



MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) OF AIA ENGINEERING LTD. ON FRIDAY, THE 26th DECEMBER 2014 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 115, GVM ESTATE, ODHAV ROAD, ODHAV, AHMEDABAD, GUJARAT

PRESENT:

- | | | | |
|----|----------------------|---|-------------------|
| 1. | Mr. Rajendra S. Shah | : | Chairman |
| 2. | Mr. Tushar M. Vora | : | Scrutinizer |
| 3. | Mr. S. N. Jetheliya | : | Company Secretary |

It is hereby recorded as follows:

- The Board of Directors ("the Board") in their meeting held on 7th November 2014 in compliance with the provisions of Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, approved a Postal Ballot Notice for passing a Special Resolution for Creation of Mortgage / Hypothecation on movable and immovable properties of the Company, under Section 180 (1) (a) of the Companies Act, 2013 to the members of the Company for their assent or dissent.
- At the same meeting, the Board had also appointed Mr. Tushar M. Vora, Practising, Company Secretary as the Scrutinizer for conducting the Postal Ballot voting / E-voting process in accordance with law and in a fair and transparent manner.
- The Postal Ballot Notice along with the Ballot Paper and pre-paid Postal Envelopes were sent by Speed Post to all those members whose email ids were not registered with the Company / Depositories and by electronic mode to those members whose email ids are registered with the Company / Depositories to all those members whose names were recorded as on 31st October 2014.
- In compliance with the provisions of Section 110 of the Companies Act, 2013 and rules made thereunder, Company provided e-voting facility to its members to exercise their votes electronically instead of exercising their votes by Physical Postal Ballot Forms. The e-voting portal of Central Depository Services (India) Ltd. (CDSL) for the purpose of e-voting which was remained open from Sunday, the 23rd November 2014 (9.00 a.m.) to 22nd December 2014 (5.00 p.m.). The CDSL portal was disabled on 22nd December 2014 after 5.00 p.m.
- The Scrutinizer after carrying out the scrutiny of Postal Ballots received together with the results of E-voting upto 5 p.m. on 22nd December 2014, submitted a consolidated Report on Voting (Postal Ballot + E-voting) on 26th December 2014 as under:

Special Resolution: Creation of Mortgage / Hypothecation on Movable and Immovable properties of the Company under Section 180 (1) (a) of the Companies Act, 2013.				
Sr. No.	Particulars	E-voting	Physical	Total
1.	Total Postal Ballot Forms received	147	156	303
2.	Less: Invalid Postal Ballot Forms	0	23	23
3.	Valid Postal Ballot Forms	147	133	280
4.	Total No. of valid Votes casted	8,08,98,887	11,76,491	8,20,75,378
5.	Total No. of votes assented to the resolution.	8,08,98,869	11,75,376	8,20,74,245
6.	Total No. of Votes dissented to the resolution.	18	725	743
7.	% of valid votes casted in favour of the resolution.	99.999%	99.938%	99.999%
8.	% of valid votes casted against the Resolution.	0.000%	0.061%	0.001%
9.	RESULT	Special Resolution is passed with requisite majority.		

CHAIRMAN'S
INITIALS



To Create Mortgage / Hypothecate the Properties of the Company under Section 180 (1) (a) of the Companies Act, 2013:

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

"RESOLVED THAT in supersession of the previous Ordinary Resolution passed by the Members of the Company through Postal Ballot on 5th April 2010 pursuant to Section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) of the Companies Act, 2013 ("the Act") to the Board of Directors ("the Board") of the Company to mortgage, hypothecate or otherwise create charge or encumbrance of all or any of the properties and assets of the Company, movable and immovable, wherever situated, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company on such terms, in such form and in such manner as the Board may think fit, together with power to takeover the management of the business and concern of the Company in certain events to or in favour of all or any of the banks, financial institutions, etc. (hereinafter referred to as 'the Lenders') for securing any loans [both rupees loan as well as foreign currency loans (including temporary loans & working capital facilities obtained from the Company's Bankers in the ordinary course of business)] and / or advances already obtained or debts already incurred or that may hereafter be obtained from any of the Lenders, all financial obligations / commitments together with interest, additional interest, compound interest, premium on prepayment, costs, charges, expenses and all other moneys due, owing or payable presently or in future by the Company to the said Financial Institutions, Banks or any other lenders provided however for creation of Charges / mortgages / hypothecations, the total amount shall not exceed Rs.500 Crores (Rupees Five Hundred Crores) over and above the paid-up Share Capital & Free Reserves of the Company during any Financial Year."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize with the Financial Institutions, Banks or any other lenders such deeds, agreements and other documents for creating the mortgage, hypothecation, charge or encumbrance and to do and perform all such acts, deeds, matters and things and to execute or authorize execution of all such documents or writings as the Board of Directors of the Company may consider necessary, expedient, usual, requisite or incidental thereto for the purpose of implementing this resolution and to resolve any question, difficulty or doubt which may arise in relation thereto or otherwise considered by the Board of Directors to be in the best interest of the Company."

Based on the Report of Scrutinizer, the Chairman confirmed that the Special Resolution set out in the Notice dated 7th November 2014 had been passed with requisite majority on 26th December 2014.

Upon declaring the results, the Chairman handed-over a signed copy of his report along with the Report of the Scrutinizer to Mr. S. N. Jetheliya, Company Secretary and directed the Company Secretary to intimate the results to the Stock Exchange (BSE / NSE) along with the necessary reports and to arrange the publication of Postal Ballot results in newspapers and uploading the same at the website of the Company.

Place: Ahmedabad
Date: 31st December 2014


CHAIRMAN

**Certified True Copy
For AIA Engineering Limited**


S.N. Jetheliya
Company Secretary

CHAIRMAN'S
INITIALS

