



NOTICE

Notice is hereby given that the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the Members of **AIA ENGINEERING LIMITED** will be held on Thursday, the 11th September, 2014 at 10.00 A.M. at H. T. Parekh Convention Center, Ahmedabad Management Association, "ATIRA Campus", Dr. Vikram Sarabhai Marg, Ahmedabad-380 015, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2014.
3. To appoint a Director in place of Dr. S. Srikumar (holding DIN 01025579), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the re-appoint of M/s. Talati & Talati, Chartered Accountants, (Firm Registration No. 110758W), Ahmedabad the Statutory Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Dileep C. Choksi (holding DIN 00016322), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th January, 2014 in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161 (1) of the Companies Act, 2013] and who holds office of Director up to the date of this meeting and in respect of whom a Notice has been received from a Member pursuant to Section 160 of the Companies Act, 2013 proposing his name for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold an office of an Independent Director for a period of five consecutive years with effect from 11th September, 2014 to 10th September, 2019."

6. 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 149, 152 and any 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) read with Schedule IV and Clause 49 of the Listing Agreement, Mr. Sanjay S. Majmudar (holding DIN 00091305), an Independent Director of the Company and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold an office of an Independent Director for a 2nd term of five consecutive years with effect from 11th September, 2014 to 10th September, 2019."

7. 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 149, 152 and any 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) read with Schedule IV and Clause 49 of the Listing Agreement, Mr. Rajendra S. Shah (holding DIN 00061922), an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold an office of an Independent Director for a 2nd term of five consecutive years with effect from 11th September, 2014 to 10th September, 2019."

8. 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 Ordinary Resolution adopted by way of Postal Ballot on 5th April, 2010 and pursuant to Section 180(1)(c) 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), the consent of the Company be and is hereby accorded to the Board of Directors to borrow money in excess of the aggregate of the paid up Share Capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained or to be obtained from any Scheduled Bank(s) in the ordinary course of business, shall not be in excess of ₹ 500 crores (Rupees Five hundred crores only) over and above the aggregate of the paid up Share Capital and 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 do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. 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 197 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), a sum not exceeding 0.25 per cent per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors other than the Managing Director or Whole-time Directors of the Company or to some or any of them in such amounts or proportions and in such manner and in all respect as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each Financial Year, for a period of five years, commencing from 1st April 2014.”

“RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

10. 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 148 and other provisions, if any, of the Companies Act, 2013, and the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the consent of the Members be and is hereby accorded to ratify the remuneration decided by the Board of Directors on the recommendations of the Audit Committee of ₹ 3.50 Lacs payable to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad appointed by the Board to conduct the audit of cost records of the Company for the Financial Year ending on 31st March 2015.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. 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 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and subject to the approval of the Central Government, if applicable, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Powertec Engineering Pvt. Ltd., (hereinafter referred to as “Powertec”) a Company, in which a Director of the Company Dr. S. Srikumar is a Director, for holding an office or place of profit under the Company on the terms and conditions set out in the Agreements to be entered into between the Company and Powertec for a period of 3 years with effect from 1st April, 2014 to 31st March, 2017.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and incidental thereto including to agree to such modifications / amendments or other terms and conditions as may be imposed by the Central Government or any other statutory authority in this regard and acceptable to the Company and Powertec and the decision taken by the Board shall be final and binding on all the Members and other interested parties.”

By Order of the Board of Directors,

Sd/-
(S. N. Jetheliya)
Company Secretary

Place : Ahmedabad
Date : 4th August, 2014

NOTES

1. The Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the meeting, are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total Share Capital of the Company.

The instrument of proxy in order to be effective must be received at the Registered Office / Corporate Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed herewith. Proxy Form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Book of the Company will remain closed from 1st September, 2014 to 11th September, 2014 (both days inclusive) for annual closing and determining the entitlement of the Members to the Dividend for the Financial Year 2013-14.
4. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the Meeting Hall.
5. A Dividend of ₹ 6 per share has been recommended by the Board of Directors for the year ended 31st March, 2014 subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid from 17th September, 2014.

**6. Payment of Dividend:**

- (a) The Bank account particulars of the Members holding Shares in physical form will be printed on the Dividend warrants. Hence the Members are advised to intimate changes, if any in their registered address along with Pin Code and submit particulars of their bank account viz. Name and Address of the branch of the Bank, 9 digit MICR code of the branch, type of Account and Account Number latest by 30th August, 2014 directly to the Company's Registrar & Share Transfer Agent (RTA), Link Intime India Pvt. Ltd., C/13, Pannalal Silk Mills Compound, Kantilal Maganlal Ind. Estate, L.B.S. Marg, Bhandup (West), MUMBAI – 400 078 or at its Branch Office at 303, 3rd Floor, Shopper's Plaza – V, Near 5 Government Society, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad – 380009.
- (b) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in Address or demise of any Members as soon as possible. Members are also advised not to leave their Demat Account (s) dormant for long. Members holding Shares in Demat form are advised to inform the changes, if any, in particulars of their Bank Account to their respective Depository Participants.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding Shares in physical form can submit their PAN details to the Company or Registrar & Share Transfer Agent.

8. In compliance with the circular of Ministry of Corporate Affairs for a "Green Initiative in the Corporate Governance" by allowing / permitting service of documents etc. in electronic form, electronic copy of the Annual Report of 2014 is being sent to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2014 are being sent in the permitted mode.

9. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

The Company proposes to send documents, such as the Notice of the Annual General Meeting, Annual Report, Half-yearly and Quarterly communications etc. henceforth to the Members in Electronic Form at the e-mail address provided by them and made available to the Company by the Depositories from time to time.

In case you wish to receive the above documents in physical form, you are requested to please inform to the below mentioned E-mail ID. Please quote Name, your Demat Account No. [DP ID No. and Client ID No.].

Email ID for reply : ric@aiaengineering.com

Those Members who have so far not en-cashed their Dividend warrants for the under mentioned Financial Years, may claim or approach the Company for the payment thereof as the same will be transferred to the Investors' Education and Protection Fund (IEPF) of the Central Government, pursuant to Section 205 C of the Companies Act, 1956.

Members are requested to note that after such dates, the Members will lose their rights to claim such Dividend.

Sr. No.	Financial Year	Due date of Transfer to IEPF
1.	2006-07	07.09.2014
2.	2007-08	23.09.2015
3.	2008-09 – Interim Dividend	19.11.2015
4.	2008-09 – Final Dividend	30.10.2016
5.	2009-10 – Interim Dividend	15.02.2017
6.	2009-10 – Final Dividend	19.08.2017
7.	2010-11	19.08.2018
8.	2011-12	20.08.2019
9.	2012-13	21.08.2020

10. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, the Company is providing e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner of e-voting facility is annexed to the Notice.

11. Re-appointment / Appointment of Directors:

Dr. S. Srikumar, Director of the Company will retire by rotation at the ensuing 24th Annual General Meeting of the Members of the Company and being eligible, has offered himself for re-appointment.

Mr. Dileep C. Choksi, Additional Director will hold the office of Additional Director upto the ensuing Annual General Meeting of the Members of the Company and proposed to be appointed for a period of five years from 11th September, 2014 to 10th September, 2019.

Mr. Sanjay S. Majmudar & Mr. Rajendra S. Shah, who have already completed their 1st term of five years as Independent Directors, proposed to be appointed for the 2nd term of five years from 11th September, 2014 to 10th September, 2019.

Pursuant to the requirements under the Listing Agreement with the Stock Exchanges, relating to Corporate Governance, a statement containing brief resumes of the above Directors together with the details of Shares held by them, if any, is annexed hereto.

REQUEST TO THE MEMBERS

1. Members desiring any relevant information on the Accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance at its Registered Office / Corporate Office, so as to enable the Company to keep the information ready.
2. Members are requested to bring their copy of the Annual Report to the Meeting.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESSES MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM NO. 5

The Board of Directors at its meeting held on 27th January, 2014 appointed Mr. Dileep C. Choksi (holding DIN 00016322) as an Additional Director of the Company to hold an office of an Additional Director up to the ensuing Annual General Meeting of the Members of the Company.

Notice along-with requisite deposit as required pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act) has been received from a Member proposing the candidature of Mr. Dileep C. Choksi as an Independent Director of the Company to hold office for a period of five consecutive years with effect from 11th September, 2014 to 10th September, 2019.

Mr. Dileep C. Choksi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act, inter alia stipulates the criteria of independence, for the appointment of an Independent Director in a Company. As per the provisions of the said Section, an Independent Director can hold an office for a term upto five consecutive years of two terms on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

Company has also received a declaration from Mr. Dileep C. Choksi that he meets the criteria of independence as prescribed under Section 149 [6] of the Act and Clause 49 of the Listing Agreement as amended from time to time. Mr. Dileep C. Choksi possesses appropriate skills, expertise and knowledge in finance and other fields. A brief profile of Mr. Dileep C. Choksi and names of Companies in which he is a Director and Memberships / Chairmanships of the Board, Committees, Shareholding etc. as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are annexed to this Notice.

In the opinion of the Board, Mr. Dileep C. Choksi fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company. A Copy of the draft Letter of Appointment of Mr. Dileep C. Choksi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during the normal business hours on any working day.

Considering his eminence, rich experience and expertise in his field, it will be in the best interest of the Company to appoint him as an Independent Director. The Board considers that his continued association would be of immense benefit to the Company and is desirable to continue to avail the services of Mr. Dileep C. Choksi as an Independent Director of the Company.

Except Mr. Dileep C. Choksi, none of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned in the resolution.

The Board recommends passing of the said resolution by way of an Ordinary Resolution for the approval of the Members of the Company.

This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 6:

Mr. Sanjay S. Majmudar is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in May 2007.

Notice along-with requisite deposit as required pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act) has been received from a Member proposing the candidature of Mr. Sanjay S. Majmudar as an Independent Director of the Company to hold an office of an Independent Director for a 2nd term of five consecutive years with effect from 11th September, 2014 to 10th September, 2019.

Mr. Sanjay S. Majmudar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. Section 149 of the Act, inter alia stipulates the criteria of independence, for the appointment of an Independent Director in a Company. As per the provisions of the said Section, an Independent Director can hold office for a term upto five consecutive years of two terms on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.



Company has also received a declaration from Mr. Sanjay S. Majmudar that he meets the criteria of independence as prescribed under Section 149 [6] of the Act and Clause 49 of the Listing Agreement as amended from time to time. Mr. Sanjay S. Majmudar possesses appropriate skills, expertise and knowledge in Finance and other fields. A brief profile of Mr. Sanjay S. Majmudar and names of companies in which he is a Director and Memberships / Chairmanships of the Board Committees, Shareholding etc. as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are annexed to this Notice.

In the opinion of the Board, Mr. Sanjay S. Majmudar fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Sanjay S. Majmudar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Considering his eminence, rich experience and expertise in different fields, it will be in the best interest of the Company to appoint him as an Independent Director. The Board considers that his continued association with the Company would be of immense benefit and is desirable to avail the services of Mr. Sanjay S. Majmudar as an Independent Director of the Company.

Except Mr. Sanjay S. Majmudar, none of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned in the resolution.

The Board recommends passing of the said resolution by way of a Special Resolution for the approval of the Members of the Company.

This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 7:

Mr. Rajendra S. Shah is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March 2005.

Notice along-with requisite deposit as required pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act) has been received from a Member proposing the candidature of Mr. Rajendra S. Shah as an Independent Director of the Company to hold an office for a 2nd term of five consecutive years with effect from 11th September, 2014 to 10th September, 2019.

Mr. Rajendra S. Shah is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. Section 149 of the Act, inter alia stipulates the criteria of independence, for the appointment of an Independent Director in a Company. As per the provisions of the said Section, an Independent Director can hold office for a term upto five consecutive years of two terms on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

Company has also received a declaration from Mr. Rajendra S. Shah that he meets the criteria of independence as prescribed under Section 149[6] of the Act and Clause 49 of the Listing Agreement as amended from time to time. Mr. Rajendra S. Shah possesses appropriate skills, expertise and knowledge in Finance and other fields. A brief profile of Mr. Rajendra S. Shah and names of companies in which he is a Director and Memberships / Chairmanships of the Board Committees, Shareholding etc. as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are annexed to this Notice.

In the opinion of the Board, Mr. Rajendra S. Shah fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Rajendra S. Shah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Considering his eminence, rich experience and expertise in different fields, it will be in the best interest of the Company to appoint him as an Independent Director. The Board considers that his continued association with the Company would be of immense benefit and is desirable to avail the services of Mr. Rajendra S. Shah as an Independent Director of the Company.

Except Mr. Rajendra S. Shah, none of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned in the resolution.

The Board recommends passing of the said resolution by way of a Special Resolution for the approval of the Members of the Company.

This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 8

The Members of the Company by way of an Ordinary Resolution through Postal Ballot on 5th April, 2010 under Section 293(1)(d) of the Companies Act, 1956 authorized the Board of Directors to borrow over and above the aggregate of paid-up Share Capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1000 crores (Rupees one thousand crores only).

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up Share Capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

It is, therefore necessary for the Members to pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up Share Capital and free reserves of the Company.

Approval of Members is being sought to borrow money in excess of the aggregate of the paid-up Share Capital and free reserves of the Company by ₹ 500 crores by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends passing of the said resolution by way of a Special Resolution for the approval of the Members of the Company.

ITEM NO. 9

The Members of the Company at their 17th Annual General Meeting held on 31st August, 2007 approved by Ordinary Resolution, the payment of compensation payable to the Non-Executive Directors (including Independent Directors), of the Company towards the services to be rendered by them to the Company from time to time in such amount and in such manner as may be determined by the Board of Directors.

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from 1st April, 2014 and taking into account the roles and responsibilities of the Directors, it is proposed that the Directors other than the Managing Director and Whole-time Directors be paid remuneration not exceeding 0.25 per cent of the Net Profit of the Company computed in accordance with the provisions of Companies Act, 2013. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013.

This remuneration is in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, a fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of Commission to the Directors of the Company other than Managing Director and Whole-time Directors.

The Managing Director, Whole-time Directors and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financial or otherwise. Directors other than Managing Director and Whole-time Directors of the Company may be deemed to be concerned or interested in the said resolution to the extent of the remuneration that may be received by them.

The Board recommends passing of the said resolution by way of a Special Resolution for the approval of the Members of the Company.

ITEM NO. 10

The Board of Directors on the recommendations of the Audit Committee, appointed M/s. Kiran J. Mehta, Cost Accountants, Ahmedabad as the Cost Auditors to carry out the audit of Cost records of the Company for the Financial Year 2014-15 and fixed remuneration of ₹ 3.50 Lacs plus Service Tax and out of pocket expenses.

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014, the remuneration fixed by the Board of Directors shall be ratified by the Members by passing a resolution.

Accordingly, consent of the Members is being sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditors to carry out the audit of Cost records of the Company for the Financial Year 2014-15.

None of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned with the resolution.

The Board recommends passing of the said resolution as an Ordinary Resolution for the approval of Members of the Company.

ITEM NO. 11:

The Company is having a Retainership Agreement as well as Service Agreement with Powertec Engineering Pvt. Ltd. (hereinafter referred to as "Powertec"), a Company, in which a Director of the Company Dr. S. Sri Kumar is a Director for a period of three years from 1st April, 2011 to 31st March, 2014. The Central Government, Ministry of Corporate Affairs vide its letter No. SRNo. B18840140 dated 29th March, 2012 approved the proposal in respect of Powertec Engineering Pvt. Ltd. to continue to hold an office or place of profit in the Company for the period of 3 years with effect from 1st April, 2011 to 31st March, 2014 on the conditions, limitation or restriction as mentioned in the said letter and allowed the following payments to Powertec during the period of three years from 1st April, 2011 to 31st March, 2014:

Particulars of Contracts	Period	Amount / per month (₹ in Lacs)
Retainership & Contract for Services	01.04.2011 to 31.03.2012	2.87
	01.04.2012 to 31.03.2013	3.16
	01.04.2013 to 31.03.2014	3.47

Your Directors feel that so far the business experience of the Company is very good with Powertec. Powertec has totally proved that it can fulfill the trust reposed by the Company in it. The Company has got very good business during the period of the Agreement. With regard to Service Agreement also the experience is quite satisfactory.



AIA ENGINEERING LIMITED

Pursuant to the provisions of Section 314(1B) of the Companies Act, 1956, Company was required to take prior approval of the Ministry of Corporate Affairs before entering into any contract with the related party. In compliance with the above provisions, Company has made an application with the Ministry of Corporate Affairs, New Delhi for their approval for entering into the contract with Powertec for a period of further three years from 1st April, 2014 to 31st March, 2017 for the following payments of which the clearance is awaited:

Particulars of Contracts	Period	Amount / per month (₹ in Lacs)
Retainership & Contract for Services	01.04.2014 to 31.03.2015	3.82
	01.04.2015 to 31.03.2016	4.20
	01.04.2016 to 31.03.2017	4.62

Pursuant to the provisions of Section 188 of the Companies Act, 2013 relating to holding an office or place of profit by a Private Company in which a Director of the Company is also a Director, the prior approval of the Members by way of a Special Resolution is required.

In view of the above, your Directors feel that it is in the interest of the Company to continue commercial arrangement with the said Company. It is therefore proposed to further re-enter the Agreements with Powertec for a further period of three years effective from 1st April, 2014 to 31st March, 2017.

The copies of the said Agreements to be entered into are available for inspection during the business hours on any working day at the Registered Office of the Company upto the date of the said Annual General Meeting.

Except Dr. S. Srikumar who is also a Director and Member of Powertec, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board recommends passing of the said Resolution by way of a Special Resolution for the approval of the Members of the Company.

By Order of the Board of Directors,

Place : Ahmedabad
Date : 4th August, 2014

Sd/-
(S. N. Jetheliya)
Company Secretary

ANNEXURE TO THE NOTICE

Disclosure pursuant to Clause 49 of Listing Agreement with regard to the Directors seeking Appointment / Re-appointment at the forthcoming Annual General Meeting (Refer Item No. 3 & 5 to 7) of the Notice:

Name	Dr. S. Srikumar
Date of Birth / Age	25 th November, 1959 – 55 Years
Re-Appointed / Appointment on	20 th January, 2009
Qualifications	M. Tech (Industrial Engg.), Ph. D and PGDM from AIMA.
Expertise in specific functional areas	He possesses vast knowledge and experience of Industry, Project Management, Technical Evaluation, Engineering Coordination and Administration.
Directorships held in other Public Companies	Promac Engineering Industries Ltd.
Membership/ Chairmanships of Committees across other Public Companies	NIL
No. of Equity Shares held in the Company.	NIL

Name	Mr. Dileep C. Choksi
Date of Birth / Age	26 th December, 1949 / 65 Yrs.
Re-Appointed / Appointment on	27 th January, 2014
Qualifications	B. Com, LLB, FCA and Grad. CWA
Expertise in specific functional areas	Mr. Dileep C. Choksi is a leading Chartered Accountant, qualified Lawyer and a Cost Accountant with over 35 years of experience. His areas of specialization include tax planning and structuring for domestic and international clients, including expatriates, finalizing collaborations and joint ventures, executive advisory and decision support, corporate restructuring with a focus on start-ups, turnaround and change management strategies and analyzing tax impact of various instruments. Mr. Choksi was the former joint Managing Partner of Deloitte in India. He has set up C. C. Chokshi Advisors Pvt. Ltd., the activities of which aim to provide complete solutions for all business requirements.
Directorships held in other Public Companies	<ul style="list-style-type: none"> i) ICICI Lombard General Insurance Co. Ltd. ii) Reliance Gene Medix Plc. iii) ICICI Home Finance Co. Ltd. iv) Datamatics Global Services Ltd. v) Lupin Ltd. vi) ICICI Bank Ltd. vii) National Stock Exchange of India Ltd. viii) Hexaware Technologies Ltd.
Membership/ Chairmanships of Committees across other Public Companies	Chairmanship: 3 Membership: 4
No. of Equity Shares held in the Company.	NIL



Name	Mr. Sanjay S. Majmudar
Date of Birth / Age	21 st March, 1963 / 52
Re-Appointed / Appointment on	7 th May, 2007
Qualifications	B.Com, FCA & ACS
Expertise in specific functional areas	Mr. Sanjay S. Majmudar is a Practicing Chartered Accountants. He has got extensive experience and expertise in the field of Corporate Laws, Direct Tax Laws, Financial Advisory Services, Debt Syndications, Project Finance, International Structures and Taxation Planning, M & A etc. He has contributed Papers and participated as Speaker on Corporate Laws in Seminars and conferences hosted by ICAI and CA Association, Ahmedabad. He is also a regular Speaker in the SMTP Programme of the Institute of Company Secretaries of India, Ahmedabad Chapter.
Directorships held in other Public Companies	<ul style="list-style-type: none"> - Welcast Steels Ltd. - Aarvee Denims & Exports Ltd. - Dishman Pharmaceuticals and Chemicals Ltd. - M & B Industries Ltd. - Acme Industries Ltd.
Membership/ Chairmanships of Committees across other Public Companies	Chairmanship - 1 Membership - 3
No. of Equity Shares held in the Company.	15120

Name	Mr. Rajendra S. Shah
Date of Birth	1 st February, 1948 / 66 Years
Re-Appointed / Appointment on	15 th March, 2005
Qualifications	B. E. (Mech)
Expertise in specific functional areas	Mr. Rajendra S. Shah is a Mechanical Engineer and is an Industrialist. He has an entrepreneurial insight into running engineering business. He possesses rich and varied experience in Administration and Finance. He is the Chairman and Managing Director of Harsha Engineers Ltd., manufacturers of Bearing Cages.
Directorships held in other Public Companies	<p>Welcast Steels Ltd.</p> <p>Harsha Engineers Ltd.</p> <p>Transformers & Rectifiers (India) Ltd.</p> <p>Shilp Gravures Ltd.</p> <p>BecoTek Precision Bearing Components (Suzhou) Co. Ltd.</p>
Membership/ Chairmanships of Committees across other Public Companies	Chairman – 2 Members - 1
No. of Equity Shares held in the Company.	847

INSTRUCTIONS FOR VOTING THROUGH E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

- A. In case a Member receiving intimation by email:

- (i) If you are holding Shares in Demat form and has logged on to www.evotingindia.com and casted your vote earlier for Electronic Voting Sequence Number (“EVSN”) of any Company, then your existing login id and password are to be used.
- (ii) Log on to e-voting website www.evotingindia.com.
- (iii) Click on “Shareholders” tab to cast your votes.
- (iv) Now, select the “EVSN” **140730017** along with “AIA ENGINEERING LTD.” from the drop down menu and click on “SUBMIT”.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding Shares in Demat Form	For Members holding Shares in Physical Form
USER ID	For NSDL: 8 characters DP ID Followed by 8 digits Client ID For CDSL: 16 digits Beneficiary ID	Folio number registered with the Company
Enter the Image Verification as displayed and Click on Login		
PAN*	Enter your 10 digit alpha numeric *PAN issued by Income Tax Department when prompted by the system while e-voting [applicable for both Members holding Shares in Demat mode and Members holding Shares in physical mode]	
ANY ONE OF THE FOLLOWING TWO		
DOB	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said Demat or Folio in dd/mm/yyyy format.	
OR		
Dividend Bank Details	Enter the Dividend Bank details as recorded in your Demat account or in the Company records for the said Demat account or Folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.	

* Members who have not updated their PAN with the Company / Depository, Participants are requested to use the default number: <AIAEN1191L> in the PAN field.

- (vi) After entering these details approximately, click on “SUBMIT” tab.
- (vii) Members holding Shares in Demat form will now reach Password change menu appears wherein they are requested to mandatorily change their Login password in the New Password field. The new password shall contain minimum eight characters consisting of at least one upper case [A-Z], one lower case [a-z], one numeric value [0-9] and a special character [@ # \$ % & *]. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that this changed password is to be also used by the Members holding Shares in Demat mode for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (viii) Select “EVSN” (E-Voting Sequence Number) of AIA Engineering Limited.
- (ix) On the voting page, you will see Resolution description and against the same the option “Yes/No” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies you dissent to the resolution.



AIA ENGINEERING LIMITED

- (x) Click on the “Resolution File Link” if you wish to view all the resolutions.
- (xi) After selecting the resolution if you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy]:
- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C.** Institutional Shareholders (i.e. Other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- D.** The e-voting period commences on 4th September, 2014 (9.00 a.m.) and ends on 6th September, 2014 (5.00 p.m.). During this period Members’ of the Company, holding Shares either in Physical Form or in Dematerialized Form, as on the cut-off date of 1st August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- E.** The voting rights of Members shall be in proportion to their Shares of the paid-up Equity Share capital of the Company.
- F.** Mr. Tushar Vora, Company Secretaries (Membership No. FCS-3459; CP No. 1745) [Address: 32 Arpan Society, Nr. Mayur High School, Paliyad Nagar, Naranpura, Ahmedabad – 380010] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloadable section of www.evotingindia.co.in under help section or write email to helpdesk.evoting@cdslindia.com.
- H.** The Scrutinizer shall within a period not exceeding three (3) working days from the closing of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- I.** The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.aiaengineering.com and on the website of CDSL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

Contact Details

Company	: AIA Engineering Limited
Regd. Office	: 115, GVMM Estate, Odhav Road, Odhav, Ahmedabad-382 410, Gujarat, India CIN: L29259GJ1991PLC015182 E-mail : snj@aiaengineering.com , ric@aiaengineering.com
Registrar & Share Transfer Agent	: Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078 Phone: +91-22-25946970 Fax: +91-22-2594 6969
e-Voting Agency	: Central Depository Services (India) Limited E-mail : helpdesk.evoting@cdslindia.com
Scrutinizer	: CS Tushar Vora Practicing Company Secretary E-mail : cstushar@tusharvora.com

Attendance Slip & Proxy Form**AIA ENGINEERING LIMITED****ATTENDANCE SLIP****[CIN:L29259GJ1991PLC015182]**

Regd. Office: 115, GVMM Estate,
Odhav Road, Odhav, Ahmedabad – 382 410
Email: ric@aiaengineering.com
website: www.aiaengineering.com
Phone: 079-66047800 Fax: 079-66047848

24th ANNUAL GENERAL MEETING

I /We hereby record my / our presence at the 24th Annual General Meeting of the Company to be held at H. T. Parekh Convention Center, Ahmedabad Management Association, "ATIRA Campus", Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 on Thursday the 11th September, 2014 at 10.00 a.m.

Member's Folio/DP ID-Client ID No.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

AIA ENGINEERING LIMITED**PROXY FORM****[CIN:L29259GJ1991PLC015182]**

Regd. Office: 115, GVMM Estate,
Odhav Road, Odhav, Ahmedabad – 382 410
Email: ric@aiaengineering.com
website: www.aiaengineering.com
Phone: 079-66047800 Fax: 079-66047848

Name of the Member (s) :

Registered Address :

E-mail Id :

Folio / DP ID-Client ID No. :

I/We being the Member(s) holding _____ Shares of the above named Company hereby appoint:

(1) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

or failing him / her;

(2) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

or failing him / her;

(3) Name: _____ Address: _____

E-mail ID: _____ Signature: _____

as my /our proxy to attend and vote on my / our behalf at the **Twenty Fourth Annual General Meeting** of the Members of the Company to be held on Thursday, the 11th September, 2014 at 10.00 A.M. at H. T. Parekh Convention Center, Ahmedabad Management Association, "ATIRA Campus", Dr. Vikram Sarabhai Marg, Ahmedabad-380 015 and at any adjournment thereof in respect of Resolutions as are indicated below:.

**Note:**

1. Please complete the Folio / DP ID-Client ID No. and Name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2013-14 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the Members through electronic mode whose email address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2013-14 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode (s) to all Members whose email address is not registered or have requested for a hard copy.



Resolution No.	Particulars of Resolutions	Optional	
		For	Against
	ORDINARY BUSINESS		
1.	Adoption of Financial Statements for the year ended 31 st March, 2014		
2.	Declaration of Dividend for the Financial Year 2013-14.		
3.	Re-appointment of Dr. S. Srikumar, Director retires by rotation.		
4.	Appointment of Statutory Auditors.		
	SPECIAL BUSINESS		
5.	Appointment of Mr. Dileep C. Choksi as an Independent Director.		
6.	Appointment of Mr. Sanjay S. Majmudar as an Independent Director.		
7.	Appointment of Mr. Rajendra S. Shah as an Independent Director.		
8.	Authority to Board of Directors to Borrow Funds.		
9.	Payment of Commission to Non-Whole-time Directors		
10.	Ratification of Remuneration to Cost Auditors.		
11.	Approval of holding an Office or place of Profit by Powertec Engineering Pvt. Ltd.		

Signed this _____ day of _____ 2014

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Re 1 revenue stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission.