & Siddarth Kirti Shah)	Public	15000	1537500
63	Deepak S Pandya	Public	15000	1537500
64	Madhuri Prashant Jalan	Public	15000	1537500
65	Chhatisgarh Investments Limited	Public	292682	29999905
66	Nishid Babulal Shah	Public	146341	14999953

67	Anil Kantiprasad Poddar	Public	48780	4999950
68	Eton Investment Services Pvt Ltd	Public	341463	34999958

and that such CCDs shall be converted into equal number of Equity Shares i.e. upto 4437837 fully paid up Equity shares of Rs. 10/- each of the Company within a time frame of not exceeding 12 months from the date of allotment of CCDs, at a price of Rs.102.50/- (including premium of Rs. 92.50/-) each i.e. conversion price determined as per the applicable provisions of SEBI ICDR Regulations.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of CCDs and the conversion price for the Equity Shares to be allotted on conversion of CCDs shall be Friday, October 6, 2023. The EGM will be held on Tuesday, November 07, 2023 and the 30 days prior to the date of EGM falls on Sunday, October 08, 2023 to reckon the “Relevant Date”. In accordance with the explanation to regulation 161(b) of SEBI ICDR Regulations, which states that where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. Hence, Friday, October 6, 2023, is considered as the Relevant Date..

RESOLVED FURTHER THAT the CCDs shall be issued and allotted in dematerialised form within a period of 15 (fifteen) days from the date of passing of this Special Resolution, provided that where the allotment of CCDs is subject to any approval or permission from any statutory or regulatory authority, the period of fifteen days shall be counted from the date of receipt of such approval or permission, as the case may be or such other extended period as may be permitted under applicable SEBI ICDR Regulations, as amended from time to time and the Equity Shares to be allotted pursuant to conversion of CCDs shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to conversion of CCDs in terms of this Resolution shall in dematerialised form and shall rank pari passu in all respects including as to dividend and voting rights, from the date of allotment thereof, with the existing fully paid-up Equity Shares of face value of Rs 10/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and that the CCDs and Equity Shares so allotted shall be subject to lock-in requirements, if any, as provided under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the monies received by the Company pursuant to this preferential allotment shall be kept by the Company in a separate bank account to be opened by the Company with any scheduled commercial bank and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013 and the relevant SEBI Regulations.

RESOLVED FURTHER THAT subject to the provisions of SEBI ICDR Regulations, Companies Act, 2013 and other applicable laws, the Board be and is hereby authorised to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to Non-promoters.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution , the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the aforesaid CCDs and Equity Shares to be allotted on conversion of CCDs and listing of the CCDs and the said Equity Shares in accordance with applicable provisions to be allotted pursuant to conversion, as aforesaid, with the Stock Exchanges, including issue of a private placement offer cum application letter, in Form No. PAS-4 and to resolve and settle any questions or difficulties that may arise in the proposed issue, offer and allotment of the said securities including Listing, utilization of issue proceeds, appointment of monitoring agency and/or intermediary agencies, as may be required and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT Mr. Shivaji Akhade, MD & CEO (DIN: 00006755), Mr. Sudhir Mungase, Wholetime Director, (DIN: 00006754) of the Company and Mr. Venugopal Pendyala, Chief Financial Officer of the Company be and are hereby severally authorised to do all such act(s), deed(s) and thing(s) including filing of all forms, documents, papers, returns with Registrar of Companies, Stock Exchanges, Banks, and any other statutory or concerned authorities, agencies, investors and to do all such other acts, deeds and things, including but not limited to delegation of authorities, and any other as may be necessary and incidental to give effect to this Resolution.”

ITEM NO. 3

To offer, issue and allot Warrants on Preferential Basis to the Promoters

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications thereto or reenactment thereof for the time being in force) and subject to the provisions of Chapter V and other applicable provisions of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Securities Exchange Board of India (Substantial Acquisition of Shares and Takeover), Regulations, 2011 (“SEBI Takeover Regulations”) (including any statutory modifications thereto or reenactment thereof for the time being in force) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI Regulations”) (including any statutory modifications thereto or reenactment thereof for the time being in force) including Listing Agreement entered into by the Company with BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) (BSE and NSE shall be collectively referred to as the ‘Stock Exchanges’) and enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of any Act/Rules/Regulations/guidelines issued/framed by the Central Government, Reserve Bank of India or any other statutory authority and subject to the approval, consent, permission and/ or sanction, as may be required from the Central Government, Reserve Bank of India, Stock Exchanges 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 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 be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to offer, issue and allot on preferential basis upto 2200000 (Twenty Two Lakhs only) warrants, each warrant is carrying a right/ entitlement to convert or exchange for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10 (Rupees Ten only), at a price of Rs. 102.50 (Rupees One Hundred Two and Fifty Paise only) per warrant (“Warrant Issue Price”) (including the warrant subscription price and the warrant exercise price) payable in cash aggregating upto Rs. 22,55,00,000 (Rupees Twenty Two Crores Fifty Five Lakhs Only) to the below mentioned proposed allottees (“Warrant Holders”) on such other terms and conditions and in such manner as may be approved or finalized by the Board:

Sr. No.	Name of the proposed allottees	Maximum number of Warrants	Category	Consideration amount (in ₹)
1	Mr. Shivaji Akhade	1100000	Promoter	11,27,50,000
2	Mr. Sudhir Mungase	1100000	Promoter	11,27,50,000
	Total	2200000		

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. An amount equivalent to 25% of the Warrant Issue Price shall be payable on or before the date of allotment of each warrant (“Warrant subscription amount”) and the balance 75% of the Warrant Issue Price shall be payable by the warrant holders on or before the exercise of the entitlement attached to Warrants to subscribe/exchange for Equity Share(s) of the Company (“Warrant exercise amount”) and the same should be exercised by the Warrant Holders within 18 months from the date of allotment of warrants. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- b. The Warrant holders shall, subject to SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 months from the date of the allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised and making the payment of balance 75% of the Warrant Issue Price (“exercise of warrants”). The Company shall accordingly, issue and allot the corresponding number of Equity Shares of ₹ 10/- each to the Warrant holders.
- c. The warrants shall be issued in dematerialized form and the Equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner as aforesaid shall be in dematerialized form.
- d. In the event, the Warrant holders do not exercise the Warrants within a period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant Holders on such Warrants shall stand forfeited by the Company.
- e. In terms of regulation 166 of SEBI ICDR Regulations, the price of Warrants determined above and the number of equity shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.
- f. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of equity shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder, within 15 days from the date of exercise by the Warrant Holder in terms of regulation 162(2) of the SEBI ICDR Regulations;
- g. The equity shares arising from the exercise of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- h. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an equity shareholder of the Company;
- i. The Warrants and equity shares allotted pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations.
- j. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the “Relevant Date” for the preferential issue for the determination of price for the issue of the above mentioned warrants and conversion price for the Equity Shares to be allotted on conversion of warrants, shall be Friday, October 6, 2021. The EGM will be held on Tuesday, November 07, 2023 and the 30 days prior to the date of EGM falls on Sunday, October 08, 2023 to reckon the “Relevant Date”. In accordance with the explanation to regulation 161(b) of SEBI ICDR Regulations, which states that where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. Hence, Friday, October 6, 2023, is considered as the Relevant Date.

RESOLVED FURTHER THAT the Equity Shares to be allotted on exercise of the Warrants 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 ICDR Regulations and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

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

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things, including without limitation, issuing clarifications on the offer, making any application etc. to the concerned regulatory authorities, issue and allotment of warrants and the resultant equity shares, to execute necessary documents, to seek the listing and trading permission of equity shares from the stock exchanges and enter into contracts, arrangements etc., (including for appointment of agencies, intermediaries) including issue of a private placement offer cum application letter, in Form No. PAS-4 and to resolve and settle any questions or difficulties that may arise in the proposed issue and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any Officer(s) of the Company to give effect to this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

By Order of the Board of Directors of

Autoline Industries Limited

Shivaji Akhade
Managing Director & CEO
DIN: 00006755
Place: Pune

Date: October 13, 2023

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

NOTES

1. The Explanatory Statement along with disclosure of interested persons pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as **ANNEXURE - I**.
2. The Ministry of Corporate Affairs ('MCA') has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020 read with circular dated General Circular No. 09/2023 dated 25.09.2023 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM')/ Extra Ordinary general Meeting (EGM) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the EGM of the Company is being held through VC/OAVM.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Members may please note that since the EGM is being held through VC/OAVM Modes, the route map of the Venue of the meeting is not annexed hereto.
5. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
6. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the EGM through VC/ OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the EGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars as stated above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system for the EGM will be provided by NSDL.
8. Only registered members of the Company may attend and vote through VC/OAVM facility.
9. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members, who would like to ask questions during the EGM with regard to the matter to be placed at the EGM, need to register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email

address investorservices@autolineind.com at least 10 days in advance before the start of EGM, i.e. by October 28, 2023. Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

11. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday 31st October 2023, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice or attend EGM. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
12. The Company has appointed Kanj & Associates, Company Secretary in Practice, Pune (Membership No. FCS 5977 Certificate of Practice No. 2809 & as the Scrutinizer for conducting the process of remote e-voting in a fair and transparent manner at the EGM.

13. E-voting:

In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Tuesday, 31st October 2023 as the “cut-off date” to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Tuesday, 31st October 2023, shall be entitled to avail the facility of remote e-voting or voting in the general meeting.

Instructions for attending the EGM and e-voting are as follows:

1. Process and manner for members opting for voting through Electronic means:

(i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the relevant MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Services Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.

(ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, 31st October 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting during EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

(iii). A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EOGM and prior to the Cut-off date i.e. Tuesday, 31st October 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during EGM by following the procedure mentioned in this part.

(iv). The remote e-voting will commence on Saturday, 04th November, 2023 at 9.00 a.m. and will end on Monday 6th November, 2023 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cutoff date i.e. Tuesday, 31st October 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

(v). Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

(vi). The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, 31st October 2023.

(vii). The Company has appointed KANJ & Associates, Company Secretary in Practice, Pune (Membership No. FCS 5977 Certificate of Practice No. 2809 to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the EGM, in a fair and transparent manner.

Voting instructions

The procedure to login and access remote e-voting as devised by depositories/depository participants is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> <p>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> <p>You can also login using the login credential of your demat account through your depository participant registered with NSDL/CDSL for Evoting Facility. Upon login in you will be able to see e- voting option, click on e- voting option. You will be redirected to NSDL/CDSL Depository Site. After successful authentication wherein you can see e- voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e- voting period or joining virtual meeting & voting during the meeting</p>
<p>Login type</p> <p>Individual Shareholders holding securities in demat mode with NSDL</p> <p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Helpdesk details</p> <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p> <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holdings shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - A) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - B) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your Password

C) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted
5. Upon confirmation, the message “Vote cast successfully” will be displayed
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to pallavid@nsdl.co.in at evoting@nsdl.co.in

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorservices@autolineind.com. The same will be replied by the company suitably.

Annexure I

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

ITEM NO. 1:

To increase the authorised share capital of the company and consequently to alter the capital clause in the memorandum of association of the company

Pursuant to provisions of Section 60(1) of the Companies Act, 2013 the details of capital structure is as under:

- Authorised share capital of the Company is ₹ 42,00,00,000 (Forty Two Crores only) divided into 4,20,00,000 (Four Crores Twenty Lakhs) Equity shares of ₹ 10/- each.
- Issued, subscribed and paid-up capital of the Company is ₹ 38, 96, 31,640 (Thirty Eight Crores Ninety Six Lakhs Thirty one Thousands Six Hundred and Forty only) divided into 3,89, 63,164 (Three Crores Eighty Nine Lakhs Sixty Three Thousands One Hundred Sixty Four only) Equity shares of ₹ 10/- each.

In order to meet the business objectives and raising further equity funds, it is proposed to increase the Authorised Share Capital of the Company from ₹ 42,00,00,000 (Forty Two Crores only) divided into 4,20,00,000 (Four Crores Twenty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 46,00,00,000 (Forty Six Crores only) divided into 4,60,00,000 (Four Crores Sixty Lakhs only) Equity Shares of ₹ 10 (Rupees Ten only) each by creation of additional 4000000 (Forty Lakhs) Equity Shares of ₹10/- (Rupees ten only) each. Hence the Resolution to increase the Authorised Share Capital and amendment to Clause V of the Memorandum of Association of the Company is proposed.

Your Directors recommend the passing of the Resolution, as an Ordinary Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out under Item no. 1 of the Notice except for their respective shareholding in the company. The draft of the proposed amended Memorandum of Association of the Company is open for inspection of the members at the Registered Office of the Company during the 10.00 a.m. to 1.00 p.m. on all working days up to the date EOGM i.e. November 7, 2023 and would also be available on the website of the Company at www.autolineind.com.

ITEM NO. 2:

To offer, Issue and Allot Compulsory Convertible Debentures on Preferential Basis

As per Sections 23, 42, 62, 71 of the Companies Act, 2013 read with Rules thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as “SEBI ICDR Regulations”), consent of the Members of the Company by way of a Special Resolution is required to create, offer, issue and allot up to 4437837 Compulsorily Convertible Debentures of the face value of Rs. 102.50/- each (CCDs) of the Company, carrying an interest at the rate of 12% per annum, compounded and payable on a half yearly basis on preferential basis

The Board of Directors of the Company, at its meeting held on October 13, 2023, subject to necessary approval(s), has approved the proposal to create, offer, issue and allot, by way of preferential issue, upto 4437837 fully paid Compulsorily Convertible Debentures of the face value of Rs. 102.50/- each (CCDs) of the Company for CCDs Amount, carrying an interest at the rate of 12% per annum, compounded and payable on a half yearly basis to the proposed investors (hereinafter referred to as “proposed allottees”), on a preferential allotment basis in pursuant to the applicable provisions of the Companies Act, 2013, SEBI ICDR Regulations, and any other applicable enactments.

The detail disclosures and explanations as required under the Companies Act, 2013 including rules made thereunder, SEBI ICDR Regulations and other applicable provisions are as under:

- 1) Object of the Preferential Issue:** To mobilize funds upto an amount of Rs. 45.48 Crores by issuing CCDs for the purpose of Capacity enhancement (Capex : Plant Machinery and Infrastructure) up to Rs. 30 Crore, working capital requirements up to Rs. 7 Crore and balance amount of Rs. 8.48 Crore which is not more than the 25% of the issue proceed will be used for General Corporate purposes.
- 2) Particulars of the offer including date of passing of Board resolution, the kind of securities offered, and Maximum number of specified securities to be issued and the Issue Price:** The Board at their meeting held on Friday, October 13, 2023 have, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot upto 4437837 (Forty Four Lakhs Thirty Seven Thousand Eight Hundred and Thirty Seven) fully paid Compulsorily Convertible Debentures of face value of Rs.102.50 (Rupees One Hundred and Two and Fifty paise) each of the Company carrying an interest at the rate of 12% per annum, compounded and payable on half yearly basis for raising an amount aggregating upto Rs. 454878292.50 (Rupees Forty Five Crore Forty Eight Lakhs Seventy Eight Thousand Two Hundred and Ninety Two and Fifty paise). The CCDs shall be convertible into equal number of equity shares of the Company having face value of Rs. 10/- each, within a period of 12 months from the date of allotment.

- 3) **The price or price band at/within which the allotment is proposed:** The issue price of CCDs is ₹102.50 (Rupees. One Hundred and Two and Fifty paise) each as calculated with reference to the relevant date in accordance with the regulation 164 (1) of the SEBI ICDR Regulations.
- 4) **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on NSE, being the Stock Exchange with highest trading volume during the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of Regulation 164(1) of the SEBI ICDR Regulations, which provides that if the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- (i) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- (ii) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the preferential issue will not result in allotment of more than five percent of the post issue fully diluted share capital to any allottees or to allottees acting in concert and/or there is no change in control. Hence, provision of obtaining valuation report from independent registered valuer is not applicable for determining the price.

In view of the above, the Board of the Company has fixed the issue price of the CCDs at Rs. 102.50 (Rupees One Hundred and Twenty and Fifty Paise only) which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations. The said CCDs shall be converted into Equity Shares at a conversion price of 102.50 (Rupees One Hundred and Twenty and Fifty Paise only) per Equity Share. The conversion price has been determined in accordance with the regulation 164(1) of the SEBI ICDR Regulations as described above.

- 5) **Relevant Date:** The Relevant Date for the purpose of pricing of the Equity Shares to be allotted pursuant to conversion of CCDs shall be Friday, October 6, 2023, as determined in accordance with the applicable provisions of the SEBI ICDR Regulations. The EGM will be held on Tuesday, November 07, 2023 and 30 days prior to the date of EGM falls on Sunday, October 08, 2023. In accordance with the explanation to regulation 161(b), which states that where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. Hence, Friday, October 6, 2023, is considered as the Relevant Date..
- 6) **Class or classes of persons to whom the allotment is proposed to be made:** The allotment is proposed to be made to the investors not belonging to the Promoters or Promoters group of the Company, the class of proposed allottees, their holding and other details are mentioned at disclosure no. 9 below.
- 7) **Intent of the promoters, directors and key managerial personnel or senior management of the issuer to subscribe to the offer is as under** – None of the promoter, directors and key managerial personnel or senior management of the Company are subscribing to the offer.
- 8) **The time within which the preferential issue shall be completed:** The Company will issue and allot CCDs to Proposed Allottees within a period of 15 (fifteen) days from the date of passing of special resolution, provided that where permission by any Regulatory Authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the date of approval or permission, as the case may be.

9) The identity of the Proposed Allottees, the percentage of post issue capital that may be held by the Proposed Allottees:

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted /issued and/ or who ultimately control the proposed allottees and other details are as under:

Sr. No	Identity of Proposed Allottees	Ultimate Beneficial Owner of CCDs proposed to be allotted ##	Category	Pre-issue*		Proposed Allotment	Post Issue (after conversion of CCDs)	
				No. of Shares	%		No. of CCDs	No. of Shares
1	AAROHI ENTERPRISES	SHAILESH BABULAL SHAH, VIJAY SHAH, SANJAY SHAH, NITA SHAH, CHETNA SHAH, RAKSHA SHAH, RITA SHAH, MEHA SHAH, SNEHA SHAH, SHAILESH SHAH, VATSAL SHAH, DEEP SHAH & RISHIL SHAH.	PUBLIC	0	0.00	50000	50000	0.11
2	AMIT NITIN CHEDA	NA	PUBLIC	0	0.00	25000	25000	0.055
3	ANUJ PREMKUMAR AGARWAL HUF	ANUJ PREMKUMAR AGARWAL	PUBLIC	0	0.00	100000	100000	0.219
4	RAJNEESH TIWARI	NA	PUBLIC	0	0.00	24391	24391	0.053
5	ASHNI AKARSH MEHTA	NA	PUBLIC	0	0.00	100000	100000	0.219

6	DILIP DESHLAHARA	NA	PUBLIC	0	0.00	100000	100000	0.219
7	CHANDNI KOTHARI	NA	PUBLIC	0	0.00	25000	25000	0.055
8	CROCHET TRADE & INVESTMENT PVT LTD	NOCIL DEALER PVT LTD (Represented by Aruna Baid)	PUBLIC	0	0.00	100000	100000	0.219
9	ENSIGN MERCANTILES PVT LTD	GOODMAN TRADELINK PVT LTD & NAVKAR COMPLEX PVT LTD (Reprsed by Kirti Kumar Jain)	PUBLIC	0	0.00	100000	100000	0.219
10	HARIT EXPORT PVT LTD	MOHIT R AGARWAL & MEENAKSHI AGARWAL	PUBLIC	0	0.00	200000	200000	0.439
11	JIGAR KANTILAL GOSAR	NA	PUBLIC	0	0.00	25000	25000	0.055
12	KALPANA SUDHIR BHEDA	NA	PUBLIC	1000	0.00	50000	51000	0.112
13	KETAN P KAMDAR	NA	PUBLIC	0	0.00	100000	100000	0.219
14	MEHAK KETAN KAMDAR	NA	PUBLIC	0	0.00	100000	100000	0.219
15	TEJAL KETAN KAMDAR	NA	PUBLIC	0	0.00	100000	100000	0.219
16	MRIDUL DAS	NA	PUBLIC	0	0.00	100000	100000	0.219
17	NIKHIL AVNISH SHAH HUF	NIKHIL AVNISH SHAH	PUBLIC	0	0.00	50000	50000	0.110
18	PADAM KOTHARI	NA	PUBLIC	0	0.00	50000	50000	0.110
19	PRITHVI SANJAY BHAGAT	NA	PUBLIC	0	0.00	300000	300000	0.658

20	RASHI FINCORP LIMITED	ASHISH SINGHANIA & VIVEK SINGHANIA	PUBLIC	0	0.00	100000	100000	0.219
21	RATNESH JAIN	NA	PUBLIC	0	0.00	50000	50000	0.110
22	SATISH RAVAJI KADUKAR	NA	PUBLIC	0	0.00	50000	50000	0.110
23	SAURAV RAIDANI	NA	PUBLIC	0	0.00	50000	50000	0.110
24	SEEMA DILIP VORA	NA	PUBLIC	0	0.00	50000	50000	0.110
25	SHAILESH SONI	NA	PUBLIC	0	0.00	50000	50000	0.110
26	SILVERTONE SECURITIES PVT LTD	NOCIL DEALER PVT LTD, RIGHT AID CONSULTANT PVT LTD, STANDARD DEALERS PVT LTD, INSILCO COMMERCIAL PVT LTD (Represented by Aruna Vaid)	PUBLIC	0	0.00	100000	100000	0.219
27	SWATI JAIN	NA	PUBLIC	0	0.00	15000	15000	0.033
28	SYED MAHMOOD DURRAIZ	NA	PUBLIC	0	0.00	50000	50000	0.110
29	VISHAL NITIN SAMPAT	NA	PUBLIC	0	0.00	100000	100000	0.219
30	AVALUR GOPALARATNAM MURLIKRISHNAN	NA	PUBLIC	0	0.00	75000	75000	0.164
31	OM APEX INVESTMENT SERVICES PVT LTD	VENKATAK RISHNAN IYER & JANKI GANESH IYER	PUBLIC	0	0.00	20000	20000	0.044
32	CHETAN MANOHAR SHAH	NA	PUBLIC	0	0.00	20000	20000	0.044

33	LOPAMUDRA MANDAL	NA	PUBLIC	0	0.00	50000	50000	0.110
34	TUSHAR T GANDHI HUF	TUSHAR TRAMBAKL AL GANDHI	PUBLIC	0	0.00	20000	20000	0.044
35	PRATIP BHATTACHARJ EE	NA	PUBLIC	0	0.00	25000	25000	0.055
36	RDHL MARKETING PVT LTD	ADIDEV COMMODEA L PVT LTD & ALASKA COMOSALES PVT LTD (Represented by Satyanarayan Gupta & Jai Prakash Gupta	PUBLIC	0	0.00	100000	100000	0.219
37	SUKHENDU KANRAR	NA	PUBLIC	0	0.00	25000	25000	0.055
38	JEHANGIR HOMI MEHTA	NA	PUBLIC	0	0.00	50000	50000	0.110
39	MANOJ BUDHIA HUF	MANOJ KUMAR BUDHIA	PUBLIC	0	0.00	50000	50000	0.110
40	VENKATA SUBRAMANIAN	NA	PUBLIC	0	0.00	25000	25000	0.055
41	I VENTURES SECURITIES PVT LTD	NIRMAL BANSAL	PUBLIC	0	0.00	50000	50000	0.110
42	PRACHIN SUPPLIERS PVT LTD	RAKESH ROSHAN DALMIA	PUBLIC	0	0.00	200000	200000	0.439
43	DINESH JAYANTILAL ZAVERI	NA	PUBLIC	0	0.00	41000	41000	0.090
44	A S IYER	NA	PUBLIC	0	0.00	20000	20000	0.044
45	DESIGN DECORE (I) PVT LTD	ANITA GUPTA & RAKESH	PUBLIC	0	0.00	50000	50000	0.110
46	MEERA SHAILESH JHAVERI	NA	PUBLIC	0	0.00	48780	48780	0.107

47	ANANTRAY BHOJILAL MEHTA	NA	PUBLIC	0	0.00	25000	25000	0.055
48	PRASHAT RAJAN HALANKAR	NA	PUBLIC	0	0.00	15000	15000	0.033
49	VINIT DHIREN GALA	NA	PUBLIC	0	0.00	24400	24400	0.054
50	PRADIP PARIKH	NA	PUBLIC	0	0.00	15000	15000	0.033
51	MITESH P KOTHARI	NA	PUBLIC	0	0.00	15000	15000	0.033
52	SUNIL KUMAR AGARWAL	NA	PUBLIC	0	0.00	50000	50000	0.110
53	AMIT SUNDERBHAI KOTAK	NA	PUBLIC	0	0.00	15000	15000	0.033
54	DEEPAK K SHETH	NA	PUBLIC	0	0.00	15000	15000	0.033
55	JIKESH KIRTI SHAH	NA	PUBLIC	0	0.00	15000	15000	0.033
56	RAJ VIRAL SHAH	NA	PUBLIC	0	0.00	15000	15000	0.033
57	DEVYANI M GORADIA	NA	PUBLIC	0	0.00	25000	25000	0.055
58	DHAMYANTI GANDHI	NA	PUBLIC	0	0.00	20000	20000	0.044
59	SARAOGI VINIYOG PVT	RAMESH KUMAR SARYOGI	PUBLIC	0	0.00	100000	100000	0.219
60	PARESH MUKUNDRAI MEHTA	NA	PUBLIC	0	0.00	15000	15000	0.033
61	NITIN S JOSHI	NA	PUBLIC	0	0.00	15000	15000	0.033
62	S & S ASSOCIATES	NIDHI HASMUKH SOLANKI & SIDDARTH KIRTI SHAH	PUBLIC	0	0.00	15000	15000	0.033
63	DEEPAK S PANDYA	NA	PUBLIC	0	0.00	15000	15000	0.033

64	MADHURI PRASHANT JALAN	NA	PUBLIC	0	0.00	15000	15000	0.033
65	CHHATISGARH INVESTMENTS LIMITED	MR. KAMAL KISHORE SARDA	PUBLIC	0	0.00	292682	292682	0.642
66	NISHID BABULAL SHAH	NA	PUBLIC	0	0.00	146341	146341	0.321
67	ANIL KANTIPRASAD PODDAR	NA	PUBLIC	0	0.00	48780	48780	0.107
68	ETON INVESTMENT SERVICES PVT LTD	Mr. DEVANG DHRUV	PUBLIC	500000	1.28	841463	841463	1.845

10) Material terms of Issue of CCDs: Material terms of issue of CCDs and the equity shares to be converted are given below:

- i. That the CCDs shall be allotted in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- ii. That the CCDs shall be listed on stock exchanges in accordance with the applicable provisions and shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations from the date of allotment;
- iii. That the CCDs shall be unsecured;
- iv. That the CCDs shall not carry any voting rights
- v. That the CCDs shall be converted into the Equity Shares within a period of 12 (Twelve) months from the date of allotment;
- vi. That the CCDs shall carry interest @ 12% p.a compounded and payable on half yearly basis;
- vii. That the CCD holders (after conversion of CCDs into Equity Shares) shall also be entitled to any future bonus/ right issues of Equity Shares or other securities convertible into Equity Shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being;
- viii. That the equity shares to be so allotted on conversion of CCDs shall be in dematerialized form and shall be subject to locked-in, if any, in terms of the provisions of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company;

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

12) 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: None.

13) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and principle terms of assets charged as securities: Not Applicable as the propose allotment of CCDs is for cash consideration.

14) Shareholding pattern of the issuer before and after the preferential issue: As per Annexure A

15) Lock in Requirements: The CCDs to be allotted to Proposed Allottee pursuant to this preferential offer shall be locked in for such period as may be specified under Regulation 167 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, shall be under locked-in in accordance with Regulations 167 (6) of the SEBI LODR Regulations.

16) Practicing Company Secretary's Certificate:: A certificate of the Practising Company Secretary of the Company i.e., M/s. KANJ & Co. LL.P, Pune, as required under Regulation 163 (2) of the SEBI ICDR Regulations certifying that the preferential issue of CCDs is being made in accordance with

requirements of SEBI ICDR Regulations, shall be available for inspection by the Members on the day of the EGM and the same may also be accessed on the Company's website at the link: www.autolineind.com .

- 17) Undertaking to re-compute the price:** The Company undertakes that if the price determined under the SEBI ICDR Regulations on the Relevant Date is required to be re-computed, then it will re-compute the price of the CCDs 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.
- 18) Undertaking to put under lock-in till the re-computed price is paid:** The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in the SEBI ICDR Regulations, the specified CCDs/Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee(s).
- 19) Disclosure under Schedule VI of SEBI ICDR Regulations:** Not applicable, as none from the issuer, its promoter or directors are wilful defaulters or a fraudulent borrower.
- 20) The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:** The proposed allottee is a non-promoter and there will be no change in its status post the preferential issue.
- 21)** During the financial year commencing 1st April, 2023 and during the twelve months preceding the date of issue of this Notice, the Company has not allotted any securities on preferential basis.
- 22)** The Company has received confirmation/undertakings from proposed allottees stating that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date i.e. October 6, 2023.
- 23)** None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

The section 62 (1) (c) of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the persons who on the date of the offer are holders of equity shares of the Company, in the manner laid down in the Section unless the members 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 Section 62 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in terms of the provisions of the SEBI ICDR Regulations and other applicable provisions and SEBI LODR Regulations and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The Board of the Company believes that the proposed preferential issue is in the best interest of the Company. The members are therefore, requested to accord their approval in terms of to the Special Resolution authorizing the Board to execute the proposed preferential issue as set out in this notice.

None of the directors and Key Managerial Personnel and their relatives have any concern or interest, financial or otherwise, in the proposed resolution.

ITEM NO. 3

To offer, issue and allot Warrants on Preferential Basis to the Promoters

The Special Resolution as mentioned under item no. 3 proposes to authorize the Board of Directors to issue and allot up to 2200000 (Twenty Two Lakhs only) Warrants to the Promoters in such manner and on such terms and conditions as prescribed under SEBI ICDR Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions.

The detail disclosures and explanations as required under the Companies Act, 2013 including rules made thereunder, SEBI ICDR Regulations and other applicable provisions are as under:

- 1. Particulars of the offer including date of passing of Board Resolution:** As per the provisions of Section 42 and 62(1) (c) of the Companies Act, 2013 and rules made thereunder and the provisions of SEBI ICDR Regulations, a Company offering or making an invitation to subscribe equity shares on a preferential allotment basis is required to obtain the prior approval of members by way of a Special resolution. Accordingly, the Board at its meeting held on October 13, 2023 subject to necessary approval(s), has approved the proposal to issue upto 2200000 (Twenty Two Lakhs only) Warrants of the Company for an aggregate amount up to ₹ 225500000/- (Rupees Twenty Two Crore Fifty Five Lakhs only) on preferential basis to the proposed allottees as mentioned in the Special Resolution under Item no. 3 of this Notice.
- 2. The Objects of the preferential issue:** to mobilize funds upto an amount of Rs. 22.55 Crores by issuing CCDs and Warrants taken together for the purpose of Capacity enhancement (Capex : Plant Machinery and Infrastructure) up to Rs. 15 Crore, working capital requirements up to Rs. 3 Crore and balance amount of Rs. 4.55 Crore which is not more than the 25% of the issue proceed will be used for General Corporate purposes.
- 3. The kind of securities and maximum number of securities to be issued and amount to be raised:** The Board intends to offer, issue and allot up to 2200000 (Twenty Two Lakhs only) Warrants of the Company, having face value of ₹ 10/- (Rupees Ten only) each at a price as mentioned below and carrying a right/entitlement to subscribe equal number of equity shares of the Company. The Company intends to raise an amount of ₹ 225500000/- (Rupees Twenty Two Crore Fifty Five Lakhs only) by offering the above mentioned securities.
- 4. The price or price band at/within which the allotment is proposed:** The issue price is ₹102.50 (Rupees One Hundred and Two and Fifty paise) as arrived at in accordance with the regulation 164 (1) of the SEBI ICDR Regulations.
- 5. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on NSE, being the Stock Exchange with highest trading volume during the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. In terms of Regulation 164(1) of the SEBI ICDR Regulations, which provides that if the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:
 - i) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
 - ii) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations..

Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the preferential issue will not result in allotment of more than five percent of the post issue fully diluted share capital to any allottee or to allottees acting in concert and/or there is no change in control. Hence, provision of obtaining valuation report from independent registered valuer is not applicable for determining the price.

In view of the above, the Board of the Company has fixed the issue price of the Warrants at Rs. 102.50 (Rupees One Hundred and Twenty and Fifty Paise only) each which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations. The price of 102.50 (Rupees One Hundred and Twenty and Fifty Paise only) per warrant is also a conversion price. The conversion price has been determined in accordance with the regulation 164(1) of the SEBI ICDR Regulations as described above.

- 6. Relevant date with reference to which the price has been arrived at :** The Relevant Date in terms of Regulation 161 of the SEBI ICDR Regulations for determination of equity shares to be allotted upon conversion of Warrants shall be Friday, October 6, 2023, as determined in accordance with the applicable provisions of the SEBI ICDR Regulations. The EGM will be held on Tuesday, November 07, 2023 and 30 days prior to the date of EGM falls on Sunday, October 08, 2023. In accordance with the explanation to regulation 161(b), which states that where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date. Hence, Friday, October 6, 2023, is considered as the Relevant Date.
- 7. 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 and other details are mentioned at disclosure No. 10 below.
- 8. The intent/Proposal of the Promoters, directors or key management personnel to subscribe to the offer:** Mr. Shivaji Akhade, MD & CEO and Mr. Sudhir Mungase, Whole-time Director are the proposed allottees belong to the promoter group subscribing to 1100000 Warrants each on preferential basis. Except for these proposed allottees none of other promoters, directors or key management personnel of the Company intend to subscribe to Warrants pursuant to this preferential issue.
- 9. The time within which the preferential issue shall be completed:** The Company will issue and allot Warrants 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.
- 10. The identity of the Proposed Allottees, the percentage of post issue capital that may be held by the Proposed Allottees:**

Identity of the natural persons who are the ultimate beneficial owners of the warrants and resultant shares proposed to be allotted /issued and/ or who ultimately control the proposed allottees and other details are as under:

Sr. No	Identity of Proposed Allottees	Ultimate Beneficial Owner	Category	Pre-issue*		Proposed Allotment	Post Issue	
				No. of Shares	%	No. of Warrants	No. of Shares	%*
1	Mr. Shivaji Akhade	Mr. Shivaji Akhade	Promoter and Director	5849981	15.01	100000	6949981	15.24
2	Mr. Sudhir Mungase	Mr. Sudhir Mungase	Promoter and Director	4323431	11.10	100000	5423431	11.89

**post issue % are calculated based on the conversion of CCDs and Warrants*

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

12. **The Shareholding Pattern of the Company pre and post preferential issue:** As per Annexure A
13. **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:** None.
14. **Terms of Issue of Warrants:** The terms of issue of Warrants are given in the Resolution as set forth at Item no. 3 to this Notice.
15. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and principle terms of assets charged as securities:** Not Applicable as allotment is not proposed to be made for consideration other than cash.
16. **Lock in Requirements:** The Warrants and the Equity Shares to be allotted to Proposed Allottees pursuant to exercise of warrants, shall be locked in for such period as may be specified under Regulation 167 of the SEBI ICDR Regulations.
17. **Practicing Company Secretary's Certificate::** A certificate of the Practising Company Secretary of the Company i.e., M/s. KANJ & Co. LL.P, Pune, as required under Regulation 163 (2) of the SEBI ICDR Regulations certifying that the preferential issue of Warrants is being made in accordance with requirements of SEBI ICDR Regulations, shall be available for inspection by the Members on the day of the EGM and the same may also be accessed on the Company's website at the link: www.autolineind.com
18. **Undertaking to re-compute the price:** The Company undertakes that if the price determined under the SEBI ICDR Regulations on the Relevant Date is required to be re-computed, then it will re-compute the issue price of the warrants and/or equity shares to be allotted and the proposed allottees would be required to pay for the differential amount, if any, before the warrants and/or equity shares, as applicable, are allotted to them.
19. **Undertaking to put under lock-in till the re-computed price is paid:** The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in the SEBI ICDR Regulations, the warrants/equity shares shall continue to be locked-in till the time such amount is paid by the allottee(s).
20. **Disclosure under Schedule VI of SEBI ICDR Regulations:** Not applicable, as none from the issuer, its promoter or directors are wilful defaulters or a fraudulent borrower.
21. **The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:** The proposed allottee is a promoter and there will be no change in its status post the preferential issue.
22. During the financial year commencing 1st April, 2023 and during the twelve months preceding the date of issue of this Notice, the Company has not allotted any securities on preferential basis.
23. The Company has received confirmation/an undertakings from proposed allottees stating that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date i.e. October 6, 2023.
24. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
Section 62 (1) (c) of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the persons who on the date of the offer are holders of equity shares of the Company, in the manner laid down in the Section unless the members 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 Section 62 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in terms of the provisions of the SEBI ICDR Regulations and other applicable provisions and SEBI LODR Regulations and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The Board of the Company believes that the proposed preferential issue is in the best interest of the Company. The members are therefore, requested to accord their approval to the Special Resolution authorizing the Board to execute the proposed preferential issue as set out in this notice.

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

Annexure A

Pre Issue details as on September 30, 2023 being the latest practicable date prior to the approval of Board of the Company and issuance of notice to the shareholders.

Sr. No	Category	Before Conversion of CCDs and Warrants		After Conversion of CCDs and Warrants	
		No. of shares held	% of holding	No. of Shares held	% of holding
(A)	Promoter's holding##				
1	Indian				
a	Individuals	12011258	30.83	14211258	31.17
b	Bodies Corporate	1000000	2.57	1000000	2.19
2	Foreign Promoters	0	0.00	0	0.00
	Sub-Total (A)	13011258	33.40	15211258	33.36
(B)	Non-Promoter's holding:				
1	Institutional Investors	4797368	12.32	4797368	10.52
2	Non Institution:				
	Investor Education and Protection Fund (IEPF)	29883	0.08	29883	0.07
	i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	6824217	17.52	8892909	19.51
	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	4852770	12.46	5152770	11.30
	Directors and Relatives	9575	0.02	9575	0.02
	Non Resident Indians (NRIs)	1873673	4.81	1973673	4.33
	Foreign Nationals	10763	0.03	10763	0.02
	Foreign Companies	123462	0.32	123462	0.27
	Bodies Corporate	3593697	9.23	5362842	11.76
	Any Other (Specify)				
a	Body Corp-Ltd Liability Partnership	82478	0.21	82478	0.18
b	Hindu Undivided Family	487677	1.25	687677	1.51
c	Clearing Member	911	0.00	911	0.00
d	Overseas Bodies Corporates	3265432	8.38	3265432	7.16
	Sub-Total (B)	25951906	66.60	30389743	66.64
	GRAND TOTAL	38963164	100	45601001	100.00

** Post Issue figures are given assuming full allotment of CCDs and Warrants and their full conversion into Equity Shares of the company as proposed in Resolution no. 2 and 3 of this Notice.*

By Order of the Board of Directors of

Autoline Industries Limited

Shivaji Akhade
Managing Director & CEO
DIN: 00006755
Place: Pune

Date: October 13, 2023

Registered Office: Survey No. 313, 314, 320 to 323, Nanekarwadi, Chakan, Taluka- Khed, District- Pune 410501 CIN:
L34300PN1996PLC104510

E-mail: investorservices@autolineind.com